



2025/2026
Handbook
for Governors

Handbook for Governors

The purpose of this handbook is to provide new and existing Governors with information about the operation and management of the university, to enable them to contribute effectively as members of the Governing Body.

It is intended to be as succinct as possible while giving sufficient information for Governors to have an understanding of the organisation.

More detailed information and guidance about internal arrangements or any other issues raised in this guide is available from the University Secretary.

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and Clerk to the Governing Body

December 2025

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An Introduction to the University of Greenwich

The University of Greenwich is a major modern UK university with three campuses extending from Greenwich to Medway and a student population drawn from throughout London, Kent and the South-east as well as internationally.

The university is committed to excellence in all its activities – teaching, research and enterprise – and aims to enhance its reputation as a leading university. The UK campus based student population is around 32,000, with a further ca.15,000 students in overseas partnerships. Annual turnover is approximately £332.5 million (2024/25).

Greenwich

The Greenwich Campus is centred in the principal buildings of the Old Royal Naval College, a World Heritage Site on the banks of the River Thames. The university has established its largest campus here including three baroque buildings designed by Sir Christopher Wren, with royal connections going back hundreds of years. Within this historic fabric, the campus offers the latest in modern facilities including lecture theatres, computing suites and halls of residence.

The Dreadnought Building acts as a one-stop student hub and is the home for the Greenwich Students' Union. The Sport & Active Life Sports Deck Gym is located in the basement, with access to support accessibility. A social events space and bookable study areas are also available.

The university's Stockwell Street site houses

the campus library and the state of the art Stephen Lawrence Gallery, which is located on the ground floor, and hosts exhibitions which are open to the general public.

The nearby Daniel Defoe accommodation building has a residents' gym, along with activity space for weekly activities including yoga, circuit training, table tennis and taekwondo.

The university has plans to re-develop its Devonport House site to provide new teaching and learning space as a new home for the Greenwich Business School.

About 17,660 students study at the main Greenwich Campus and the Stockwell Street site.

Academic areas include:

- Business
- Computing and Mathematical Sciences
- Construction and the Built Environment
- Design
- Psychology and Counselling
- Public Health
- Social Work
- Education, Early Years
- Humanities and Social Sciences
- Law and Criminology.

Avery Hill

The Avery Hill Campus is set in parkland in Avery Hill Park, Eltham, in Southeast London. The campus has teaching, living and sporting facilities. The Student Village has a shop,

launderette, parking and a variety of sporting amenities. Students, staff, alumni and community partners can access a gym, sports hall for badminton, basketball, futsal, netball, dance, cheerleading and cricket and artificial pitches and indoor cricket nets.

In addition, there are three 11-a-side grass football pitches, two 9-a-side grass football pitches, one 7-a-side grass football pitch and one 5-a-side grass football pitch. Along with one grass rugby pitch, three outdoor tennis courts, artificial hockey pitch, an American football pitch, an indoor 3G football training dome and newly installed padel courts.

The university's Sports Science provision is located in Sparrows Farm at the Avery Hill Campus. The university is collaborating with Charlton Athletic Football Club in developing the training grounds, facilities and opportunities for students. Several internship opportunities exist and paid opportunities exist in a wide range of disciplines, for example, events volunteering, sports science, football coaching, IT, commercial marketing, sports development and finance. The club is progressing through a new facility build programme at their training ground. Upon completion, the university's Sports Sciences students should have access to these new facilities which will include classrooms, a sports injury facility and a physiotherapy area.

Just over 6,600 students are based at the Avery Hill Campus.

Academic areas include:

- Education, Teacher Training
- Nursing, Midwifery, Allied Health Sciences (Physiotherapy, Paramedic Science, Speech and Language Therapy, Operating Department Practice)
- Sport and Exercise Science.

Medway Campus

The Medway campus, formerly home to HMS Pembroke, the Royal Naval Barracks, includes a number of splendid redbrick and ivy-clad Edwardian listed buildings.

Extensive laboratories and research facilities are located on this campus. In collaboration with the University of Kent and Canterbury Christ Church University, the university has developed a major HE centre in the Medway region, known as the Universities at Medway. Shared facilities include the Drill Hall Library, converted from the former naval drill hall which is reputed to be the longest library in Europe, and the Pilkington Building containing lecture and teaching facilities and a café. The former swimming pool building houses the student hub, renamed by the students as The Deep End. The UTC near to the Medway campus houses all university sports clubs, weekly training sessions and BUCS fixtures, alongside delivery of health, wellbeing and engagement activities.

In March 2025, the Medway gym was re-opened providing health, wellbeing and fitness activities for staff and students at the Campus, along with offering a free-gym membership for students in accommodation at Medway. New state-of-the-art Padel Courts have been installed making Greenwich only the third university in the UK to house Padel Courts on campus.

About 5,000 students are based at the University of Greenwich at Medway.

Academic areas include:

- Engineering
- Midwifery and Paramedic Science
- Natural Resources Institute
- Medway School of Pharmacy (joint with the University of Kent)
- Science.



This is our time.

University of Greenwich Strategy 2030



2

“This is Our Time” University Strategy 2021-2030

2.1 Vision

The University of Greenwich's strategic vision is to be the best 'modern' university in the UK (this means in its peer group, e.g. the University Alliance).

2.2 Purpose

The University of Greenwich's purpose is to make a difference by proactively supporting its students and staff to achieve their ambitions because of, rather than despite, their backgrounds. This purpose is called "*Education Without Boundaries*".

2.3 Principles

The principles underlying the university's key areas of Teaching and Student Experience, Research and Knowledge Exchange include:

- Creating opportunities for individuals and society
- Building partnerships
- Delivering impact

2.4 Values

The following shared values will help us to achieve our strategic plan and distinguish us from others:

- **Inclusive**
- **Collaborative**
- **Impactful**

2.5 Strategic priorities

The university aims to achieve Top 30 status in the Guardian University League Table by 2030 and grow to a community of over 40,000 students studying in the UK and overseas.

Strategic priorities:

1. Student Success
2. Inclusivity and Culture
3. Impactful Research and Knowledge Exchange
4. Connected and Sustainable Campuses

The University's Strategic Plan is available at <https://www.gre.ac.uk/docs/rep/communications-and-recruitment/this-is-our-time-university-of-greenwich-strategy-2030>.



3

University Governance and Management

3.1 University governance

The University of Greenwich is a company limited by guarantee not having share capital (Registration No: 986729) and is an exempt charity. Governors are directors of the company and trustees of the charity and are required to comply with the requirements of company and charity law. The university's [Articles of Association](#) are approved by the Governing Body and are registered at Companies House. They are consistent with the requirements of the 1988 and 1992 Education Acts. All universities are legally independent institutions which have a common purpose of providing teaching and undertaking research for the public benefit.

There are two main components to the university's governance, established by the Articles of Association:

- the university's Governing Body.
- the Academic Council, which is responsible on behalf of the Governing Body for maintaining and assuring the academic quality and standards of the university and the admission and regulation of students.

3.1.1 The Governing Body

The Governing Body is responsible for managing the business of the university and exercising the powers assigned to the university in the Articles. It sets and agrees the vision, purpose, values and strategic plan of the university and monitors the implementation of activities to achieve the strategy.

The Governing Body is collectively responsible for promoting the success of the university. The responsibilities of the Governing Body are exercised in a corporate manner. Decisions taken are the collective decisions of the Governing Body acting as a single body. No Governor acts in a representative capacity.

The Governing Body regularly reviews its governance arrangements and conducts its business in the light of relevant guidance on good practice. External governance effectiveness reviews are carried out every 3 years in line with the recommendations of the Committee of University Chairs Higher Education Code of Governance. Periodic effectiveness questionnaires for the Governing Body and its committees provide an opportunity to reflect and identify areas for continuing improvement in between external reviews.

A significant part of the Governing Body's role is to define and set strategic objectives, with the executive, and monitor progress towards those objectives. Governors need to be satisfied that appropriate and effective processes and procedures are in place to maintain the business of the university.

Independent Governors do not become involved in the day-to-day executive management of the university. A Governor Engagement Framework provides the opportunity for Independent Governors to improve their understanding of the university by linking them to a strategic area.

The Governing Body normally has five business meetings each year. In addition, there are normally two scheduled discussions on strategy.

Two of the Governing Body's meetings are preceded by Faculty visits and/or development sessions to develop Governors' understanding of particular areas. Meetings may be held on any of the university's campuses. Additional meetings may be called by the Chair.

The university has a Delegation Framework which summarises how powers are delegated within the university. It comprises three separate frameworks:

- A Governing Body framework covering decisions retained by the Governing Body and its committees. The framework uses the principle that if a power is not retained by the Governing Body, it falls to the Vice-Chancellor and Chief Executive Officer to exercise that power. If the Governing Body wishes to retain a decision or change a delegation in the future, it can do so by approving an amendment to the framework;
- An Academic Council framework covering powers delegated by the Council;
- An Executive framework covering powers delegated by the Vice-Chancellor and Chief Executive Officer.

3.1.2 Academic Council

Subject to the control and approval of the Governing Body, the Academic Council is responsible for overseeing the teaching and research of the university. The Academic Council provides the Governing Body with assurance that academic governance, including the standard of university awards, the student academic experience and student outcomes are adequate and effective. The Vice-Chancellor and Chief Executive Officer chairs the Academic Council in an ex-officio capacity. The remaining membership comprises ex-officio members, members appointed by the Vice-Chancellor and Chief Executive Officer, staff members selected through a competitive appointment process and elected student members.

3.2 University Management

3.2.1 Vice-Chancellor and Chief Executive Officer

The Vice-Chancellor and Chief Executive Officer is the Chief Executive of the university and has overall responsibility for the management of the institution and for its direction. The Vice-Chancellor and Chief Executive Officer is accountable to the Governing Body for the exercise of these responsibilities and is designated as the Accountable Officer for the purposes of the Office for Students. The Vice-Chancellor and Chief Executive Officer is responsible for ensuring that the university complies with the terms and conditions specified by the Office for Students and other funding councils for the use of their funds and may be required to present evidence before the Public Accounts Committee

3.2.2 Vice-Chancellor's Executive (VCE)

The Vice-Chancellor and Chief Executive Officer is assisted in their management of the university by the Vice-Chancellor's Executive (VCE) which comprises the Vice-Chancellor and Chief Executive Officer, the Deputy Vice-Chancellor and Provost, the Deputy Vice-Chancellor (Research and Knowledge Exchange), the four Pro Vice-Chancellors and Executive Deans, the Pro Vice-Chancellor Education, the Chief Operating Officer, the Chief Financial Officer, the Executive Director of People, the University Secretary, the Executive Director of Marketing and External Relations, the Executive Director of Estates and Facilities, the Executive Director and Chief Information Officer, the Executive Director of Strategic Planning and the Executive Director of Student and Academic Services.

The role of the VCE is to advise the Vice-Chancellor and Chief Executive Officer on the



exercise of their functions and responsibilities as the university's Chief Executive. The VCE also forms the core membership of the Strategy Programme Board responsible for overseeing implementation of the corporate strategy and sub-strategies.

The VCE normally meets weekly and the Strategy Programme Board normally meets monthly.

The Vice-Chancellor and Chief Executive Officer also chairs a periodic meeting of the Vice-Chancellor's Office team comprising the Deputy Vice-Chancellors, the Chief Operating Officer, the University Secretary, the Executive Director of People and the Chief Financial Officer, which focuses on strategic issues.

3.2.3 Deputy Vice-Chancellors

The Vice-Chancellor is assisted by the Deputy Vice-Chancellor and Provost and the Deputy Vice-Chancellor (Research and Knowledge Exchange).

3.2.4 Chief Operating Officer

The Chief Operating Officer is a member of the Vice-Chancellor's Executive and has responsibility for the operation and management of the university's professional services.

3.2.5 University Secretary

The University Secretary has two roles: (a) Clerk to the Governing Body and (b) as member of the Vice-Chancellor's Executive. The University Secretary reports to the Vice-Chancellor on operational and management matters and to the Chair of the Governing Body on governance matters.

3.2.6 Chief Financial Officer

The Chief Financial Officer (CFO) is responsible for the sustainable financial management of the university and the delivery of its financial strategy. The CFO plays a critical role in developing and implementing financial management and reporting

strategies across the university. The CFO reports to the Vice-Chancellor and Chief Executive Officer.

3.2.7 Executive Director of People

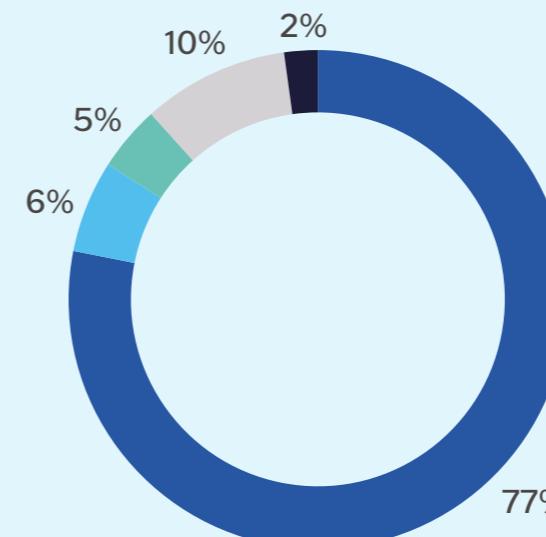
The Executive Director of People has strategic and operational responsibilities for human resources and reports to the Vice-Chancellor and Chief Executive Officer.

3.2.8 Pro-Vice-Chancellors and Executive Deans

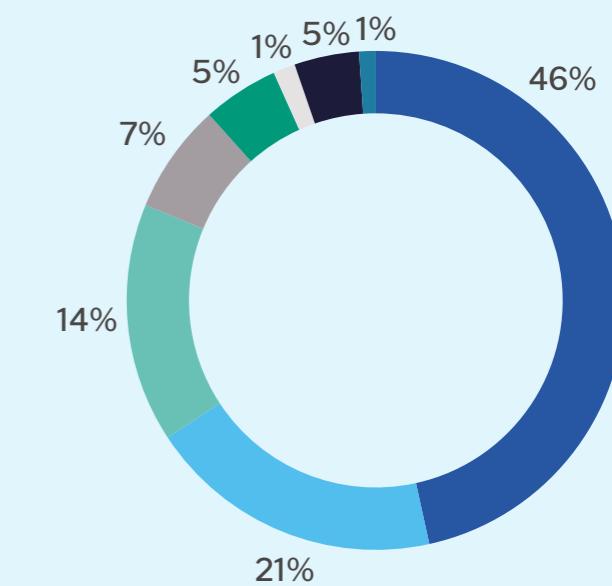
The Pro Vice-Chancellors and Executive Deans head each of the academic Faculties. They are responsible for the strategic leadership of the Faculty and have responsibility for all academic, financial and other resource aspects of their areas.

Revenues

Group Income
£332.5m (2024: £329.5m)



Group Expenditure
£306.2m (£302.4m 2023/24)



- Tuition fees and education contracts
- Funding body grants
- Research grants and contracts
- Other income
- Investment & Donations

3.3 Resource Management

Tuition fees paid by students provide the major proportion of the university's income. Income for the year ended 31 July 2025 was £332.5 million with 77% of it being derived from tuition fees and education contracts. Expenditure for the same period was £306.2m. This equated to a surplus before other gains of £26.3m or 7.9% of total income, in line with the university's KPI target. The university's operational cash as a percentage of income increased year on year to 13.6% (2024: 9.8%). Further

details are provided in the university's financial statements: <https://www.gre.ac.uk/docs/rep/vco/report-and-financial-statements>

The university's Financial Regulations set out rules governing internal financial procedures and the responsibilities of budget holders, consistent with the Delegation Framework.

The university's financial year runs from 1st August to 31st July.

The university is required to publish annual financial statements which are considered by the Governing Body at its November meeting.

3.4 External Regulation

3.4.1 Office for Students (OfS)

The Office for Students was established in April 2018 by the Higher Education and Research Act 2017 as the regulator for the higher education sector, replacing the Higher Education Funding Council for England (HEFCE). The OfS reports to Parliament through the Department for Education. The OfS Regulatory Framework sets out how the OfS performs its various functions under the Higher Education and Research Act 2017. Its four primary regulatory objectives are to ensure that all students, from all backgrounds, and with the ability and desire to undertake higher education:

- are supported to access, succeed in, and progress from, higher education
- receive a high-quality academic experience, and their interests are protected while they study or in the event of provider, campus or course closure
- are able to progress into employment or further study, and their qualifications hold their value over time
- receive value for money.

All providers of higher education must be registered with the OfS by satisfying a series of initial conditions of registration, and once registered, they must continue to meet a series of ongoing conditions of registration. Initial and ongoing conditions of registration are set out in the OfS Regulatory Framework. The OfS monitors providers' compliance with the registration conditions and carries out a risk assessment of providers to determine the risk of a provider breaching its registration conditions.

In its capacity as the principal regulator of higher education to providers like Greenwich that are exempt charities (i.e. exempt from registration with the Charity Commission), the OfS requires exempt charities to:

- disclose their charitable status in their audited financial statements and in certain other formal documents
- produce financial statements in accordance with the OfS's requirements as well as in accordance with any relevant statement of recommended practice.

As part of its regulatory role, the OfS also undertakes the assessment of quality and standards of English higher education (a role previously performed by the Quality Assurance Agency for Higher Education (QAA)).

The OfS is also responsible for monitoring the university's compliance with the 'Prevent Duty' under the Counter-Terrorism and Security Act 2015. This is the duty to have due regard, in the exercise of the university's functions, to the need to prevent people from being drawn into terrorism.

3.4.2 Quality Assurance Agency for Higher Education (QAA)

The QAA is an independent charity supporting the quality assurance and enhancement of UK higher education, wherever it is delivered. In April 2023 the QAA ceased its role as the OfS's designated quality body but continues to work to safeguard standards and improve the quality of UK Higher Education. The UK Quality Code articulates the principles of UK higher education for securing academic standards and assuring and enhancing quality (a new edition was launched in June 2024).

3.4.3 Teaching Excellence Framework (TEF)

The TEF assesses the academic quality and teaching excellence of universities and colleges providing higher education. In order to receive a TEF award, all participating institutions have to meet the national quality standards and be assessed for teaching excellence which is measured in terms of two aspects, student experience and student outcomes:

- The student experience aspect focuses on the extent to which teaching, learning,

assessment and the educational environment deliver an excellent educational experience for each provider's students.

- The student outcomes aspect focuses on the extent to which the provider's students succeed in and beyond their studies, and the educational gains delivered for students.

The assessment is undertaken by an independent panel of experts who use indicators produced by the OfS (drawn from the National Student Survey, data on student continuation, student completion and Graduate Outcomes Survey data), a detailed submission from the provider and an optional student submission to determine a final rating (Gold, Silver, Bronze or Requires Improvement). TEF ratings last for four years. Participation in the TEF is a requirement of the university's registration with the OfS. The University of Greenwich received a Gold award in the 2023 TEF exercise.

3.4.4 Research Excellence Framework (REF)

The REF is the UK's system for assessing the quality of research in UK higher education institutions. The REF outcomes are used to calculate about £2 billion per year of public funding for universities' research and inform future national research priorities. The REF was first conducted in 2014 and the most recent exercise, managed by Research England, took place in early 2021.

The REF is a process of external review, carried out by expert panels, of subject-based units of assessment. Three distinctive components are assessed for each submission: the quality of outputs, their broader impact beyond academia and the institutional environment that supports research.

REF2021 was different to the previous REF in that the university had to identify all staff with "significant responsibilities for research". A Code of Practice developed through consultation with staff described

the methodology that was used to identify those staff who fell into this category and how outputs were selected for submission.

The REF2021 submission comprised 13 Units of Assessment and 967 outputs were submitted reflecting the work of approximately 388 staff, equating to 60% of academic staff (REF2014: 202 academic staff submitted to 19 units of assessment). The REF2021 results confirmed that the university had improved its ranking in the sector by 25 places to joint 78th (2014: 103rd); this improvement translated to a 79% increase in quality-related funding for the 2022/23 academic year. Research income for the REF 2021 period exceeded £90 million. The university is preparing for the next REF in 2029.

3.4.5 UK Visas and Immigration (UKVI)

Higher education providers enrolling students or employing staff from outside the UK are required to have a sponsor licence. As a consequence of holding this licence, the university is subject to periodic monitoring by UKVI of its compliance with its duties (e.g. maintenance of records, monitoring of attendance of students, etc.). If found to be in breach of its duties, the provider can be subject to fines and also have its licence revoked or suspended.

3.4.6 Information Commissioner's Office (ICO)

As a public authority the university has a legal obligation to make official information available under the Freedom of Information Act. The ICO seeks to uphold information rights in the public interest and promotes openness by public bodies and data privacy for individuals. It provides guidance to organisations on handling personal and official information and how to comply with legislation governing information, including the UK General Data Protection Regulation. It also advises individuals and makes rulings on eligible complaints which organisations are bound to comply with, including the possibility of issuing monetary penalties.



3.4.7 Health and Safety Executive (HSE)

The HSE is responsible for regulating and enforcing health and safety. It determines that businesses are effectively managing their health and safety risks to workers and others. The Governing Body has ultimate responsibility for health and safety.

If a health and safety offence is committed through negligence on the part of any director or manager, that person (as well as the organisation) can be prosecuted under Section 37 of the Health and Safety at Work Act 1974. Those found guilty are liable for fines and imprisonment.

Under the provisions of the Corporate Manslaughter and Corporate Homicide Act 2007, organisations can be found guilty of corporate manslaughter as a result of serious management failures resulting in a gross breach of a duty of care. Individual directors are potentially liable for gross negligence manslaughter. This offence is punishable by an unlimited fine and a maximum of life imprisonment. Training on Governors' responsibilities under health and safety legislation is provided to all new Governors.

The HSE and Institute of Directors publish guidance for directors on their responsibilities for health and safety found at <https://www.hse.gov.uk/pubns/indg417.pdf>.

The Governing Body receive an annual report from the Associate Director of Health and Safety Services on health and safety management.

3.4.8 Committee of University Chairs

The Committee of University Chairs (CUC) is the representative body for the chairs of UK universities. Although it is not a regulator, the CUC has issued three governance standards which universities are expected to adopt (with any non-compliance to be explained in the institution's financial statements): the Higher Education Code of Governance, setting out general governance principles; the Higher Education Senior Staff Remuneration Code, setting out guidance on the determination and review of the remuneration of the head of the institution and senior staff; and the Higher Education Audit Committees Code of Practice, covering the responsibilities and operation of audit committees. The university has adopted a Senior Staff Remuneration Framework setting out how it will implement the Higher Education Senior Staff Remuneration Code. The Framework and the university's Remuneration Annual Report published in accordance with the Remuneration Code are available at <https://www.gre.ac.uk/hr/pay-and-pensions>.

4

Governing Body

4.1 Membership of the Governing Body

Under the university's Articles of Association (revised 2025), the Governing Body must

have a minimum of 10 and a maximum of 17 Governors, with a majority of the Governors being Independent Governors. Membership of the Governing Body is as follows (in accordance with Articles 9.2 and 9.3):

The Vice-Chancellor and Chief Executive Officer as well as the following members:

- up to two members of staff
- President of the Students' Union
- such number of independent members as the Governing body shall determine from time to time whilst always ensuring an independent majority of Governors on the Governing Body.

The Articles state that the normal term of office of Independent Governors is three years, renewable for up to two additional periods of three years each, subject to a maximum period of membership of the Governing Body of nine years. Staff Governors are normally appointed for a three-year term and are eligible for re-appointment for one additional period of three years. Where an Independent Governor or Staff Governor has completed their maximum period of membership, the Governing Body may, exceptionally, extend the Governor's term for up to one further year where that is in the interests of the university.

The Student Governor is a student appointed according to a process determined by the Governing Body and is appointed for a term of one year with a maximum period in office of two years. Currently, the Student Governor is the President of Greenwich Students' Union.

The appointment process for the Governing Body is set out in [Appendix 3](#).

4.2 Chair of the Governing Body

The Chair of the Governing Body is appointed by the Governing Body on the recommendation of the People and Governance Committee and must be an Independent Governor. The appointment process for the Chair and Vice-Chair is set out in [Appendix 4](#). The Chair is subject to the same maximum period of

membership of the Governing Body as other Independent Governors.

The Chair is responsible for leadership of the Governing Body and for ensuring its effectiveness. The Chair is also responsible for managing the business of the Governing Body meetings to ensure that sufficient time is allowed for discussion. The Chair has line management responsibility for the Vice-Chancellor on behalf of the Governing Body. See [Appendix 5](#) for a more detailed role description.

4.3 Vice-Chair

An Independent Governor is appointed as Vice-Chair to deputise for the Chair in accordance with the process in [Appendix 4](#). The role description for the Vice-Chair is set out in [Appendix 5](#).

4.4 Powers of the Governing Body

The powers and duties of the Governing Body are set out in the Articles of Association (see https://docs.gre.ac.uk/rep/vco/_memorandum-and-articles).

4.5 Statement of Primary Responsibilities

The Governing Body has adopted a Statement of Primary Responsibilities summarising its main responsibilities which is set out in [Appendix 8](#).

4.6 Delegated Authority

Powers reserved to the Governing Body in the Articles of Association (para 16.2) are set out in [Appendix 9](#). As indicated (see 3.1.1), the university has a Delegation Framework which summarises how powers are delegated within the university, including a Governing Body framework approved by the Governing Body which specifies which decisions are retained by the Governing Body and its committees.



4.7 Duties of Governors

The Governing Body has approved a Code of Conduct setting out the expectations on members of the Governing Body, which is provided at [Appendix 12](#).

Governing bodies are entrusted with public and private funds and have a particular duty to observe the highest standards of corporate governance. This includes following the seven principles identified by the Nolan Committee on Standards in Public Life, which are as follows:

Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, Leadership.

Governors must also act in accordance with the university's values, as defined in the university's *This is Our Time* strategy to 2030:

Inclusive

Always inclusive and empowering – being fair, supportive, aware, compassionate, polite, respectful, and determined, and ensuring all people are supported and celebrated.

Collaborative

Embracing collaboration – working together, being open-minded, listening, being adaptable, free-thinking and enterprising, and seeking out new ideas together.

Impactful

Evidence led and outcomes focused – making a difference, demonstrating our contribution to knowledge and society, achieving goals for ourselves, the university community and the wider world.

There is a general duty on all Governors to disclose at the earliest moment any financial or clear beneficial interests they or any organisation in which they hold office or employment may have in any transaction under

consideration between the university and a third party. Further details about what must be declared are provided in the Code of Conduct for Governors in [Appendix 12](#).

If a conflict or a potential conflict of interest is identified in an agenda item for a meeting of the Governing Body or one of its committees, the member should inform the University Secretary in advance of the meeting, or it should be drawn to the attention of the Chair if identified during the meeting. The Governor with the conflict may be asked to withdraw and take no part in discussion of the matter. All agendas include an item at the start of the meeting for any declarations of interests. Governors are expected to act in a personal capacity and do not represent any particular interest group.

Governors must also declare gifts or hospitality which they receive which are relevant to their role as Governors, and should not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity as a Governor.

In accordance with the university's Anti-Bribery Policy, Governors may accept normal courtesy hospitality (such as business lunches or attendance in an official capacity at a public function) and low-value promotional gifts. Care must always be taken to ensure that whenever such hospitality or gifts are accepted, no obligation to the person or organisation offering the hospitality or gifts is created. If in doubt, please consult the University Secretary (universitysecretary@greenwich.ac.uk).

The following types of hospitality/gifts must be declared:

- Attendance as a non-paying guest of a commercial organisation or individual at a non-work related cultural or sporting event;
- The acceptance of any gift valued in excess of £50, including multiple individual gifts

from the same source whose total value is more than £50.

The following online forms with accompanying guidance are provided to enable Governors to make declarations on an ongoing basis:

- Conflicts of interest/conflicts of loyalties: [Governor Declaration of Interests Form](#)
- Gifts and hospitality: [Governor Declaration of Gifts and Hospitality](#)

Governors, co-opted committee members, members of the executive and certain other categories of staff are required to make an annual declaration of interests and hospitality/gifts for inclusion in the university's Register of Interests, and to make a declaration concerning compliance with the Bribery Act 2010. This is in addition to the declaration forms above which are provided for Governors to use to declare conflicts of interest, conflicts of loyalties and hospitality/gifts as they arise. The annual Register of Interests declaration form for Governors is available here: <https://forms.office.com/e/CEanThY0zL>.

The Office for Students Regulatory Framework requires the university to confirm that Governors are 'fit and proper persons'. On appointment Governors are required to complete a 'Fit and Proper Person' declaration, which Governors are also asked to complete annually. This asks a series of questions based on indicators used by the OfS to identify when an individual may not be a 'fit and proper person'. The declaration form is here: <https://forms.office.com/e/5dWdYAzPVz>. To support this declaration, new Governors are also required to order a 'Basic Disclosure' through the Disclosure and Barring Service (DBS).

In accordance with the recommendations of the Committee of University Chairs, the performance of Governors is evaluated annually. The Process for Reviewing the Performance of

Members of the Governing Body sets out the procedure for the annual review of Governors (other than the Vice-Chancellor and Chief Executive Officer), including the annual review of the Chair and Vice-Chair by the Senior Independent Governor and the process for reviewing co-opted members of Governing Body committees. It is provided at [Appendix 13](#).

Governors will not normally have access, in their role as Governors, to personal data for which the university is responsible. However, Governors will routinely receive information about the university which may be sensitive and confidential for other reasons (e.g. commercial, legal or financial sensitivity).

As part of their responsibilities as directors and trustees, Governors must exercise due care over the information provided to them, to prevent the unauthorised disclosure of information which could be damaging to the university, its students and staff. For further guidance, see the Short Guide to Information Security for Governors at [Appendix 15](#).

Suggestions on how Governors can contribute effectively to meetings are provided in [Appendix 16](#).

4.8 Duties of Directors of Companies

As Governors are also Directors, they are obliged to fulfil the duties of Directors as set out in the Companies Act 2006 as follows:

- To act within the powers of the organisation. not to exceed decision-making powers or indeed to make decisions beneath its powers.
- To promote the success of the company: what this means is necessarily subjective, but acting in the interests of the university and in good faith is key.



- To exercise independent judgement; for judgement not to be impaired by personal or other interests.
- To exercise reasonable care, skill and diligence; the need to ensure scrutiny of Governing Body business and avoid misinformation or misapplication or negligence in undertaking the role.
- To avoid conflicts of interest.
- To not accept benefits from third parties as a result of the role.
- To declare any interest in proposed transactions or arrangements.

These duties substantially overlap with Governors' duties as charity trustees. For further information about Governors' duties as directors and trustees, see [Appendix 17](#).

4.9 Executive and Professional Indemnity

Governors are protected in the course of their duties by the provision of Executive and Professional Indemnity cover in respect of any claim or claims made by reasons of a wrongful act committed. The limit of any liability is up to £5million.

4.10 Training and development

Governors are supported in the undertaking of their duties by relevant training and development opportunities. An induction programme is provided upon appointment with visits to campuses and briefings with senior staff. Governors are encouraged to participate in events provided through the annual Governor Development Programme organised by Advance-HE. Details of ad hoc

training and seminars are circulated as and when they become available. Further details are in the Framework for Governor Induction and Development ([Appendix 18](#)).

The university has a Governor Engagement Framework in which individual Independent Governors are linked to a strategic area. The purpose of the Framework (which is reviewed annually by the People and Governance Committee) is to develop Independent Governors' understanding of the university and enable them to provide informal advice and assistance. Over the course of the year, the Independent Governor will meet informally and receive briefings arranged by the member of the Vice-Chancellor's Executive who acts as the link for the area. The Framework is available at [Appendix 19](#) together with details of linkages between Independent Governors and areas.

4.11 Expenses

Governors are able to claim for reimbursement of reasonable expenses incurred in the course of discharging their responsibilities. Reimbursement of travel, accommodation and subsistence, consistent with the university's Financial Regulations, can be claimed by completion of an expenses claim form (please contact governance@greenwich.ac.uk). The form and relevant receipts should be sent to the Governance Support Manager or University Secretary who will process payment.



Committees of the Governing Body

5.1 Committee structure

The Governing Body currently has the following committees:

- Academic Council
- Audit and Risk Committee
- Finance Committee
- Honorary Degrees Committee
- People and Governance Committee
- Remuneration Committee

With the exception of the Honorary Degrees Committee and the Remuneration Committee which normally meet annually, committees normally meet three to five times a year. All report their decisions to the Governing Body on a meeting-by-meeting basis.

In addition, the Major Capital Projects Group (a standing advisory group rather than a formal committee) has been established to enable informal liaison between the executive and Governors over major capital projects.

The Vice-Chancellor and Chief Executive Officer is a member of each committee with the exception of the Audit and Risk Committee and the Remuneration Committee.

The University Secretary acts as Secretary of each committee with the exception of the Remuneration Committee, where the Executive Director of People is the Secretary.

5.2 Rules for the Committees of the Governing Body

In accordance with the [Articles of Association](#) of the university, the Governing Body may establish such committees as it thinks fit and determine their membership and functions.

The Academic Council is the only committee established by the university's Articles of Association. Its membership and powers are as prescribed by the Governing Body.

The Chair and Vice-Chair of each committee will be appointed by the Governing Body, with the exception of the Academic Council which is chaired ex officio by the Vice-Chancellor and Chief Executive Officer.

The Governing Body establishes which decisions can be delegated to committees. Delegations are summarised in the [university's Delegation Framework](#) and in committees' terms of reference ([Appendix 21](#)), which are approved by the Governing Body.

5.3 Membership of the Committees and terms of reference

These are set out in [Appendix 20](#) and [Appendix 21](#) respectively

5.4 Governing Body and Governing Body committee dates

The dates of meetings of the Governing Body and its committees are given in [Appendix 22](#).

Appendix 1

Key Officers

The Chancellor

The Right Hon the Lord Boateng of Akyem and Wembley

Vice-Chancellor and Chief Executive Officer

Professor Jane Harrington

Deputy Vice-Chancellor and Provost

Professor Vanessa Lemm

Deputy Vice-Chancellor

(Research and Knowledge Exchange)

Professor Andrew Westby OBE

Chief Operating Officer

Mr Peter Taylor

Chief Financial Officer

Ms Louise Watson

Executive Director of People

Ms Gail Brindley

University Secretary

Mr Peter Garrod

Deputy Dean

Professor Stephen Corbett

Faculty Operating Officer

Katie Collins

Associate Dean, Student Success

Hilary Orpin

Associate Dean, Research and Knowledge Exchange

Professor Rosana Pacella

Head of School: Education

Iain Kitchener

Head of School: Health Sciences

Paul Newcombe (Interim)

Head of School: Human Sciences

Dr Charlotte Jeavons

Faculty of Engineering and Science

Pro Vice-Chancellor and Executive Dean

Professor Peter Griffiths

Deputy Dean

Professor Noel-Ann Bradshaw

Faculty Operating Officer

Noreen Kassem

Associate Dean, Research and Knowledge Exchange

Professor Simon Harvey

Associate Dean, Student Success

Professor Cos Ierotheou

Head of School: Computing and Mathematical Sciences

Professor Mayur Patel

Faculty of Education, Health and Human Sciences

Pro Vice-Chancellor and Executive Dean

Professor Derek Moore (until 31.01.2026)

Professor Stephen Corbett (Interim)

(from 01.01.2026)



Head of School: Engineering

Dr Rasoul Khandan

Head of School: Science

Professor Linda Brownlow

Head of Medway School of Pharmacy

Dr Nicola Tyers

Director of Natural Resources Institute

Professor Sheryl Hendriks

Faculty of Law, Arts and Social Sciences**Pro Vice-Chancellor and Executive Dean**

Professor Natasha Vall

Deputy Dean

Professor Zoe Pettit

Faculty Operating Officer

Sarndeep Raven

Associate Dean, Research and Knowledge Exchange

Professor Tracey Reynolds

Associate Dean, Student Success

Professor Louise Owusu-Kwarteng

Head of School: Design

Professor Chris Pallant

Head of School: Humanities and Social Sciences

Dr Cecile Laval

Head of School: Law and Criminology

Professor Mark Littler

Greenwich Business School**Pro Vice-Chancellor and Executive Dean**

Dr Gary Brown (Interim)

Deputy Dean

Dr Joanna Smith

Faculty Operating Officer

Nicky McCarthy

Associate Dean, Student Success

Dr Karen Brickman (Interim)

Associate Dean, Research and Knowledge Exchange

Professor Petros Ieromonachou

Head of School: Accounting, Finance and Economics

Professor Aleksander Stojanovic

Head of School: Business, Operations and Strategy

Dr Karen Brickman

Head of School: Management and Marketing

Dr Dawn Reilly

Director Executive Business Centre

Katie Ballantyne

Professional Services Directorates

The university has the following Professional Services Directorates:

Marketing and External Relations

Claire Matthews (Executive Director)

Estates and Facilities

Chris Forster (Executive Director)

Finance

Louise Watson (Chief Financial Officer)

Information and Library Services

Paul Butler (Executive Director and Chief Information Officer)

People

Gail Brindley (Executive Director)

Student and Academic Services

Rachel Ashton (Executive Director)

Greenwich Research and Innovation

Professor Andy Frost (Director)

Appendix 2**Membership of the Governing Body 2025-2026****The Vice-Chancellor and Chief Executive Officer**

– appointed in accordance

with Article 9.3.1

Jane Harrington (Professor)

Student Governor - appointed in accordance

with Article 9.3.2(b)

Mohammad Abdulkumain

Up to two staff members - appointed in accordance with Article 9.3.2(a)

Jaspal Seehra-Pearce

Nazanin Zand (Professor)

Such number of Independent Governors as the Governing Body shall determine from time to time whilst always ensuring an independent majority of Governors on the Governing Body - appointed in accordance with Article 9.3.2(c)

Surinder Birdi

Cathryn Buckle

Pamela Coles (until 31.01.2026)

Simon Cook

Richard Hicks

Tricia King

Craig McWilliam (Chair)

Murray Orr (Vice-Chair)

Rakesh Patel

Ameet Sharma (until 13.10.2025)

Elizabeth Sideris

Stuart Sweeney (Dr)

Board Apprentice (not a member of the Governing Body)

Godfrey Atuahene Junior (wef 1.9.25 to 31.8.26)



Appendix 3

Governing Body Appointment Procedure

1. Responsibilities

- 1.1 Under the university's Articles of Association, the Governing Body is responsible for appointing Independent Governors and Staff Governors to the Governing Body.
- 1.2 The People and Governance Committee (PGC) is responsible under its terms of reference for:
 - Reviewing the criteria for appointments to the Governing Body and formulating the recruitment process for Governors;
 - Considering candidates and making recommendations to the Governing Body for the appointment of new Governors;
 - Keeping under review the overall profile of the Governing Body's membership, having particular regard to skills and competencies and the diversity of the Governing Body; and
 - Ensuring that considerations of skills and competencies and diversity are reflected in recommended appointments to the Governing Body.
- 1.3 The Governing Body has approved a separate procedure, recommended by the PGC, for appointing the Chair and Vice-Chair of the Governing Body. The PGC also recommends to the Governing Body the procedure for appointing the Vice-Chancellor and Chief Executive Officer.

2. New appointments to the Governing Body

- 2.1 The PGC shall keep under review the composition of the Governing Body and shall determine when to commence the recruitment of new Independent and Staff Governors, taking into account considerations of succession planning, diversity and the balance of skills and experience on the Governing Body.
- 2.2 The recruitment process adopted by the PGC will reflect what the Committee considers will achieve the best possible outcome at the time. The following principles will be followed:
 - Recruitment consultants will generally be used for Independent Governor searches to ensure access to a wide range of candidates;
 - Staff Governors will be recruited by putting out a call for applications within the university;
 - Vacancies should be advertised (externally in the case of Independent Governors and internally for Staff Governors) in the interests of transparency and diversity and to ensure the best mix of candidates;
 - Briefs to consultants (where used) and role profiles will be approved by the PGC, and should reflect the skills and experience being sought and the objective of improving the Governing Body's diversity;

The PGC (or a panel drawn from it, as determined by the Committee) shall oversee the selection of candidates at all stages of the recruitment process (e.g. long-listing, short-listing and interviews);

- Where the PGC is recruiting a new Governor with the objective of filling a role (e.g. a committee chair role), the current / previous holder of the role should not be involved in the recruitment process in the interests of objectivity and to avoid bias;
- Co-opted members of committees may put themselves forward for Independent Governor vacancies and will be considered alongside other candidates.

3. Re-appointments to the Governing Body

- 3.1 The PGC is responsible for determining whether to recommend to the Governing Body that an Independent Governor or Staff Governor should be appointed to a further term of office. The Committee's decision shall be informed by the outcome of the Governor annual review process communicated by the Chair or Senior Independent Governor (as appropriate).
- 3.2 The Committee's decision whether to recommend a further term of office is final and is not subject to appeal.

4. Appointments to committees and roles

- 4.1 PGC is responsible under the Governing Body Delegation Framework and its terms of reference for:
 - Reviewing the composition of the Governing Body's committees to ensure they contain the appropriate skills, competencies and experience;

- Making appointments to committees and keeping under review the length of service on committees, in consultation with the chair of the relevant committee;
- Formulating the recruitment process for co-opted members of committees, considering candidates for co-opted membership and appointing new co-opted members, in consultation with the chair of the relevant committee;
- Making recommendations to the Governing Body regarding the appointments of chairs of committees, vice-chairs of committees and the Senior Independent Governor; and
- Making recommendations to the Governing Body regarding the appointment of the Chair and Vice-Chair of the Governing Body and the process for appointing the Chair and Vice-Chair.

- 4.2 The Governing Body has approved a role profile for co-opted members of committees setting out processes specific to the recruitment, induction and development of co-opted members.
- 4.3 The Committee's decision whether to appoint / re-appoint or recommend an appointment / re-appointment to a committee or to a role is final and is not subject to appeal.

Approved by the Governing Body

18 October 2022
(updated November 2024)



Appendix 4

Procedure for appointing the Chair and Vice-Chair of the Governing Body

1 Responsibilities

- 1.1 The People and Governance Committee (PGC) is responsible for overseeing the process for appointing the Chair and the Vice-Chair of the Governing Body.
- 1.2 The Governing Body shall appoint the Chair and the Vice-Chair on the recommendation of the PGC.
- 1.3 The Chair and Vice-Chair shall be appointed by the Governing Body for a term of office of three years (or such other period as the Governing Body shall determine) on the recommendation of the PGC.
- 1.4 The Chair and the Vice-Chair may be re-appointed by the Governing Body on the recommendation of the PGC for one or more further terms of office of three years (or such other period as the Governing Body shall determine), subject always to the maximum period of membership of the Governing Body specified in the university's Articles of Association.
- 1.5 The PGC shall keep this procedure under review and shall recommend any changes to the Governing Body for approval.

2 Appointment of a new Chair

- 2.1 Under the university's Articles of Association, the Chair of the Governing Body must be an Independent Governor.
- 2.2 The PGC shall determine when to commence the recruitment of a new Chair, taking into account factors such as the current Chair's term of office and whether they wish to seek re-appointment. The Committee shall commence the recruitment process sufficiently in advance of the end of the Chair's term of office to enable an appointment to be made before the end of the chair's term.
- 2.3 The recruitment process adopted by the PGC for a new Chair will reflect what the Committee considers will achieve the best outcome for the university. The following principles will be followed:
 - The PGC shall determine whether to conduct an external search to recruit a new Independent Governor to act as Chair or to limit the search to existing Independent Governors. Normally, an external search will be conducted to ensure a wide range of candidates;
 - Where an external search is conducted, existing Independent Governors may put themselves forward for consideration alongside external candidates;
 - Recruitment consultants will normally be used for external Chair searches to ensure a wide range of candidates;
 - Vacancies should be advertised externally in the case of external Chair searches in the interests of transparency and diversity and to ensure a strong field of suitable candidates for the Chair and Independent Governor role;
 - Where a decision has been made to restrict the vacancy to existing Independent Governors, all Independent Governors must

be informed in writing of the opportunity, with the role specification and process for applications;

- Briefs to consultants (where used) and the Chair role profile will be approved by the PGC, and should reflect the responsibilities of the Chair role, the skills and experience being sought, time commitment and the objective of improving the Governing Body's diversity;
- The PGC (or a panel drawn from it, as determined by the Committee) shall oversee the selection of candidates at all stages of the Chair recruitment process (e.g. long-listing, short-listing and interviews). The Committee may co-opt other Governors to assist in the process (eg by serving on interview panels);
- Given the importance of the relationship between the Vice-Chancellor and the Chair, the Vice-Chancellor should be involved in the recruitment process (e.g. through informal discussions with candidates and serving on the recruitment panel);
- No Governor who is a candidate for the Chair role shall be involved in the recruitment process. The current Chair should also not be involved in the interests of objectivity and to avoid bias.

- 2.4 Following the successful conclusion of the appointment process, the PGC's recommendation of a preferred candidate shall be presented to the Governing Body for approval.

3. Reappointment of the Chair

- 3.1 The PGC shall determine whether to recommend to the Governing Body that the Chair should be offered a further term of office if they are eligible. If the Chair does not wish to seek a further term, the process in section 2 for appointing a new Chair will be followed.

- 3.2 Where the Chair is eligible for re-appointment, the Senior Independent Governor (who is normally the chair of the NSG Committee) shall discuss with the Chair their intentions about seeking a further term sufficiently in advance of the end of the Chair's term to enable a search for a new Chair to be conducted, if one is required. Normally, this will be done in the Chair's annual review with the Senior Independent Governor.

- 3.3 If the Chair wishes to seek a further term, the Senior Independent Governor shall seek the views of the chairs of other sub-committees and other Governors as appropriate (including the Vice-Chancellor and the Vice-Chair) on the Chair's re-appointment so that this can inform consideration of their re-appointment by the PGC.

4. Appointment of a new Vice-Chair

- 4.1 Under the university's Articles of Association, the Vice-Chair of the Governing Body must be an Independent Governor. The Vice-Chair's appointment and term of office are independent from those of the Chair of the Governing Body.
- 4.2 Where a vacancy occurs or is expected to occur in the office of Vice-Chair, the PGC (in consultation with the Chair, if not a member of the PGC) shall determine whether to conduct an external search to recruit a new Independent Governor to act as Vice-Chair or to limit the search to existing Independent Governors. Normally, the Vice-Chair shall be appointed through an internal process, with an external search only carried out if there are no suitable internal candidates. If an external search is conducted, the principles set out in 2.3 should be followed (substituting 'Vice-Chair' for 'Chair' as appropriate).



4.3 Where the PGC decides to carry out an internal search, the Chair shall seek expressions of interest from Independent Governors interested in serving as Vice-Chair and shall meet informally with candidates. Following these meetings, the Chair shall report their recommendation to the PGC. If the Chair's recommendation is supported by the Committee, the Committee shall recommend the appointment of the Vice-Chair to the Governing Body for approval.

5. Re-appointment of the Vice-Chair

5.1 The People and Governance Committee shall determine whether to recommend to the Governing Body that the Vice-Chair should be offered a further term of office if they are eligible for one. If the Vice-Chair does not wish to seek a further term, the process in section 4 for appointing a new Vice-Chair should be followed.

5.2 Where the Vice-Chair is eligible for re-appointment, the Senior Independent Governor shall discuss with the Vice-Chair their intentions about seeking a further term sufficiently in advance of the end of the Vice-Chair's term to enable a search for a new Vice-Chair to be conducted if one is required. Normally, this will be done in the Vice-Chair's annual review with the Senior Independent Governor.

5.3 The Senior Independent Governor shall seek the views of the chairs of other sub-committees and other Governors as appropriate (including the Vice-Chancellor and the Chair) on the Vice-Chair's re-appointment so that this can inform consideration of their re-appointment by the PGC.

Approved by the Governing Body

23 November 2022

Appendix 5

Chair of Governing Body: Role description

Purpose of the Role

The Chair of the Governing Body leads the Governing Body, ensuring that it governs the university effectively and has a collaborative working relationship with the Vice-Chancellor and Chief Executive Officer. The latter leads the staff of the university, implements the university's strategy and manages the institution.

Key responsibilities

- Ensure that the Governing Body exercises oversight of the strategic direction of the university and that the performance of the university is assessed against the strategic objectives approved by the Governing Body.
- Chair meetings of the Governing Body in a way that enables all members of the Governing Body to contribute and to work together effectively. The Chair also chairs the Honorary Degrees Committee, is a member of the People and Governance Committee (PGC) and the Remuneration Committee, and has the right to attend meetings of the Finance Committee. They may also chair or serve on ad hoc working groups.
- Through the PGC, ensure regular reviews of the effectiveness of the university's governance.
- Work with the PGC and its chair on succession planning for the Governing Body and committees, including for key roles.
- Lead on the annual review of individual Governors' performance in accordance with the process in the Handbook for Governors ([Appendix 13](#)). With the University Secretary, ensure that the development

needs of individual Governors and the wider Governing Body are supported.

- Establish a constructive and supporting but challenging working relationship with the Vice-Chancellor and Chief Executive Officer, recognising the proper segregation between governance and executive management, and avoiding involvement in the day-to-day executive leadership and management of the university.
- Set the annual objectives and appraise the performance of the Vice-Chancellor and Chief Executive Officer, advising the Remuneration Committee on their performance.
- Provide advice and good counsel to the Vice-Chancellor and Chief Executive Officer to support them in the carrying out of their duties.
- Contribute to the setting of the objectives and appraisal of the performance of the University Secretary by the Vice-Chancellor and Chief Executive Officer.
- Work closely with the Vice-Chancellor and Chief Executive Officer and the University Secretary to ensure that the university operates within the framework provided by its Articles of Association, and national regulations and legal requirements, including the requirements of the Office for Students.
- With the University Secretary, ensure that the Governing Body and its committees act in accordance with the university's Delegation Framework. This can involve making judgements on decisions for Chair's action in between Governing Body



- meetings on matters which are minor, procedural or urgent in consultation with the University Secretary.
- Maintain a positive culture in the Governing Body which supports ethical behaviour and equitable diverse and inclusive practices.
- With the University Secretary, deal with matters arising under the Code of Conduct for Governors ([Appendix 12](#)) and allegations of serious misconduct against Governors ([Appendix 14](#)).
- Be willing to act as an ambassador for the university with external stakeholder and attendance university events. Ensure that any external liaison is agreed and co-ordinated in advance with the Vice-Chancellor and Chief Executive Officer.
- Act as a member of the Committee of University Chairs and attend relevant external training and events.

Person specification

The Chair of the Governing Body is expected to demonstrate the following attributes:

- Independence of judgement;
- A clear understanding and appreciation of the role of non-executive directors / charity trustees;
- A strong track record in leading large, complex organisations in the public, private or third sector;
- Experience/ability to chair board meetings at chair, CEO or equivalent level with a good understanding of corporate governance;
- A strong team-builder and listener with the ability to encourage meaningful contributions from all Governors, ensure focus is strategic rather than operational and steer rather than direct;

- A strong personal commitment to higher education and the vision, mission, values and strategy of the University of Greenwich;
- The authority to command the respect and confidence of Governors and the Vice-Chancellor's Executive;
- A strong commitment to equality, diversity and inclusion;
- Excellent communication skills;
- The ability to deal with conflict in a constructive and diplomatic way;
- Evidence of conducting affairs impartially with the ability to bring a diverse group of people together;
- An excellent understanding of financial issues, strategic planning and risk, including in relation to major investments;
- Ability to act as an ambassador for the university with external stakeholders.
- The time commitment will vary, in a typical year it will include:
 - 5 meetings of the Governing Body (usually held from 5-7 pm); 2 strategy sessions and 2 development sessions or Faculty visits, normally held before Governing Body meetings;
 - 4 People and Governance Committee meetings, 1 Remuneration Committee meeting, 1 Honorary Degrees Committee meeting, and potentially Finance Committee meetings (optional) as well as working groups and ad hoc meetings;
 - Regular meetings with the Vice-Chancellor and Chief Executive Officer and University Secretary;

- Carrying out annual reviews for Governors;
- Participating in opportunities through external HE training.

Other aspects of the role

- The Chair is appointed / re-appointed by the Governing Body in accordance with the Procedure for Appointing the Chair and Vice-Chair of the Governing Body ([Appendix 4](#)).

- The Chair role is unremunerated but reasonable and necessary expenses may be reclaimed from the university.
- The Chair is supported by a Vice-Chair whose role is to deputise for the Chair when the Chair is not available.
- The Chair is subject to annual appraisal by the Senior Independent Governor in accordance with the Process for Reviewing the Performance of Members of the Governing Body (in the Handbook for Governors).

Approved by the Governing Body

23 April 2024

Vice-Chair of the Governing Body: Role description

Purpose of the role

The Governing Body shall appoint an Independent Governor to act as Vice-Chair of the Governing Body. The primary role of the Vice-Chair is to deputise for the Chair of the Governing Body with respect to the chairing of meetings and other aspects of the Chair's duties, as agreed with the Chair. Where the role of Chair is vacant, or the Chair is unable to fulfil their duties as Chair, the Vice-Chair shall act as Interim Chair, in which case the responsibilities in the Chair's role description shall apply.

Key responsibilities

- To chair meetings of the Governing Body and General Meetings of the university in the absence of the Chair, ensuring that the business is appropriate, and that meetings are conducted efficiently and effectively in accordance with the university's instruments of governance and in a manner that is consistent with the proper conduct of public business.
- To deputise for the Chair with respect to other aspects of the Chair's role, as agreed with the Chair. This would typically include (but is not limited to):

Personal experience and attributes

- In addition to the personal attributes expected of all Governors, the Vice-Chair would be expected to demonstrate:
- A strong personal commitment to higher education and the vision, mission, values and strategy of the University of Greenwich.



- Proven ability to chair boards and major committees.
- Tact and diplomacy, the ability to reconcile conflicting views and achieve agreement where possible.
- Willingness and ability to make the time commitment necessary for the role, including being flexible when necessary.
- Ability to act as an ambassador for the university with external stakeholders.
- Ability to potentially develop into the role of Chair if required.

Other aspects of the role

- The process for appointing and re-appointing the Vice-Chair is set out in the Procedure for Appointing the Chair and Vice-Chair of the Governing Body ([Appendix 4](#)).
- The position of Vice-Chair is unremunerated, but reasonable and necessary expenses may be reclaimed.
- Usually, the time commitment of the role will not be significantly greater than that of other Independent Governors, but this will vary depending on the projects that may be assigned to the Vice-Chair. In addition to any other committee membership they may have, the Vice-Chair serves ex officio on the Honorary Degrees Committee which normally meets once per year.

Approved by People and Governance Committee

August 2024

Appendix 6

Staff Governor: Role description

Purpose of the Role

Up to two Staff Governors are appointed to the Governing Body. Staff Governors have the duties and responsibilities of company directors and charity trustees. Staff Governors attend Governing Body meetings and also usually serve on at least one of the Governing Body's committees (the Finance Committee, the Honorary Degrees Committee or the People and Governance Committee).

Staff Governors are appointed for an initial term of three years and may be re-appointed by the Governing Body for a further three-year term.

Person specification:

- Prospective Staff Governors are expected to demonstrate:
- A good understanding of the university's strategy and its sub-strategies and a commitment to achieving our strategic objectives;
- An understanding of the context for UK higher education and research as well as the wider European and international context;
- A strategic perspective and an understanding that the Governing Body's role is to support the interests of the entire university;
- An ability to work as an effective member of the Governing Body; to build strong working relationships with other Governors and the executive while questioning intelligently and constructively;

- An ability to understand and absorb complex data and information and reach informed judgements;
- A commitment to the vision and mission of the university and to our values of being Inclusive, Collaborative and Impactful;
- A high degree of personal integrity;
- An understanding of the importance of collective responsibility and confidentiality in the Governing Body's decision making;
- An understanding that the Staff Governor role is not a representative one but is about contributing the perspective of a staff member to the Governing Body's decision making.

January 2025



Appendix 7

Co-opted members of the Governing Body's committees: Role profile

Purpose of the role

The Governing Body, on the recommendation of the People and Governance) Committee (PGC), may appoint co-opted members to the Governing Body's committees where co-opted membership is permitted by committees' terms of reference.

Co-opted committee members are not Governors and will not normally attend meetings of the Governing Body. Co-opted members are appointed to serve on a committee because they have skills and experience (typically, in one or more specialist areas) which are relevant to the committee's remit. The areas of expertise will depend on the needs of the committee at the time of the co-opted member's appointment, including considerations around succession planning and ensuring the correct balance of skills and experience on the committee.

Examples of areas where a co-opted member might be appointed to provide specialist expertise include (but are not limited to):

- Audit and Risk Committee: auditing, risk management;
- Finance Committee: accounting, investments, property, law;
- People and Governance Committee: human resources management, governance, senior appointments.

Responsibilities and expectations

- To act in accordance with the standards of behaviour set out in the university's Code of Conduct for Governors, including acting in accordance with the accepted standards of behaviour in public life and the university's values – inclusive, collaborative, impactful.

- To support the committee and the Governing Body in ensuring the achievement of the committee's remit and the effective and efficient use of the resources of the university;
- In addition to their particular skills and expertise, to bring strategic insights and contribute to other areas relevant to the committee's remit and activities, in support of the university's strategic aims.
- To engage in the wider life of the university (e.g. by attending events on invitation); to establish supportive and constructively challenging relationships with relevant university officers, while maintaining the proper accountability and segregation between governance and executive management;
- To attend as far as possible all meetings of the committee and events which may be identified as relevant to their role and expertise. Committees normally have 4-5 scheduled meetings per academic year. An overall time commitment of ca.7 days per year should be assumed.

Person specification

Co-opted members of the committees are expected to demonstrate the following attributes:

- A strong interest in the higher education sector and the values, mission and strategic objectives of the university;
- The ability to work as an effective member of the committee; to build strong working relationships with other members and the executive;

- Excellent communication skills with the ability to interpret complex information and present arguments clearly and succinctly;

- A strategic and rational approach, able to understand and absorb complex data and information and reach informed judgments, including outside their areas of expertise;
- A high level of professionalism and appreciation of collective responsibility and confidentiality in the committee's decision making;
- A personal commitment to equality, diversity, inclusiveness and transparency;
- The potential and interest to develop further, e.g. into a Governor role or as a committee chair;
- Senior leadership experience in large and or complex organisations, with experience of serving on or working closely with the Board.
- Excellent understanding and experience of strategic risk management.
- Experience specific to the co-opted role for the Audit and Risk Committee:
 - This role offers a development opportunity for bringing experience and expertise in the direct oversight and scrutiny of the university's financial and non-financial disclosure practices and the current and developing regulatory and controls environment.
 - A qualified accountant (ACA preferred), working at a senior level as an auditor, you will have experience of working with Public Interest Entities (PIEs).

Other aspects of the role

This role is unremunerated with reasonable expenses reimbursed in line with the university's procedures.

The cost of reasonable induction and development activities, as agreed in advance with the University Secretary and chair of the committee, will be reimbursed, in full or part.

For information

Processes specific to the appointment, induction and development of co-optees

To be appointed by the Governing Body, on the recommendation of the PGC, which oversees co-optee recruitment in consultation with the chair of the relevant committee. The PGC in consultation with the chair of the committee shall determine the recruitment process to be followed (e.g. advertising, use of networks, use of recruitment consultants or a combination of these), taking into account the need to ensure diversity in the committee's membership.

Considerations of succession planning and an individual's potential for and interest in further development will be taken into account in the recruitment process.

Following their appointment, the University Secretary shall agree with the chair of the committee an induction programme for the co-opted member which reflects the committee's responsibilities and an introduction to the wider business and life of the university. Co-opted committee members are not appointed with the expectation that they will go on to serve on the Governing Body.

An annual review of the co-opted member is conducted by the chair of the committee as set out in the Process for Reviewing the Performance of Members of the Governing Body. The annual review includes consideration of the co-opted member's development and co-opted members may put themselves forward to be considered in open competition with other candidates when Governing Body vacancies are being recruited for.

The term of office will be determined by the Governing Body on the recommendation of the People and Governance Committee. Normally, co-opted members are appointed for a term of three years, which may be renewed by the Governing Body on the recommendation of the People and Governance Committee.

Feb 2022



Appendix 8

Governing Body statement of primary responsibilities

To set and agree the mission, strategic vision and values of the university with the executive.

To approve long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders, especially staff, students and alumni.

To ensure processes are in place to monitor and evaluate the performance and effectiveness of the university against the strategy, plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.

As appropriate and in accordance with the university's Articles of Association, to delegate authority to the Vice-Chancellor as chief executive, for the academic, corporate, financial, estate, and human resource management of the university, and to delegate authority to committees reporting to the Governing Body.

To establish and keep under regular review the policies, procedures and limits within such delegated functions shall be undertaken by and under the authority of the Vice-Chancellor and committees.

To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and procedures for handling internal grievances and for managing conflicts of interest. To ensure that the university has an active process for the management and control of risk which shall include a requirement for the Governing Body's

Audit and Risk Committee to report to it on a regular basis.

To receive and test assurance from the Academic Council that academic governance, including the standard of university awards, the student academic experience and student outcomes are adequate and effective.

To maintain and protect the principles of academic freedom and freedom of speech legislation.

To establish processes to monitor and evaluate the performance and effectiveness of the Governing Body itself.

To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.

To safeguard the good name and values of the university.

To take steps to ensure that the Students' Union of the university acts fairly and democratically and is accountable for its finances.

To appoint the Vice-Chancellor and Chief Executive Officer and to put in place suitable arrangements for monitoring his/her performance.

To appoint a secretary to the Governing Body and to ensure that, if the person appointed has managerial responsibilities, there is an appropriate separation in the lines of accountability.

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

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

To be the university's legal authority and, as such, to ensure that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the university's name. This includes accountability for health, safety and security and for equality, diversity and inclusion, and the requirements of the Office for Students Regulatory Framework.

To receive assurance that adequate provision has been made for the general welfare of students, in consultation with the Academic Council.

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

To make, alter, add to or repeal such Regulations as the Governing Body may deem necessary or expedient for the proper conduct and management of the university.

To ensure that the university's Articles of Association and Regulations are followed at all times and that appropriate advice is available to enable this to happen.

To promote a culture which supports inclusivity and diversity across the institution.

To ensure that all students and staff have opportunities to engage with the governance and management of the university.

Approved by Governing Body

19 October 2021



Appendix 9

Governing Body reserved powers

According to Article 16.2 of the Articles of Association the following matters may not be delegated:

- appointing the Vice-Chancellor and Chief Executive Officer or the Secretary
- the approval of the university's strategic plan
- the approval of the university's financial forecasts and annual budget; and



Appendix 10

Proceedings of the Governing Body (Article 15)

- 15.1. Detailed procedures for the conduct of meetings of the Governing Body and its committees shall be set out in rules made by the Governing Body.
- 15.2. No decision may be made by a meeting of the Governors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Governors.
- 15.3. The quorum shall be one third of the current membership of the Governing Body, of which a majority shall be Independent Members.
- 15.4. A Governor shall not be counted in the quorum present when any decision is made about a matter upon which that Governor is not entitled to vote.
- 15.5. If the number of Governors is less than the number fixed as the quorum, the continuing Governors or Governor may act only for the purpose of filling vacancies or of calling a general meeting.
- 15.6. A resolution in writing or in electronic form agreed by a majority of the Governors entitled to receive notice of a meeting of the Governing Body and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Governing Body duly convened and held.
- 15.7. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Governors has signified their agreement.

Appendix 11

Decisions by Chair's action

In between meetings of the Governing Body or a Governing Body committee, the Chair is empowered to decide matters falling within the remit of the Governing Body/committee by Chair's action if, after discussion with the University Secretary, the decisions are considered to be minor, procedural or urgent.

Other decisions can be taken by the Chair's action following email circulation to members for approval and comment or by calling a special meeting. Matters decided by Chair's action shall be reported to the next meeting.



Appendix 12

Code of conduct for Governors

1. Governorship

Governors are expected to play an appropriate part in ensuring that the necessary business of the Governing Body is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business.

Governors should ensure that the Governing Body acts in accordance with the instruments of governance of the university and with the university's internal rules and regulations and should seek advice from the Secretary in any case of uncertainty.

Since the university is a charity, and Governors are both directors and trustees, Governors have a responsibility for ensuring that the Governing Body exercises efficient and effective use of the resources of the university for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud. The Governing Body has approved a Statement of Primary Responsibilities setting out its principal responsibilities and functions.

Governors should accept collective responsibility for the decisions reached by the Governing Body and should avoid putting specific interests or personal views before those of the institution. Governors elected by particular constituencies (eg the Student Governor) may not act as if delegated by those constituencies and may not be bound in any way by mandates given to them by others. A Governor should not enter into any agreement or binding commitment on behalf of the university

which has not been authorised under the university's Delegation Framework.

Governors should respect the confidentiality of the business of the Governing Body and its committees and work co-operatively with other Governors in the best interests of the university.

2. Standards

Governors are responsible for ensuring that the Governing Body conducts itself in accordance with:

The Seven Principles of Public Life (the Nolan Principles); i.e. selflessness, integrity, objectivity, accountability, openness, honesty and leadership;

The core values of integrity, sustainability, inclusivity, excellence, innovation and growth, and community, which the CUC Higher Education Code of Governance identifies as the basis for good governance; and

The university's values, set out below and in the university's strategic plan:

Inclusive

Always inclusive and empowering – being fair, supportive, aware, compassionate, polite, respectful, and determined, and ensuring all people are supported and celebrated.

Collaborative

Embracing collaboration – working together, being open-minded, listening, being adaptable, free-thinking and enterprising, and seeking out new ideas together.

Impactful

Evidence led and outcomes focused – making a difference, demonstrating our contribution to knowledge and society, achieving goals for ourselves, the university community and the wider world.

3. Conflicts of interest and conflicts of loyalties

For the purposes of this Code of Conduct, the following definitions are used:

Interest: where there is a benefit (usually but not always of a financial nature) to a Governor or their Connected Persons.

Conflict of interest: where a conflict occurs between a Governor's duty to act solely in the interests of the university and an interest which a Governor or their Connected Persons has in any transaction or arrangement with the university.

Conflict of loyalties: where there is no conflict of interest but a conflict occurs between a Governor's duty to act solely in the interests of the university and a duty of loyalty owed by the Governor to another organisation or person. In a conflict of loyalties, there is no benefit to the Governor or their Connected Persons.

Connected person: as defined in Article 34 of the university's Articles of Association (see part 10 for further details). Eg a Governor's close relatives, spouse/civil partner, business partners, institutions controlled by the Governor or their Connected Persons and corporate bodies in which the Governor or their Connected Person have a substantial interest.

Conflicts of interest

Governors must declare any conflicts of interest accordance with the university's procedures as soon as they become aware of them and must absent themselves from any discussions of the Governing Body or its committees where a conflict of interest will arise.

Conflicts of loyalties

Governors will often have relationships with or hold positions in other organisations and this is often beneficial to the university. The university's Articles of Association provide that where a conflict of loyalties occurs, it may be authorised if:

- The conflicted Governor is absent from the part of a meeting where there is discussion of any arrangement or transaction affecting the organisation or person where the Governor has a conflict of loyalties;
- The conflicted Governor does not vote on any such matter and is not counted as part of the quorum; and
- The unconflicted Governors / committee members consider it is in the interests of the university to authorise the conflict of loyalties.

Governors should seek advice regarding conflicts of interest and conflicts of loyalties from the University Secretary, who will discuss the matter with the chair of the relevant committee, the Chair of the Governing Body, or the Senior Independent Governor (if the conflict concerns the Chair or Vice-Chair of the Governing Body). Where there is any question about whether a matter constitutes a conflict of interest/conflict of loyalties and how it should be managed, the decision of the relevant committee chair, the Chair of the Governing Body or the Senior Independent Governor (as appropriate) shall be final.

4. Gifts and hospitality

Governors must declare any gifts and hospitality which are relevant to their role as a Governor in accordance with the university's procedures. Governors should not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity as a Governor.



5. The Senior Independent Governor

The Governing Body shall appoint an Independent Governor who is neither the Chair nor Vice-Chair to act as the Senior Independent Governor. The role of the Senior Independent Governor shall be to:

- Appraise the performance of the Chair and the Vice-Chair.
- Deal with matters relating to the suspension of the Chair and the Vice-Chair.
- Deal with matters relating to conflicts of interest and conflicts of loyalties concerning the Chair and Vice-Chair.
- Be available to Governors to address any concerns (including concerns about governance arrangements, conduct or other matters) they may have about the Governing Body or the Chair or Vice-Chair which cannot be dealt with through the usual channels of communication.
- Perform any other functions assigned to the role by the Governing Body.

6. The Business of the university

Governors are responsible for ensuring that the Governing Body exercises control over the strategic direction of the university, through an effective planning process, and that the performance of the university is adequately assessed against the objectives which the Governing Body has approved.

Governors should endeavour to establish constructive and supportive but challenging working relationships with the university officers with whom they come into contact but must recognise the proper segregation between governance and executive management and avoid involvement in the day-to-day executive management of the university.

Independent Governors will be appointed by the Governing Body to at least one of its

committees and are expected to play a full part in the business of all committees to which they are appointed.

7. The External Role

Governors may be asked to represent the Governing Body and the university externally and will be fully briefed by the university to enable them to carry out this role effectively. Such representation will be subject to the approval of the Chair of the Governing Body in certain circumstances.

8. Personal

Governors will have a strong personal commitment to Higher Education and the values, aims and objectives of the university, including promoting the interests of the university and its students in the wider community.

Governors will at all times act fairly and impartially in the interests of the university as a whole, using independent judgement and maintaining confidentiality as appropriate, and must not be influenced by outside relationships or pressures.

Governors are expected as far as possible to attend all meetings of the Governing Body and of committees of which they are a member so that they may fulfil their functions properly.

There are normally five business meetings of the Governing Body each year and usually four meetings of each committee, as well as two Governing Body strategy sessions. Meetings normally last around 2 hours. Governors should be able to dedicate time to preparing for and attending meetings as well as undertaking developmental and other activities relating to their role.

9. Termination, disqualification and suspension

A Governor may be removed by the Governing Body in accordance with the university's Articles of Association, which also set out the circumstances in which an individual is disqualified from acting as a Governor.

The Governing Body shall approve on the recommendation of the People and Governance Committee a procedure for investigating allegations of serious misconduct against Governors and against co-opted committee members, including the suspension of Governors/co-opted committee members. The procedure shall include the right of the Governor/co-opted committee member to make representations and their right of appeal.

10. Appendix: Connected persons

According to the university's Articles of Association, a Connected Person is:

1. The child, parent, grandchild, grandparent, brother or sister of a Governor;
2. The spouse of civil partner of a Governor or any person falling within 1 above;
3. A person carrying on business in partnership with a Governor or with any person falling within 1 and 2 above;
4. An institution which is controlled:
 - a. By a Governor or any Connected Person falling within 1-3 above; or
 - b. By two or more persons falling within 4a when taken together;
5. A body corporate in which:
 - a. A Governor or any Connected Person falling within 1-3 above has a substantial interest; or
 - b. Two or more persons falling within 5a who, when taken together, have a substantial interest.

Approved by the Governing Body

20 Feb 2024



Appendix 13

Process for reviewing the performance of members of the Governing Body

1. Introduction

Members of the Governing Body play a vital role in the university's governance. They bring a range of expertise and perspectives from inside and outside the institution, enabling them to support the university's executive while providing essential scrutiny, oversight and 'critical friend' challenge in determining the university's strategic direction. The university is grateful for the dedication and commitment which Governors bring to their responsible and demanding role.

Because of the importance of the role and the need to maintain a balance of skills and expertise, the Committee of University Chairs recommends that universities should have a process for evaluating the performance of Governors. Alongside regular informal conversations with the Chair, an annual review process will support the Governing Body's effectiveness by addressing Governors' developmental needs and any issues or concerns that Governors may have, as well as reinforcing effective performance. The outcomes of the process will be one element informing the decision of the People and Governance Committee of whether a Governor should be offered a further term of office.

This document sets out the procedure for an annual review of Governors with regard to their role on the Governing Body. It also covers the annual review of the Chair and the Vice-Chair by the Senior Independent Governor, and the review of co-opted members of Governing Body

committees by the relevant committee chair. It applies to all Governors and co-opted members other than the Vice-Chancellor and Chief Executive Officer, whose performance as chief executive is reviewed separately by the Chair and reported to the Remuneration Committee.

2. Annual review of Governors by the Chair

It is the responsibility of the Chair of the Governing Body to review the contribution of all Governors on an annual basis. The Chair may, exceptionally, delegate responsibility for this to the Vice-Chair.

Where possible, the annual review will be a face-to-face meeting. The review will be a two-way process and will allow for input and comments from both the Governor and the Chair. While each review should be tailored to the specific contribution of the particular Governor, the Code of Conduct for Governors (see [Appendix 11](#)) can help to guide the discussion.

The annual review would normally be expected to cover:

- Attendance at meetings.
- Time commitment (to include whether the member potentially has more time available to take on other projects – for example chairing a committee – or whether they are struggling with their current time commitments)

- Future aspirations – for example continuing for further terms of office and/or chairing committees.
- Contribution in terms of content – both generally and in terms of specialist knowledge.
- Contribution in terms of conduct and style in meetings.
- Any development or training needs.

Where the Governor has served on a committee, the Chair will contact the chair of the committee for feedback on the Governor's contribution to the committee. If the Governor has acted as a committee chair, the review meeting should include the Chair's assessment of the Governor's contribution in that role (for which the Chair may seek feedback from other members of the committee).

The Chair shall produce a brief written summary of the annual review meeting (see [Appendix 13A](#)) which he/she will agree with the Governor. The final copy will be provided to the Chair of the People and Governance Committee and to the University Secretary.

In the unlikely circumstances that the outcome of the annual review is that the Governor's term of office should terminate early, the Chair shall discuss this with the Chair of the People and Governance Committee and the University Secretary with a view to recommendations being made to the People and Governance Committee and the Governing Body.

If the Annual Review identifies training or development needs, these will be taken forward by the University Secretary.

Following the conclusion of the annual reviews, the Chair shall report on the review process and summarise points and themes arising from the reviews to the People and Governance Committee. This shall include discussion of any issues arising

from reviews that affect individual Governors' continued appointment or re-appointment.

3. Review of the Chair and the Vice-Chair

The Senior Independent Governor is responsible for reviewing the performance of the Chair and Vice-Chair of the Governing Body.

The annual reviews of the Chair and the Vice-Chair by the Senior Independent Governor shall proceed as set out above for reviews of Governors conducted by the Chair (with appropriate substitution of roles). In addition to the considerations outlined above, the Senior Independent Governor shall take into account:

- The performance of the Chair and Vice-Chair against any approved role descriptions for the Chair and Vice-Chair of the Governing Body.
- The views of other Governors on the performance of the Chair and Vice-Chair (which the Senior Independent Governor shall ascertain by such methods as they think fit).
- The Senior Independent Governor shall produce a brief written summary of the annual review meeting using the form at [Appendix 13A](#) (with appropriate substitutions) which he/she will agree with the Chair/Vice-Chair.

Following the conclusion of the annual reviews of the Chair and Vice-Chair, the Senior Independent Governor shall report on the review process and summarise points and themes arising from the reviews to the People and Governance Committee. This shall include discussion of any issues arising from reviews that affect the Chair or Vice-Chair's continued appointment or re-appointment.

The Senior Independent Governor shall also be available to Governors in between annual reviews to address any concerns (including concerns about governance arrangements) they may have about the Governing Body or the



Chair or Vice-Chair which cannot be dealt with through the usual channels of communication.

4. Co-opted members of committees

Where a Governing Body committee includes co-opted members who are not Governors, the chair of the committee shall carry out an annual review of the co-opted members(s) according to the procedure set out in section 2, with the chair of the committee acting in place of the Chair of the Governing Body and other appropriate substitutions where relevant.

The committee chair shall produce a brief written summary of the annual review meeting

using the form at [Appendix 13A](#) (with appropriate substitutions) which he/she will agree with the co-opted member. The final copy will be provided to the Chair of the People and Governance Committee and to the University Secretary.

Following the conclusion of the annual reviews of co-opted members, the chair of the committee shall report on the review process and summarise points and themes arising from the reviews to the People and Governance Committee. This shall include discussion of any issues arising from reviews that affect individual co-opted members' continued appointment or re-appointment.

Appendix 13A

Annual Governor review

This form should be used to capture the agreed record of discussion between the Chair of the Governing Body and a Governor as part of the annual review of the Governor's performance.

The form should be completed by the Chair following the Chair's discussion with the Governor. It should be agreed with the Governor and signed by the Chair and the Governor.

The completed form should be sent by the Chair to the University Secretary and the Chair of the People and Governance Committee.

Reviews of the Chair and the Vice-Chair

Where the Chair and Vice-Chair are being reviewed by the Senior Independent Governor, the sections below that would normally be

completed by the Chair should be completed by the Senior Independent Governor. The Chair/ Vice-Chair should sign the form as the Governor under review.

Reviews of co-opted committee members

Where a co-opted committee member is being reviewed by the chair of the committee, the sections below that would normally be completed by the Chair of the Governing Body should be completed by the chair of the committee. The co-opted member should sign the form as the person under review.

Governor Annual Review Form

Name of Governor under review:	
Date of review meeting:	
Section A – to be completed by the Chair and agreed with the Governor under review	
Attendance at meetings To record discussion about the Governor's attendance.	
Time commitment Whether the Governor potentially has more time available (e.g. chairing a committee) or is having difficulties with their current time commitment.	
Contribution Discussion about the Governor's contribution in terms of content and conduct/style in meetings.	
Committee membership If the Governor has served on a committee, discussion of their contribution in that role.	
Committee chairing If the Governor has acted as a committee chair, discussion of their contribution in that role.	
Future aspirations of the Governor e.g. continuing for further terms of office and/or chairing committees	
Governor's development and training needs Development/training needs identified in the meeting.	
Section B - the agreed record of the meeting should be signed by both parties below:	
Signed by Chair / person carrying out the review	Signed by Governor / person under review
Date	Date



Appendix 14

Procedure for investigating allegations against Governors

1. Purpose

- 1.1 This procedure is used to investigate allegations of serious misconduct against Governors. It is also used (with appropriate substitution determined by the University Secretary) to investigate allegations of serious misconduct against co-opted members of the Governing Body's committees.
- 1.2 For the purposes of this procedure, 'serious misconduct' includes:
 - a. An allegation that a Governor has failed to act in accordance with the legal duties of Governors as company directors and charity trustees (summarised in the Handbook for Governors);
 - b. An allegation that a Governor is not a 'fit and proper person' according to the indicators used in the Office for Students' Regulatory Framework;
 - c. Allegations of bullying, harassment, discrimination or sexual misconduct against a Governor in relation to another Governor or a student or staff member of the university.
- 1.3 For the avoidance of doubt, decisions by the Governing Body or its committees or the position adopted by a Governor on any issue considered by the Governing Body or its committees are not matters which fall under this procedure.

2. Scope

- 2.1 This procedure applies to all Governors apart from the Vice-Chancellor and Chief Executive Officer. Allegations against the Vice-Chancellor and Chief Executive Officer shall be investigated in accordance with the Vice-Chancellor and Chief Executive's contract of employment. See section 8 for provisions relating to Staff Governors and the Student Governor.
- 2.2 Decisions reached under this procedure by a Governor Conduct Panel, a Governor Appeal Panel and by the Governing Body shall be made on the basis of the balance of probabilities.

3. Conflict of interest

- 3.1 This procedure follows the principle that no one should be involved in investigating or determining an allegation against themselves or where they have any other conflict of interest relating to an allegation.
- 3.2 Any person with an actual or potential conflict of interest is expected to declare that as soon as they become aware of it and to remove themselves from proceedings under this procedure. The University Secretary in discussion with the Chair of the Governing Body and the Senior Independent Governor (SIG) (unless the Chair and/or the SIG are conflicted) shall make any appropriate substitution under this procedure which is necessary to avoid a conflict of interest.

4. Reporting allegations

- 4.1 Individuals who have concerns about matters which may fall under this procedure are strongly encouraged to discuss them with the University Secretary, the Chair of the Governing Body, or the SIG (if the matter concerns the Chair or Vice-Chair) and attempt to resolve them informally if possible. This may include mediation. Proceeding with a formal allegation should normally be regarded as a last resort where informal resolution has failed.
- 4.2 Allegations under this procedure should be submitted to the University Secretary (universitysecretary@greenwich.ac.uk). The University Secretary will inform the SIG, the Chair of the Governing Body and the Vice-Chancellor and Chief Executive Officer about the allegation (except where any of them are conflicted).
- 4.3 The University Secretary, the SIG, the Chair of the Governing Body and the Vice-Chancellor and Chief Executive Officer (except where any of them are conflicted) will review the allegation to determine whether there is a *prima facie* case to answer, otherwise no further action will be taken. No further action will be taken if the allegation is deemed by them to be malicious, vexatious or repeated (see section 9). Decisions made under this paragraph are at the sole discretion of the group named in this paragraph and are not subject to appeal.
- 4.4 Anonymous allegations make it more difficult to investigate or to take formal action and complainants are strongly encouraged to identify themselves.

5. Suspension

- 5.1 The Chair of the Governing Body may, at their discretion and following consultation with the University

Secretary and SIG, suspend a Governor or a co-opted committee member if a serious allegation of misconduct is received and the Chair believes that suspension is appropriate while the allegation is investigated. A suspended Governor/co-opted committee member shall remain a Governor/committee member but shall not be permitted to attend Governing Body or committee meetings, to vote on Governing Body or committee business or to receive meeting papers, or to perform any Governing Body or committee function such as chairing a committee. The chair(s) of the committee(s) on which the Governor/co-opted committee member serves shall be consulted before any decision is made to suspend them.

5.2 The SIG may, at their discretion and following consultation with the University Secretary, and where appropriate, with the chairs of the relevant committees, suspend the Chair of the Governing Body or the Vice-Chair if a serious allegation of misconduct is received and the SIG believes that suspension is appropriate while the allegation is investigated. The Chair/Vice-Chair shall remain a Governor but shall not be permitted to attend Governing Body or committee meetings, to vote on Governing Body or committee business, to receive meeting papers, or to perform any of the functions of the role of Chair/Vice-Chair, while they are suspended. The Vice-Chair (or another Independent Governor appointed by the Governing Body, if there is no Independent Governor holding the office of Vice-Chair or if the Vice-Chair is suspended) shall act temporarily as Chair while the Chair is suspended. If the Vice-Chair is suspended, another Independent Governor shall be appointed to act temporarily as Vice-Chair.



5.3 Suspension is a precautionary measure and does not imply any determination of guilt or innocence on the part of the suspended individual.

6. Investigating allegations

6.1 Allegations shall normally be investigated by the University Secretary. Where appropriate, another person from within or outside the university may be appointed by the University Secretary to investigate the allegation following discussion with the SIG, the Chair of the Governing Body and the Vice-Chancellor and Chief Executive Officer (except where any of them are conflicted).

6.2 The person investigating the allegation ('the Investigator') shall normally interview the person making the allegation ('the Complainant') and the Governor who is the subject of the allegation ('the Respondent'). The Respondent shall be provided with a copy of the allegation to enable them to provide a written response to it.

6.3 The Investigator shall prepare a report on their investigation with their findings and any recommendations. A copy of the Investigator's final report shall be provided to the Respondent to enable them to prepare a response.

6.4 On completion of the investigation, the University Secretary shall convene a Governor Conduct Panel comprising three Governors. The Panel shall be chaired by the SIG (or, if the SIG is conflicted, another Governor appointed by the University Secretary in discussion with the Chair of the Governing Body and the Vice-Chancellor) and shall include two other Governors appointed by the chair of the Panel. The University Secretary (if not already attending as the Investigator) shall attend the meeting to support and advise the Panel.

6.5 The Governor Conduct Panel shall meet to consider the Investigator's report and the Governor's written response. Any papers to be considered by the Panel shall be issued to the Panel and to the Investigator and Respondent at least 5 working days before the Panel meeting.

6.6 At the Panel meeting, the Investigator shall present their report and the Respondent shall present their response. The Panel may ask questions of the Investigator, the Respondent and any witnesses which the chair of the Panel agrees should be called.

6.7 At the discretion of the chair, the Respondent may be accompanied by another person. The role of the accompanying person is to provide support and not to represent the Respondent or to answer questions for them. The sending of legal representatives is not permitted.

6.8 Following consideration of the information presented, the Panel shall determine whether the allegation against the Governor is upheld in full, upheld in part, not upheld, or requires further investigation. Where the Panel determines that the allegation requires further investigation, the Panel shall reconvene to consider the matter when the further investigation has been completed.

6.9 Where the allegation is not upheld, there shall be no further action against the Governor concerned.

6.10 Where the allegation is upheld in full or in part, the Panel may impose one or more of the following, or any other course of action which the Panel considers to be reasonable and proportionate:

a. The Respondent to issue a written apology;

b. The Respondent to undertake training and development;

c. The Respondent and the Complainant to undergo mediation;

d. To recommend to the People and Governance) Committee (PGC) that the Respondent should be removed from membership of a committee and their committee membership should be changed;

e. To recommend to the PGC that the Respondent should cease to hold a Governing Body role (e.g. chairing a committee);

f. To suspend the Respondent as a Governor for a period of time. During their suspension, the individual shall remain a Governor but shall not be permitted to attend Governing Body or committee meetings, to vote on Governing Body or committee business or to receive meeting papers, or to perform any Governing Body or committee function such as chairing a committee;

g. To recommend to the Governing Body that the Respondent's membership of the Governing Body should be terminated. Under the university's Articles of Association (Article 13.1.5), a Governor may be removed by resolution of the Governing Body if, in the Governing Body's reasonable opinion, the relevant Governor has failed to act in accordance with the requirements adopted by the Governing Body in relation to the conduct or behaviour of Governors.

6.11 Where the Governor Conduct Panel recommends that the Respondent's membership of the Governing Body should be terminated, the Governing

Body shall consider a report presented by the chair of the Panel setting out the Panel's recommendation and the reasons for it. The Respondent may provide written representations to be considered by the Governing Body. At the discretion of the Chair of the Governing Body (or the person chairing the Governing Body meeting, if not the Chair), the Respondent may be invited to attend the meeting to present their representations.

6.12 Having considered the report from the Governor Conduct Panel and any representations from the Respondent; the Governing Body may:

a. Approve the recommendation of the Panel and terminate the Respondent's membership of the Governing Body with immediate effect;

b. Dismiss the allegation against the Respondent. Where the allegation is dismissed, there shall be no further action against the Governor concerned; or

c. Uphold the allegation and refer the matter back to the Governor Conduct Panel to consider a measure under 6.10 other than termination of the Respondent's membership of the Governing Body.

7. Appeals

7.1 As the Governing Body is the university's supreme decision-making authority, there is no right of appeal against a decision of the Governing Body under para. 6.12. There is also no right of appeal against a measure imposed by a Governor Conduct Panel pursuant to a decision by the Governing Body under 6.12c.

7.2 Where a Governor Conduct Panel, following an investigation under section 6, upholds an allegation and imposes a



<p>sanction other than a recommendation that a Governor's membership of the Governing Body should be terminated (para. 6.10g), the Governor may appeal against the Panel's decision on one or more of the following grounds:</p>	<p>7.6 At the Panel meeting, the Appellant shall present their appeal and the chair of the Governor Conduct Panel supported by the University Secretary shall respond to the appeal. The Panel may ask questions of the Appellant, the chair of the Governor Conduct Panel and any witnesses which the chair of the Panel agrees should be called.</p>	<p>People (if the allegation concerns a Staff Governor) and the Chief Executive of Greenwich Students' Union (GSU) (if the allegation concerns the Student Governor) shall discuss the allegation to determine how it should be investigated.</p>	<p>the Vice-Chancellor and Chief Executive Officer (except where any of them are conflicted) will consider whether to take action against the individual concerned under this procedure or another university procedure.</p>
<p>a. New information which was not available to the Governor at the time of the meeting of the Governor Conduct Panel;</p> <p>b. Procedural irregularity in the application of this procedure;</p> <p>c. The decision of the Governor Conduct Panel is manifestly unreasonable;</p> <p>d. The sanction imposed is excessive.</p>	<p>7.7 At the discretion of the chair, the Appellant may be accompanied by another person. The role of the accompanying person is to provide support and not to represent the Appellant or to answer questions for them. The sending of legal representatives is not permitted.</p>	<p>8.2 Allegations against Staff Governors shall normally be investigated under the university's People procedures and allegations against the Student Governor shall normally be investigated under GSU's procedures. The outcomes of any investigations under these procedures shall be reported to the University Secretary, the SIG, the Chair of the Governing Body and the Vice-Chancellor and Chief Executive Officer (except where any of them are conflicted), who shall determine whether any further action is required in relation to the individual's status as a Governor.</p>	<p>10.1 Allegations made under this procedure will be treated as strictly confidential and information shall be managed in accordance with the university's data protection policies. All of those involved (including the Complainant and the Respondent) are required to respect the strict confidentiality of proceedings. Information may be shared by those conducting an investigation where that is necessary for the purposes of the investigation. Complainants should expect that their allegation and normally their identity (see 4.3) will be shared with the Respondent.</p>
<p>7.3 An appeal must be submitted in writing with any supporting evidence within 10 working days of the decision of the Governor Conduct Panel being communicated to the Governor ('the Appellant').</p>	<p>7.8 Following consideration of the information presented, the Panel may:</p> <p>a. Reject the appeal and uphold the decision of the Governor Conduct Panel;</p>	<p>8.3 Where it is decided that further action is required, the University Secretary shall convene a Governor Conduct Panel (see section 6) to consider the outcome of the investigation. The purpose of the Panel is not to re-hear the case against the Staff/ Student Governor but solely to determine what measures (see para. 6.10) should be imposed in relation to the individual's status as a Governor in light of the outcome of the investigation.</p>	<p>10.2 The University Secretary will advise the Vice-Chancellor and Chief Executive Officer, the Chair of the Governing and the SIG (except where any of them are conflicted) whether reporting to the Office for Students (OfS) is required under the OfS's Reportable Events guidance. A report to the OfS may be made at any stage in proceedings.</p>
<p>7.4 The University Secretary shall convene a Governor Appeal Panel comprising three Governors. The Panel shall be chaired by the Chair of the Governing Body (or, if the Chair is conflicted, another Governor appointed by the University Secretary in discussion with the SIG and the Vice-Chancellor and Chief Executive Officer) and shall include two other Governors appointed by the chair of the Appeal Panel. No member of the Appeal Panel shall have had any prior involvement in the case. The University Secretary shall attend the meeting to support and advise the Panel.</p>	<p>7.9 The decision of the Governor Appeal Panel is final and there is no further right of appeal.</p>	<p>9. Malicious, vexatious and repeated allegations</p>	<p>Approved by the Governing Body</p>
<p>7.5 The Governor Appeal Panel shall meet to consider the Governor's appeal and the response of chair of the Governor Conduct Panel. Any papers to be considered by the Panel shall be issued to the Panel and to the Appellant and the chair of Governor Conduct Panel at least 5 working days before the Panel meeting.</p>	<p>8. Allegations against Staff Governors and the Student Governor</p> <p>8.1 Where an allegation is received against a Staff Governor or the Student Governor, the University Secretary, the SIG, the Chair of the Governing Body, the Vice-Chancellor and Chief Executive Officer (except where any of them are conflicted), the Executive Director of</p>	<p>9.1 This procedure will not be used to investigate allegations which are deemed under 4.3 to be malicious, vexatious or repeated.</p> <p>9.2 Where an allegation is deemed to be malicious, vexatious or repeated under 4.3 or found to be malicious, vexatious or repeated at a later stage of this procedure, the University Secretary, the SIG, the Chair of the Governing Body and</p>	<p>2 April 2024</p>



Appendix 15

Short guide to information security for Governors

Members of the Governing Body will not normally have access, in their role as Governors, to personal data for which the university is responsible. However, Governors will routinely receive information about the university which may be sensitive and confidential for other reasons (e.g. commercial, legal or financial sensitivity).

As part of their responsibilities as directors and trustees, Governors must exercise due care over the information provided to them, to prevent the unauthorised disclosure of information which could be damaging to the university, its students and staff.

Information security Do's and Don'ts

DO...

Use BoardEffect. BoardEffect provides a secure method of distributing papers and is the university's main method for distributing agendas and papers to the Governing Body and its committees.

Follow the university's IT policies when using university systems (e.g. if you use the University of Greenwich email address provided to you).

Treat other Governors' email addresses and contact details **as confidential**.

Return hard copy papers to the University Secretary's Office for confidential disposal.

Treat usernames and passwords provided to you (e.g. for BoardEffect or your University of Greenwich email account or any university devices) as confidential.

Contact us if you have problems with any university devices provided to you (if applicable), or if they are lost or stolen.

DON'T...

Forward Governing Body or committee material to anyone outside the Governing Body (including university staff). Some information will be highly sensitive and confidential.

Forward emails sent to the Governing Body to persons outside the Governing Body (including university staff). Emails to the Governing Body should also be treated as confidential.

Pass other Governors' contact details (e.g. email address, phone number) to persons outside the Governing Body (including university staff).

Save copies of Governing Body or committee papers to your own computer, laptop, memory stick etc., as these devices may not be secure.

Dispose of hard copy papers through normal non-confidential waste/recycling, as this is not a secure method of disposal. Hard copy papers should be shredded or given to the University Secretary's Office for disposal.

Provide your username and password details (e.g. for Board Effect or your University of Greenwich email account or devices) to anyone else.

Any questions/further information contact the Secretariat team: governance@greenwich.ac.uk

Appendix 16

Tips about good conduct at meetings of the Governing Body and committee meetings

DO...

Attend as many meetings as you can and notify the Secretariat team in advance if you are unable to attend, have to arrive late or have to leave early.

Complete the annual register of interests declaration and declare any relevant interests at the start of the meeting.

Read the papers in advance. It will be assumed that Governors have read the papers before the meeting.

Speak clearly and succinctly, getting to the point quickly.

Raise your hand to signal to the chair when you want to speak and speak when the chair asks you to.

Address comments through the chair (rather than directly to other members).

Be concise and don't 'hog' the debate. Allow time for other Governors to make a contribution.

Contribute effectively (see list below).

DON'T...

Arrive late or leave early (unless unavoidable) – this disrupts the meeting and may cause problems with quoracy.

Interrupt or talk across other Governors.

Show or send papers/minutes to anyone who is not on the Governing Body. This is a serious breach of confidence.

Make ineffective contributions (see the list below).

Be silent. If you don't make a contribution, you might as well not be there!

Examples of effective contributions at meetings

Saying why you agree/disagree with a proposal or part of a proposal.

Flagging something important that you think has been overlooked.

Suggesting an idea to solve a problem that doesn't seem to have been thought of.

Pointing out something which is incorrect or incomplete, where it's important to the proposal.

Asking how the Governing Body will know whether a proposal has been successful if it is implemented, if that is not clear.

Asking what the next steps are for a proposal, if that is not clear.

Flagging the impact of a proposal on something that hasn't been considered.

Examples of ineffective contributions at meetings

If you are presenting a report: repeating what is in the report. Governors will have read the papers in advance. You should limit your presentation to key points and anything that may have changed since the paper was written.

Asking questions which can be answered from the information in the papers (which should be read before the meeting).



Raising questions about points of detail which are not key to the proposal. These can be dealt with before or outside the meeting by contacting the University Secretary.

Asking questions to fill in your own background knowledge. This can be dealt with before or outside the meeting by contacting the University Secretary.

Making points which are not directly relevant to the matter being discussed. This prevents Governors who have more relevant points from contributing.

Repeating points made by other Governors without adding to them.

Taking too long to make a point. This prevents other Governors from contributing.

University Secretary's Office

Updated November 2024

Appendix 17

Being a Governor: The practicalities

The duties of Governors as directors and trustees

The university is a company limited by guarantee incorporated under the Companies Acts. Governors are both members and directors of the company. The university is also a charity. As such the directors are also charity trustees.

In light of this Governors are subject to overlapping duties under company law and charity law.

Governors always remain collectively responsible for all decisions that are made and actions that are taken with their authority, even where matters have been delegated.

This note does not cover the duties of Governors under the general law (such as the Bribery Act, Corporate Manslaughter and Corporate Homicide Act etc.), nor specific duties that arise on insolvency.

Company law duties

Under company law a Governor (as a director) has the following duties:

a duty to act in accordance with the university's constitution (that is, its Articles of Association) and only exercise powers for the purposes for which they are conferred.

a duty to act in the way the Governor considers, in good faith, would be most likely to promote the success of the university as a whole and in doing so have regard to:

- the likely consequences of any decision in the long term,

- the interests of the university's employees,
- the need to foster the university's business relationships with suppliers, customers and others,

- the impact of the university's operations on the community and the environment,
- the desirability of the university maintaining a reputation for high standards of business conduct, and

- the need to act fairly as between members of the university.

a duty to exercise independent judgment and not fetter their own discretion.

a duty to exercise reasonable care, skill and diligence (this will include any special skills the Governor has).

a duty to avoid a situation in which the Governor has, or can have, a direct or indirect interest that conflicts, or may conflict, with the interests of the university.

a duty to not accept a benefit from a third party conferred for being a Governor, or for doing (or not doing) anything as Governor.

a duty for the Governor to declare if they are in any way, directly or indirectly, interested in a proposed transaction or arrangement with the university, and the nature and extent of that interest, to the other Governors.

a duty of good faith and loyalty:

- this includes a duty to disclose wrongdoing, and report matters of interest to the university.



- a duty of confidentiality.
- a duty to account for any profit made personally as a result of being a Governor unless such profit was authorised.

Charity law duties

Under charity law a Governor (as a trustee) has the following duties:

A duty not to act as Governor if disqualified under the Charities Act, including if you:

- have an unspent conviction for an offence involving dishonesty or deception (such as fraud).
- are bankrupt or have entered into a formal arrangement (eg an individual voluntary arrangement) with a creditor.
- have been removed as a company director or charity trustee because of wrongdoing.

a duty to ensure the university is carrying out its purposes for the public benefit.

a duty to comply with the university's governing document (its Articles of Association) and the law (including reporting obligations).

a duty to act in the university's best interests.

Under charity law this includes a stricter obligation not to receive any benefit from the university unless it is properly authorised and is clearly in the university's interests.

a duty to manage the university's resources responsibly, which includes:

- making sure the university's assets are only used to support or carry out its purposes.
- avoid exposing the university's assets, beneficiaries or reputation to undue risk.
- not over-committing the university, and
- complying with any restrictions on spending or disposing of assets

a duty to act with reasonable care and skill.

a duty to ensure the university is accountable, which will include:

- Compliance with statutory accounting and reporting requirements.
- Compliance with OfS requirements.
- Taking account of what beneficiaries, supporters and funders say, and
- Ensuring accountability within the university, particularly where the Governing Body has delegated responsibility for particular tasks or decisions.

Feb 2019

Appendix 18

Framework for Governor induction and development

1. Introduction

- 1.1 This framework sets out the university's approach to inducting new Governors and developing Governors to ensure that they are able to contribute effectively to the business of the Governing Body and its committees and understand their responsibilities as directors and trustees.
- 1.2 Induction and development activities will be made available to all Governors (Independent Governors, Staff Governors and the Student Governor) and will be tailored to meet individuals' needs, recognising that Governors have a range of backgrounds and experience. Co-opted members of the Governing Body's committees will also receive induction and development appropriate to their roles.
- 1.3 The framework will be reviewed and updated regularly by the University Secretary's Office.

2. Governor induction

- 2.1 Induction for new Members of the Governing Body is an important aspect of the effectiveness of the Governing Body and its development. Section 5.12 of the CUC's Higher Education Code of Governance states that 'Governing Body members need induction, updates and development which supports understanding of their role and changes in their operating environment.'
- 2.2 An effective induction ensures that Governors and co-opted committee members understand their role, are able to make the most of their skills and experience and may confidently contribute to good decision making and discussions at an early stage of their tenure. The following programme is

intended to assist Governors by providing a comprehensive and targeted induction programme.

- 2.3 The induction of new Governors and co-opted committee members includes:
 - Details of prioritised background reading (see [Appendix 18A](#)).
 - Visits to the university's campuses and key facilities (see [Appendix 18B](#)).
 - Dedicated briefing sessions with key staff on aspects such as the role of the Governing Body and its committees, expectations of Governors, university strategy and finance and other matters. Briefings are aligned to the university's This Is Our Time strategic plan and its sub-strategies and enabling strategies (see [Appendix 18C](#)). Where possible, briefings and campus tours will be arranged for groups of new Governors to develop relationships.
 - Where considered appropriate, the option for a new Governor to be mentored by a more experienced Governor, depending on the new Governor's background and level of board experience. This option will be discussed between the University Secretary and the Chair of the Governing Body prior to the new Governor's start.
- 2.4 The University Secretary will discuss and agree a joint training plan for the Student Governor with the CEO of Greenwich Students' Union (GSU) to ensure that induction activities are co-ordinated with those provided by GSU.
- 2.5 Committee induction: when a Governor or co-opted committee member is appointed to a committee, the University Secretary's Office will arrange a meeting between them and the chair of the committee and briefings by relevant



members of the executive on the main areas of the committee's work (e.g. finances, estates, the audit programme). The latter may be covered by briefing sessions in [Appendix 18C](#) where a Governor is newly appointed and going through the induction programme.

3. Ongoing development

3.1 The ongoing development of Governors and co-opted committee members is essential to ensure that their understanding of the university and the wider HE environment is refreshed and continually updated. It includes the following elements:

3.1.1 Annual review meetings between Governors and the Chair, which provide a formal opportunity to review Governors' individual development needs. The results of reviews will be fed back to the University Secretary to enable appropriate development plans for individual Governors to be put in place.

3.1.2 External events and training. Advance HE runs training and development events for members of university governing bodies. A programme of events is produced annually and will be circulated to Governors to select sessions of particular interest to them. Details of other relevant external events (e.g. by the Committee of University Chairs, the Higher Education Policy Institute and the university's auditors) will also be circulated over the course of the year. Requests to attend external events and training should be submitted to the Governance Support team (governance@greenwich.ac.uk) for bookings to be made; costs will be met by the university.

3.1.3 University events (e.g. lectures, exhibitions) provide an opportunity for Governors to become more familiar with the work of the university, and will be circulated to Governors by the Secretary's Office over the course of the year as details are issued.

3.1.4 Governor development sessions (e.g. tours and presentations before Governing Body/committee meetings or independent of meetings) will be organised by the Secretary's Office to provide Governors with opportunities for briefing, development and training. Normally, this will include two faculty visits and a visit to the Students' Union each year.

3.1.5 The Governor Engagement Framework provides opportunities for Independent Governors to develop their understanding of key strategic areas via a 'link' member of the university's executive.

3.1.6 The Student Governor will be offered meetings with the University Secretary before and after Governing Body meetings to help them prepare for Governing Body meetings and reflect on meetings afterwards, as part of their ongoing development.

3.1.7 Academic Council: there is a standing invitation to all Independent Governors to attend meetings of the Academic Council as observers (up to 1-2 Governors per meeting). Governors will be advised of the dates of Council meetings.

3.2 Governors will also be offered a subscription to Times Higher Education and the opportunity to be added to the university's institutional subscription to WonkHE.

Appendix 18A

New Governor induction background reading

The table below lists key documentation that all Governors are asked to read and use as reference material during their time on the Governing Body. It is suggested that new Governors should prioritise reading the resources in bold.

Internal Resources

Resource	Purpose
This Is Our Time 2021-2030: This is our time: University of Greenwich Strategy 2021- 2030 Documents	The university's strategic plan to 2030, setting out the university's vision and purpose, values and strategic priorities
Sub-strategies and enabling strategies: <ul style="list-style-type: none"> • Student Success: Student Success Sub-strategy Documents University of Greenwich • Research and Knowledge Exchange: Research and Knowledge Exchange Sub-strategy Documents University of Greenwich • Partnerships: Partnerships Sub-strategy Documents University of Greenwich • People: People Sub-strategy Documents University of Greenwich • Estates: Estates Sub Strategy Documents University of Greenwich • Digital: Digital Strategy Documents University of Greenwich 	The six sub-strategies and enabling strategies under the strategic plan, covering Student Success, Research and Knowledge Exchange, Partnerships, People, Estates and Digital.
Financial Statements: Financial Statements Documents University of Greenwich	Financial statements comprising the consolidated financial results of the university and its wholly owned subsidiary companies.
The Governing Body and its committees: University Governing Body About the university University of Greenwich	Information about the Governing Body and its committees, including terms of reference, minutes, members and the Governing Body's Statement of Primary Responsibilities. See also the Governing Body handbook (below).
Governing Body Handbook: Governing Body Handbook Documents University of Greenwich	The Governing Body Handbook is updated annually. It provides details of the operation of Governing Body, its committees and the organisation of the university.
Articles of Association (2025): Articles of Association Documents University of Greenwich	Current and previous versions of the university's Articles of Association. The university is an exempt charity under the Charities Act 2011 and a company limited by guarantee. We are required to operate within our charitable objects (included in the Articles), focused upon the delivery of teaching and research. All Governors are charity trustees of the university and company directors.



Resource	Purpose
For Governors appointed to the Remuneration Committee:	
Senior Staff Remuneration Framework: Senior Staff Remuneration Framework Documents University of Greenwich	The Senior Staff Remuneration Framework is approved by the Governing Body and governs decisions by the Remuneration Committee on the remuneration of senior staff.

External Resources

Resource	Purpose
Committee of University Chairs (CUC) Higher Education Code of Governance (September 2020): Publications - Committee of University Chairs	The HE Code of Governance has been developed by the Committee of University Chairs to support governing bodies in delivering the highest standard of governance. It identifies the key values and elements of an effective governance framework.
Office for Students Regulatory Framework and other regulatory resources: Regulatory resources - Office for Students	Sets out how the Office for Students (OfS) regulates the higher education sector and the conditions that apply to the university as a registered higher education provider.
Office for Students Terms and Conditions of Funding (2025/26): Terms and conditions of funding for 2025-26 - Office for Students	The terms and conditions that apply to the funding received by the university from the OfS.
For Governors appointed to the Remuneration Committee	
CUC Higher Education Senior Staff Remuneration Code (2021): Publications - Committee of University Chairs	The CUC's guidance on the remuneration of senior staff and the publication of information on senior staff remuneration.
For Governors appointed to the Audit and Risk Committee:	
Office for Students Accounts Direction (2019/20 onwards): Regulatory advice 9: Accounts direction - Office for Students	The OfS's requirements for information which universities are required to include in their financial statements.
CUC HE Audit Committees Code of Practice (2020): Publications - Committee of University Chairs	Sets out the CUC's expectations for higher education audit committees, identifying the key principles and elements that form an effective audit committee.

New Governors may also find the following websites useful:

Useful websites	Description
University of Greenwich: Welcome to the University of Greenwich, London	The university's website.
Advance HE: Effective Governance Advance HE	Advance HE is a sector-owned charity whose goals include developing governance and leadership in higher education. Its website includes specific resources for governing bodies.
Committee of University Chairs: Home - Committee of University Chairs	The Committee of University Chairs (CUC) represents the Chairs of UK University Governing Bodies and develops and promotes governance standards for higher education.
Office for Students (OfS): Home - Office for Students	The OfS regulates higher education providers in England.
Universities UK: Universities UK	Universities UK is the representative body of universities which helps to shape the national higher education policy agenda and to support institutions to achieve their objectives.
Higher Education Policy Institute (HEPI): HEPI - The UK's only independent think tank devoted to higher education.	An independent 'think tank' devoted to higher education policy.
WonkHE: Home Wonkhe	A blog and 'think tank' about higher education policy. Provides weekly and daily newsletters on HE policy developments.



Appendix 18B

New Governor induction – campus visits

Tours of the university's campuses and key facilities will be arranged over the course of a new Governor's first six months in office, normally co-ordinated with faculty briefing sessions in [Appendix 18C](#) (e.g. a briefing session followed by a tour).

Greenwich campus

(including Stockwell Street Library, Devonport House, Dreadnought and Students' Union)

Avery Hill campus

Medway campus

(including Natural Resources Institute)

Appendix 18C

New Governor induction – briefing sessions

Briefing sessions for new Governors complement the background reading and will be co-ordinated where possible with campus visits.

Briefing session	Format	Lead	Timeframe	Anticipated duration
Governor support Organisation of and support for Governing Body and committee meetings IT access Introduction to BoardEffect Subscriptions to WonkHE and Times Higher Education	Face to face meeting	Governance Support Manager	First month	1 hour
University governance The role of the Governing Body and its committees Academic and executive committees Wider HE governance and governance standards Internal organisation of the university Roles of the Chair and Vice-Chair Expectations of Governors – conduct at meetings, roles and responsibilities as directors and trustees University safeguarding framework (e.g. Prevent, harassment and sexual misconduct)	Face to face meeting	University Secretary	First two months	1 hour
The university's strategy and direction Introductory meeting with the Vice-Chancellor and Chief Executive Officer This is Our Time 2021-2030 Strategic plan implementation and oversight University's vision and values	Face to face meeting	Vice-Chancellor and Chief Executive Officer	First two months	1 hour



Briefing session	Format	Lead	Timeframe	Anticipated duration
Student Success Student Success sub-strategy NSS Task Force Graduate outcomes and employability Widening access Teaching Excellence Framework	Face to face meeting	Deputy Vice-Chancellor and Provost	First four months	1 hour
Research and Knowledge Exchange Research and Knowledge Exchange sub-strategy Research Excellence Framework Research funding Research partnerships Enterprise and knowledge exchange	Face to face meeting	Deputy Vice-Chancellor (Research and Knowledge Exchange)	First four months	1 hour
Partnerships Partnerships sub-strategy TNE and UK partnerships	Face to face meeting	Executive Director of Marketing and External Relations	First four months	1 hour
People People enabling strategy Staffing configuration Staff development and retention Staff wellbeing	Face to face meeting	Executive Director of People	First four months	1 hour
Estates Estates enabling strategy and capital programme Campus plans Upcoming developments	Face to face meeting	Executive Director of Estates and Facilities	First four months	1 hour
Digital Digital enabling strategy Information architecture VLE and technology enhanced learning Information assets Information security	Face to face meeting	Executive Director and Chief Information Officer	First four months	1 hour

Briefing session	Format	Lead	Timeframe	Anticipated duration
University finances Financial position and outlook Income and expenditure Student recruitment Financial forecasts Sectoral challenges and benchmarking	Face to face meeting	Chief Financial Officer	First four months	1 hour
Strategic risks and strategic KPIs Strategic Risk Register and Governing Body dashboard Strategic KPIs	Face to face meeting	University Secretary and Executive Director of Strategic Planning	First four months	1 hour
Equality, Diversity and Inclusion EDI strategy EDI initiatives Pay gap reporting BAME Awarding Gap Staff networks	Face to face meeting	DVC and Provost, Executive Director of People and chair of EDI Committee	First six months	1 hour
Greenwich Students' Union GSU strategy GSU facilities GSU constitution Student representation	Face to face meeting	GSU Chief Executive	First six months	1 hour
Faculties (four briefings, usually combined with campus tours) Overview of the Faculty Issues and challenges Future plans	Face to face meetings	Relevant PVC and Executive Dean	First six months	1.5 hours for briefing / tour



Training and development	Format	Lead	Timeframe
Information security and data protection <u>Information Security Awareness</u> (University login required)	e-learning package		Within first three months
Equality and diversity <u>Equality and Diversity Essentials</u> (University login required)	e-learning package		Within first six months
Safeguarding <u>Safeguarding Against Extremism</u> (University login required) <u>Safeguarding Essentials</u> (University login required)	e-learning package		Within first six months
Health and Safety training for senior staff The university's expectations on health and safety	Face to face meeting	Associate Director of Health and Safety	Within first 12 months. Training delivered by an external provider is arranged periodically
Check-in with the Chair Check-in point with the Chair to review first six months of being a new governor, including identification of further training/development needs to assist in the role	Informal meeting with Chair	Chair	At the end of first six months of term

Approved by People and Governance Committee

3 June 2025
(updated November 2025)

Appendix 19

Independent governor engagement framework: Guidance

1. Introduction

- 1.1 This guidance for Independent Governors and Vice-Chancellor's Executive (VCE) Contacts relates to the operation of the Independent governor engagement framework.
- 1.2 The purpose of the Engagement Framework is to:
 - Develop Independent Governors' understanding of strategic areas and help them to contribute in an informed way to the Governing Body's discussions;
 - Enrich Independent Governors' experience of being a Governor and support their personal development;
 - Allow strategic areas to benefit from an Independent Governor's informal advice and insights;
 - Develop VCE Contacts' understanding of the Governing Body and enable them to benefit from informal advice and support.

2. Operation

- 2.1 The Engagement Framework is reviewed annually by the People and Governance Committee (PGC). In advance of that, the University Secretary will ask Independent Governors and VCE Contacts for feedback on its operation and the links between Governors and strategic areas.
- 2.2 Normally, an Independent Governor will be linked to one strategic area. Linkages between Independent Governors and strategic areas will take into account Governors' preferences, interests, expertise and development, e.g. discussed during Governors' annual reviews.

2.3 The Engagement Framework is not intended to be a significant demand on the time of Independent Governors or VCE Contacts. The nature and extent of engagement should be discussed between the Independent Governor and the VCE Contact. One or two contact points per term would be typical.

- 2.4 Examples of engagement may include (but are not limited to):
 - Briefings and updates on the strategic area organised by the VCE Contact;
 - Meetings between the Independent Governor and the VCE Contact (potentially also involving other staff/ students);
 - Visits organised by the VCE Contact;
 - Invitations to the Independent Governor to attend relevant events.

Meetings, visits etc. should be arranged through the University Secretary's Office to enable use of the Engagement Framework to be monitored.

- 2.5 Independent Governors are expected to respect the boundaries between governance and management and not become involved in matters relating to the day-to-day management of the university. VCE Contacts should ensure that engagement is not used for lobbying or advocacy.

- 2.6 Any feedback, questions or issues relating to the Engagement Framework should be directed to the University Secretary and the chair of the PGC.

Approved by People and Governance Committee
31 January 2023



Appendix 19A

Independent Governor strategic engagement areas, 2025/26

Strategic area	Independent Governor	VCE Contact
Sub-strategies		
Digital (including Library)	Stuart Sweeney	Paul Butler
Estates	Craig McWilliam Cathryn Buckle	Chris Forster
Partnerships (including marketing and recruitment)	Tricia King	Claire Matthews
People	Elizabeth Sideris Suruinder Birdi	Gail Brindley
Research and Knowledge Exchange	Simon Cook	Andrew Westby
Employability	Murray Orr	Anna McMenamin / Pete Taylor
Other areas		
Alumni and Development	Richard Hicks	Claire Matthews
EDI	Rakesh Patel	Gail Brindley / Vanessa Lemm / Banji Adewumi
Sustainability	Pamela Coles	Andrew Westby / Chris Forster

Appendix 20

Membership of Governing Body Committees 2025-2026

Academic Council	See https://www.gre.ac.uk/docs/rep/vco/academic-council-membership
Audit and Risk	Pamela Coles (Chair) (until 31.01.2026) Peter McDermott (co-opted member) (Chair wef 1.2.2026) Cathryn Buckle Rakesh Patel (wef 13.10.2025) Ameet Sharma (until 13.10.2025)
Finance	Murray Orr (Chair) Simon Cook Jane Harrington Craig McWilliam Rakesh Patel (until 13.10.2025) Stuart Sweeney (Vice-Chair) Nazanin Zand
Honorary Degrees	Richard Hicks (Chair) Peter Garrod (executive member) Jane Harrington Vanessa Lemm (executive member) Craig McWilliam (Vice-Chair) Murray Orr Jas Seehra-Pearce Andrew Westby (executive member)
People and Governance	Tricia King (Chair) Suruinder Birdi Jane Harrington Richard Hicks Craig McWilliam Jas Seehra-Pearce Elizabeth Sideris (Vice-Chair)
Remuneration	Elizabeth Sideris (Chair) Pamela Coles (until 31.01.2026) Richard Hicks Tricia King (Vice-Chair) Craig McWilliam Murray Orr
Major Capital Projects Group	Craig McWilliam (Chair) Cathryn Buckle (Attendee) Christopher Forster (executive member) Jane Harrington Craig McWilliam Tricia King Muray Orr Stuart Sweeney Peter Taylor (executive member) Louise Watson (executive member)



Appendix 21

Governing Body Committees

21.1 Academic Council

21.1.1 Constitution

1.1 The Academic Council is established by the Articles of Association of the university. Subject to the control and approval of the Governing Body, the Academic Council oversees the teaching and research of the university and is responsible for the academic quality and standards of the university.

21.1.2 Scope

2.1 The Academic Council provides regular assurance to the Governing Body that academic governance including the standard of academic awards, the student academic experience and student outcomes are adequate and effective. The Academic Council ensures that the OfS conditions of registration related to access and participation, quality and standards and protecting the interests of students are met and provides this assurance to the Governing Body.

2.2 The Governing Body receives and tests the assurance received from the Academic Council.

2.3 Academic Council has delegated authority to make academic regulations and related policies and procedures which regulate programmes of study and research at the university and matters concerning students.

21.1.3 Membership

The membership shall be as follows:

Ex-Officio (16)

- Vice-Chancellor and Chief Executive Officer (Chair)
- Deputy Vice-Chancellor and Provost
- Deputy Vice-Chancellor (Research and Knowledge Exchange)
- Faculty Pro Vice-Chancellors and Executive Deans (4)
- Chief Operating Officer
- Director of the Natural Resources Institute
- University Secretary (Secretary)
- Executive Director of Marketing and External Relations
- Director of Greenwich Research and Innovation
- Executive Director and Chief Information Officer
- Executive Director of Student and Academic Services
- Chair of the University Research Ethics Board
- Pro Vice-Chancellor Education.

Members appointed by the Vice-Chancellor

(3 or more)

- A Deputy Dean – normally serving for two years in rotation
- An Associate Dean (Student Success) - normally serving for two years in rotation
- An Associate Dean (Research Knowledge Exchange and Partnerships) - normally serving for two years in rotation

- The Vice-Chancellor may appoint additional staff to the Council because of their particular expertise, for a term to be determined by the Vice-Chancellor.

Academic staff members (4)

- 4 members appointed by the Vice-Chancellor from the academic staff (1 from each faculty), appointed for a three year term following a selection process.

Elected student members (4)

- President of Greenwich Students' Union
- 3 other elected sabbatical officers from Greenwich Students' Union

21.1.4 Attendance at meetings

4.1 At the discretion of the Chair, other staff who are not members of the Council may be invited to attend on an ad hoc basis for specific items where their attendance can inform and support the Council.

21.1.5 Delegated authority

The Council is authorised by the Governing Body to approve:

- 5.1 Academic regulations and related policies and procedures governing the programmes of study at the university, the admission, conduct, suspension, exclusion and expulsion of students of the university, and research and knowledge exchange;
- 5.2 Academic awards (excluding honorary awards) to be awarded by the university to students, ensuring the integrity of those awards; also academic prizes or other distinctions including honorary academic titles;
- 5.3 Plans to enhance academic quality (educational or research), monitor quality assurance and improve the student experience. The Council shall monitor the implementation of these plans;

5.4 All educational programmes and collaborative provision including educational partnerships and any validations;

5.5 The arrangements for the regular review of educational programmes and collaborative provision including any student surveys;

5.6 Agreements with other validating and accrediting bodies, including professional institutions;

5.7 Any action plan following an external review e.g., by the Office for Students, the Quality Assurance Agency, a Professional, Regulatory and Statutory Body or UK Research & Innovation;

5.8 Research partnerships and interdisciplinary research centres;

5.9 The terms of reference and membership of any committee of Academic Council or any ad hoc working group or advisory committee;

5.10 A delegation framework identifying where authority to make any of the above decisions is delegated by the Council to Academic Council committees or the Vice-Chancellor; and

5.11 The regular review of the effectiveness of Academic Council and its Committees.

21.1.6 Other duties

The other duties of the Committee shall be to:

6.1 Provide regular assurance to the Governing Body through at least an annual report relating to the Academic Council's responsibilities under 2.1, which should include any significant actions to mitigate risks and to make significant enhancements to academic quality and standards;



6.2 Ensure the university's compliance with OfS requirements related to the Academic Council's remit, including registration conditions relating to access and participation (A conditions), quality and standards (B conditions) and protecting the interests of students (C conditions), and OfS requirements relating to harassment and sexual misconduct (Condition E6);

6.3 Support the development of the University's Strategic Plan and recommend for Governing Body approval any specific academic sub-strategies. In particular, the Council shall keep under review and recommend any changes to the Student Success, Research and Knowledge Exchange and Partnerships sub-strategies. The Strategy Programme Board shall monitor implementation of the academic sub-strategies and the achievement of any related objectives or performance indicators;

6.4 Review any academic regulatory documents (e.g. the university's Student Protection Plan, Degree Outcomes Statement and Access and Participation Plan) where approval by the Governing Body is required and recommend them to the Governing Body;

6.5 Approve the university's Freedom of Speech Code of Practice prior to its approval by the Governing Body, and keep under review the university's arrangements to ensure freedom of speech and academic freedom;

6.6 Review the management of risks and opportunities relating to the university's academic activities and monitor actions taken to minimise those risks or take advantage of opportunities;

6.7 Report and make recommendations to the Governing Body on any significant academic and related matters, including

any matters referred to the Academic Council by the Governing Body;

6.8 Ensure active consideration of equality, diversity, inclusion and sustainability in the conduct of the Committee's business.

21.1.7 Standing orders

7.1 Academic Council must adhere to the Standing Orders for Academic and Executive Committees.

7.2 Academic Council shall normally meet four times each academic year. Additional meetings may be called by the chair as necessary.

Approved by the Governing Body

24 June 2025

21.2 Audit & Risk Committee

21.2.1 Constitution

1.1 The Governing Body has established a Committee of the Governing Body known as the Audit and Risk Committee.

21.2.2 Scope

2.1 It is the role of the Audit and Risk Committee to advise and assist the Governing Body in respect of the entire assurance and control environment of the institution.

21.2.3. Membership

3.1 The Audit and Risk Committee must consist of members with no executive responsibility for the management of the institution. There shall be no fewer than three members and not more than six members, comprising:

- Up to five Independent Governors who are not members of the Finance Committee. An Independent Governor shall be appointed Chair of the Committee and another Independent Governor as Vice-Chair;

- Optionally, one independent co-opted member who is not a Governor with experience relevant to the Committee's remit may be appointed from outside the university.

A quorum shall be at least three members. The Chair of the Governing Body and Chair of the Finance Committee should not be members of the Audit and Risk Committee. Members should not have significant interests in the institution.

3.2 At least one member should have recent relevant experience in finance, accounting or auditing.

21.2.4 Attendance at meetings

4.1 The Chief Financial Officer, representative(s) of the internal auditors and representative(s) of the external auditors shall normally attend meetings where business relevant to them is to be discussed. Other staff may be invited to attend for specific items where their attendance can inform and support the Committee. The Committee has the right, whenever it is satisfied that this is appropriate, to go into confidential session and exclude any or all other participants and observers other than the Audit and Risk Committee Secretary.

21.2.5 Frequency and format of meetings

5.1 Meetings shall normally be held four times each financial year. The external auditors or internal auditors may request additional meetings if they consider it necessary. Additional meetings may be called by the Chair of the Committee as required.

5.2 The Committee may meet in person, by virtual means or through a combination of in-person and virtual attendance. The Committee may also decide matters by email circulation. In between meetings of the Committee, the Chair of the Committee is empowered to decide matters falling within the Committee's

remit by chair's action; matters decided by chair's action shall be reported to the next meeting of the Committee.

21.2.6 Delegated authority

6.1 The Committee is authorised by the Governing Body to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to cooperate with requests made by the Committee.

6.2 The Committee is authorised by the Governing Body to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Vice-Chancellor and/or Chair of the Governing Body, within such limits of expenditure as may be specified by the Governing Body.

6.3 The Audit and Risk Committee is authorised by the Governing Body to approve:

- 6.3.1 The annual fees and work plans of the internal and external auditors, including any non-audit services;
- 6.3.2 The signing of letters of engagement with the external and internal auditors;
- 6.3.3 The accounting policies for the group financial statements;
- 6.3.4 The filing of unaudited accounts with CompaniesHouse where permitted by the Companies Act 2006;
- 6.3.5 The university's policies on fraud and irregularity (including bribery and money laundering) and public interest disclosure;



6.3.6 Any confirmation required in relation to the university's Transparent Approach to Costing (TRAC) return.	consider major findings of internal audit investigations and management response; and promote coordination between the internal and external auditors. The Committee will ensure that the resources made available for internal audit are enough to meet the university's needs (or make a recommendation to the Governing Body as appropriate).	and where appropriate the Office for Students – have been informed.	with the relevant terms and conditions of funding (OfS condition of registration G2).
6.4 The Audit and Risk Committee will review the audit of the draft annual financial statements. These aspects will include the external audit opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the external auditors' management letter. The Committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control system has been reviewed, and comment on this in its annual report to the Governing Body.	7.6 Keep under review the effectiveness of the risk management, culture, control and governance arrangements and review the external auditors' management letter, the internal auditors' reports and recommendations and management responses, and the internal auditors' annual report.	7.10 Oversee the university's policies on fraud and irregularity (including bribery and money laundering) and public interest disclosure, including being notified of any action taken under these policies.	7.15 Monitor annually the performance and effectiveness of the external and internal auditors, including any matters affecting their objectivity, and make recommendations to the Governing Body concerning their reappointment, where appropriate.
	7.7 With respect to risk:	7.11 Satisfy itself that suitable arrangements are in place to ensure the sustainability of the university and to promote economy, efficiency and effectiveness. This may include consideration of arrangements that:	7.16 Monitor other relevant sources of assurance, for example other external reviews.
	<ul style="list-style-type: none"> Consider the Strategic Risk Register and risk map to report to the Governing Body that the executive's assessment of key strategic risks is appropriate and in line with Governing Body's appetite for risk; Report to the Governing Body that controls and plans to mitigate risks are appropriate; Receive presentations on the university's significant strategic risks and their management; Consider new and emerging risks and report on them to the Governing Body; Review the university's risk management framework (Statement of Risk Appetite, Risk Management Policy and Risk Management Guidance) every two years or more frequently as necessary and recommend any changes to the Governing Body. 	<ul style="list-style-type: none"> support the culture and behaviour that is prevalent within the university; ensure the effective management of conflicts of interest; and enable the appointment of 'fit and proper persons' to the Governing Body and senior executive positions. <p>With respect to culture and behaviour, the Committee shall liaise with the People and Governance Committee (PGC) to enable the Committee to derive assurance from the (PGC) without duplicating work.</p>	7.17 Consider elements of 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 Office for Students' accounts directions.
	7.8 Monitor the implementation of agreed audit-based recommendations from whatever source.	7.12 Satisfy itself that effective arrangements are in place to ensure appropriate and accurate data returns are made to external stakeholders and regulatory bodies, including the Designated Data Body of the Office for Students (OfS condition of registration F4).	7.18 Review any returns required by the Office for Students in relation to compliance with the Prevent statutory duty and confirm the integrity of institutional quality arrangements prior to recommendation to the Governing Body for approval.
	7.9 Ensure that all significant losses have been thoroughly investigated and that the internal and external auditors –	7.13 Receive any relevant reports from the National Audit Office and the Office for Students and other organisations.	7.19 Review the university's annual Anti-Slavery and Human Trafficking Statement for recommendation to the Governing Body for approval.
		7.14 Consider any matters raised by the external auditors regarding whether public grant funding (including funding from the OfS and UK Research and Innovation) has been properly applied for its specified purpose and in accordance	7.20 Receive a six-monthly report on legal cases (including employment tribunals).
			7.21 In the event of the merger or dissolution of the university, ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.
			21.2.8 Reporting procedures
			8.1 The minutes of meetings of the Audit and Risk Committee will be circulated to all members of the Governing Body.



8.2 The Committee will prepare an annual report covering the university's financial year and any significant issues up to the date of preparing the report. The report will be addressed to the Governing Body and Vice-Chancellor and will summarise the activity for the year. It will give the Committee's opinion of the adequacy and effectiveness of the institution's arrangements for the following:

- risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts); and
- sustainability, economy, efficiency and effectiveness.

8.3 This opinion should be based on the information presented to the Committee. The Audit and Risk Committee annual report should normally be submitted to the Governing Body before the members' responsibility statement in the annual financial statements is signed. The report will usually be published after consideration by the Governing Body.

21.2.9 Secretarial arrangements

9.1 The secretary to the Audit and Risk Committee will be the University Secretary (or another appropriate independent individual).

21.2.10 Review

10.1 The Audit and Risk Committee will review its terms of reference annually and as necessary and recommend any necessary changes to the Governing Body, having liaised with the People and Governance Committee over any significant changes.

10.2 The Committee will review its own effectiveness annually and in greater depth at a minimum of every three years. Reviews may be performed as part of a wider governance effectiveness review.

Approved by Governing Body

25 June 2025

21.3 Finance Committee

21.3.1 Constitution

1.1 The Governing Body has established a Committee of the Governing Body known as the Finance Committee.

21.3.2 Scope

2.1 It is the role of the Finance Committee to oversee the university's financial strategic direction and the implementation of the Estates Strategy and ensure the university's financial sustainability.

21.3.3 Membership

3.1 All members of the Finance Committee and its Chair shall be appointed by the Governing Body. There shall be no fewer than five members and not more than seven members, comprising:

- An Independent Governor who is not the Chair of the Governing Body (to act as Chair);
- The Vice-Chancellor;
- The Chair of the Governing Body
- Between two and four other Governors. A member who is an Independent Governor and not Chair of the Governing Body shall be appointed vice-chair of the Committee

No member of the Committee may also be a member of the Audit and Risk Committee. A quorum shall be at least three members.

3.2 Members of the Committee shall normally be appointed to the Committee for a term of three years and are eligible for re-appointment. Membership shall cease on expiry of the member's term of office on the Governing Body.

21.3.4 Attendance at meetings

4.1 The Chief Financial Officer, the Chief Operating Officer, the Deputy Vice-Chancellors, the Executive Director of Estates and Facilities and the University Secretary shall normally attend meetings but are not members of the Committee. Other staff may be invited to attend for specific items where their attendance can inform and support the Committee.

21.3.5 Frequency and format of meetings

5.1 Meetings shall normally be held at least four times each financial year. Additional meetings may be called by the Chair of the Committee as required.

5.2 The Committee may meet in person, by virtual means or through a combination of in person and virtual attendance. The Committee may also decide matters by email circulation. In between meetings of the Committee, the Chair of the Committee is empowered to decide matters falling within the Committee's remit by chair's action; matters decided by chair's action shall be reported to the next meeting of the Committee.

21.3.6 Delegated authority

Under the Governing Body Delegation Framework, the Committee is authorised by the Governing Body to approve:

- 6.1 The university's Treasury Management Policy and Long Term Investment Policy;
- 6.2 The appointment of the university's bankers and investment managers;
- 6.3 Short-term working capital loans/ overdrafts;
- 6.4 Charitable trusts or other charitable legal entities;
- 6.5 The formation and dissolution of subsidiary companies and their relationship with the university. Make decisions that fall to the university, e.g. nominating directors;
- 6.6 The Estates masterplan;
- 6.7 The granting of interests in land or property by way of licences, easements or wayleaves;
- 6.8 Within the limits specified in the Governing Body Delegation Framework, approve or recommend to the Governing Body:
 - 6.8.1 In year budget increases or virements;
 - 6.8.2 The university acting as trustee or manager for and in relation to endowments, legacies or gifts;
 - 6.8.3 The sale/purchase of shareholding in or a loan to or guarantee or grant in respect of a university subsidiary company or spin out company;



- 6.8.4 Gifts from one source whether financial or in kind;
- 6.8.5 The writing off of debts;
- 6.8.6 The procurement or sale of goods or services;
- 6.8.7 The disposal of assets other than land or buildings;
- 6.8.8 Individual research or knowledge exchange contracts at the signing stage;
- 6.8.9 Business cases and capital projects planned for in the capital budget;
- 6.8.10 New business cases and capital projects not planned for in the capital budget;
- 6.8.11 Capital cost overruns.

21.3.7 Other duties

The other duties of the Committee shall be to:

- 7.1 Oversee the university's financial strategic direction and implementation of the Estates Strategy and recommend any changes to the Governing Body;
- 7.2 Ensure the university's financial viability and sustainability in compliance with Condition D of the OfS Regulatory Framework;
- 7.3 Review and make recommendations to the Governing Body on:
 - 7.3.1 The requirements of funding bodies and regulators, including the approval of the Financial Return to the Office for Students (OfS);

- 7.3.2 The annual budget of the university including the university's capital budget;
- 7.3.3 Funding for Greenwich Students' Union (GSU) included in the university's annual budget;
- 7.3.4 The university's annual Report and Financial Statements;
- 7.3.5 The university's five year financial plan supporting the OfS Financial Return;
- 7.3.6 The acquisition or disposal of any land or property including leases;
- 7.3.7 Capital finance/borrowing including decisions to mortgage or charge assets and any ancillary or incidental financial instruments;
- 7.3.8 Any proposal to loan money
- 7.3.9 The long-term capital plan;
- 7.3.10 Pension schemes and material changes to pension schemes;
- 7.3.11 The giving of guarantees.
- 7.4 Monitor the university's financial performance against budgets and review the quarterly financial outlook, including assessment of risks and opportunities;
- 7.5 Monitor the capital plan and the cash/liquidity impact;
- 7.6 Monitor the university's banking covenants;
- 7.7 Monitor the levels of non-regulatory tuition fees and accommodation fees payable by students;

- 7.8 Monitor the financial aspects of the pension schemes available to university staff;
- 7.9 Monitor the finances of GSU and review its audited annual report and accounts;
- 7.10 Monitor the subsidiary companies of the university;
- 7.11 Monitor investments held by the university and the returns thereon;
- 7.12 Monitor the insurance arranged to cover the university's property and liabilities.

21.3.8 Reporting procedures

- 8.1 The minutes of the Committee will be circulated to all members of the Governing Body.

21.3.9 Secretarial arrangements

- 9.1 The secretary to the Committee will be the University Secretary or their nominee.

21.3.10 Review

- 10.1 The Committee will review its terms of reference annually and as necessary and recommend any changes to the Governing Body, having liaised with the People and Governance Committee over any significant changes.
- 10.2 The Committee will review its own effectiveness annually and in greater depth at a minimum of every three years. Reviews may be performed as part of a wider governance effectiveness review.

Approved by the Governing Body

24 June 2025

21.4 Honorary Degrees Committee

21.4.1 Constitution

- 1.1 The Governing Body has established a Committee of the Governing Body known as the Honorary Degrees Committee.

21.4.2 Scope

- 2.1 The role of the Honorary Degrees Committee is to oversee the university's policy on honorary awards and to determine whether nominations for honorary awards should be recommended to the Governing Body for approval.

21.4.3 Membership

- 3.1 There shall be no fewer than six members and not more than eight members, comprising:
 - The Chair of the Governing Body;
 - The Vice-Chair of the Governing Body;
 - One other Independent Governor;
 - One other Staff Governor
 - The Vice-Chancellor and Chief Executive Officer;
 - The Deputy Vice-Chancellor and Provost;
 - The Deputy Vice-Chancellor (Research and Knowledge Exchange);
 - The University Secretary.



3.2 The other Independent Governor and other Staff Governor members shall be appointed by the People and Governance Committee for a term of three years and are eligible for re-appointment. Membership shall cease on expiry of the member's term of office on the Governing Body. The chair and vice-chair of the Committee shall be appointed by the Governing Body from among the Independent Governors on the Committee. A quorum shall be three members, at least two of whom must be Governors.

21.4.4 Attendance at meetings

4.1 Other staff may be invited to attend for specific items where their attendance can inform and support the Committee.

21.4.5 Frequency and format of meetings

5.1 Meetings shall normally be held at least once each financial year. Additional meetings may be called by the Chair of the Committee as required.

5.2 The Committee may meet in person, by virtual means or through a combination of in person and virtual attendance. The Committee may also decide matters by email circulation. In between meetings of the Committee, the Chair of the Committee is empowered to decide matters falling within the Committee's remit by chair's action; matters decided by chair's action shall be reported to the next meeting of the Committee.

21.4.6 Delegated authority

Under the university's Delegation Framework, the Committee is authorised by the Governing Body to:

- 6.1 Oversee the university's policy on honorary awards (including the criteria for awards).
- 6.2 Consider nominations for honorary awards against the university criteria and determine whether to:
 - Reject the nomination;
 - Carry it over for consideration at a future meeting; or
 - Recommend the nomination to the Governing Body for approval
- 6.3 Where the Committee agrees to recommend a nomination to the Governing Body for approval, the Committee shall determine the appropriate category of the award to be offered;
- 6.4 Approve policies and procedures for the revocation of honorary awards

21.4.7 Other duties

The other duties of the Committee shall be to:

- 7.1 Ensure that there is no devaluation of standards for University of Greenwich honorary awards.
- 7.2 Ensure that appropriate due diligence procedures are in place relating to nominations for honorary awards.
- 7.3 Consider whether to recommend to the Governing Body that an honorary award should be revoked where an honorary graduate, through behaviour or actions

after their award, brings the university into disrepute or conflicts with the university's mission, values and principles.

21.4.8 Reporting procedures

- 8.1 The minutes of the Committee will be circulated to all members of the Governing Body.

21.4.9 Secretarial arrangements

- 9.1 The secretary to the Committee will be the University Secretary or their nominee.

21.4.10 Review

- 10.1 The Committee will review its terms of reference annually and as necessary and recommend any changes to the Governing Body, having liaised with the People and Governance Committee over any significant changes.
- 10.2 The Committee will review its own effectiveness annually and in greater depth at a minimum of every three years. Reviews may be performed as part of a wider governance effectiveness review.

Approved by the Governing Body

15 April 2025

21.5 People and Governance Committee

21.5.1 Constitution

- 1.1 The Governing Body has established a Committee of the Governing Body known as the People and Governance Committee (PGC).

21.5.2 Scope

- 2.1 It is the role of the PGC to:
 - Oversee succession planning for the Governing Body and its committees;
 - Oversee Governing Body and committee membership issues, including recruitment, membership, performance review and terms of office;
 - Make recommendations to the Governing Body for appointments to the Governing Body;
 - Appoint members of Governing Body committees;
 - Provide governance oversight for strategic staffing matters;
 - Keep under review the effectiveness of the Governing Body and its committees and ensure the university's compliance with relevant governance codes and requirements.

21.5.3 Membership

- 3.1 All members of the PGC and its Chair shall be appointed by the Governing Body. There shall be no fewer than five members and not more than eight members, comprising:

- An Independent Governor who is not the Chair of the Governing Body (to act as Chair);
- The Chair of the Governing Body;
- The Vice-Chancellor;
- Between two and four other Governors, at least one of whom should be a Staff Governor;
- Optionally, an independent co-opted member who is not a Governor with experience relevant to the Committee's remit may be appointed from outside the university.



A quorum shall be at least three members.

3.2 Members of the Committee shall normally be appointed to the Committee for a term of three years and are eligible for re-appointment. Membership shall cease on expiry of the member's term of office on the Governing Body.

21.5.4 Attendance at meetings

4.1 The Executive Director of People and the University Secretary shall normally attend meetings but are not members of the Committee. Other staff may be invited to attend for specific items where their attendance can inform and support the Committee.

21.5.5 Frequency and format of meetings

5.1 Meetings shall normally be held at least three times each financial year. Additional meetings may be called by the Chair of the Committee as required.

5.2 The Committee may meet in person, by virtual means or through a combination of in person and virtual attendance at the discretion of the Chair. The Committee may also decide matters by email circulation. In between meetings of the Committee, the Chair of the Committee is empowered to decide matters falling within the Committee's remit by chair's action; matters decided by chair's action shall be reported to the next meeting of the Committee.

21.5.6 Delegated authority

Under the Governing Body Delegation Framework, the Committee is authorised by the Governing Body to approve:

6.1 The recruitment process for appointing Governors and co-opted committee members;

6.2 The appointment of members (including co-opted members) to Governing Body committees;

6.3 The process for the induction and ongoing development of Governors and co-opted members of Governing Body committees;

6.4 The process for the performance review of Governors and co-opted members of Governing Body committees;

6.5 The recruitment and appointment of any board apprentices to the Governing Body;

6.6 Internal and external reviews of governance effectiveness and oversee reviews.

21.5.7 Other duties

The other duties of the Committee shall be to:

7.1 Nominations

Governor selection and appointment:

7.1.1 Review the criteria for appointments from time to time, having regard to Governing Body policy, and formulate the recruitment process for Governors;

7.1.2 Review and make recommendations to the Governing Body regarding the role descriptions of Governors, the Vice-Chancellor, the Chair and Vice-Chair of the Governing Body, the Senior Independent Governor and co-opted members of Governing Body committees;

7.1.3 Consider candidates and make recommendations to the Governing Body for the appointment of new Governors;

7.1.4 Oversee succession planning for the Governing Body and committees; keep under continuous review the overall profile of the membership of the Governing Body and committees with particular regard to skills and competencies and diversity;

7.1.5 Ensure that considerations of skills and competencies and diversity are reflected in recommended appointments to the Governing Body and its committees;

Induction, development and committee membership:

7.1.6 Review the composition of the Governing Body and committees to ensure they contain members of the highest calibre with the appropriate skills, competencies and experience necessary for good governance;

7.1.7 Make appointments to the Governing Body's committees and keep under review the length of service on committees, in consultation with the chair of the relevant committee;

7.1.8 Formulate the recruitment process for co-opted members of committees, to consider candidates for co-opted membership and appoint new co-opted members in consultation with the chair of the relevant committee;

7.1.9 Make recommendations to the Governing Body regarding the appointments of chairs and vice-chairs of committees and the Senior Independent Governor (if not the chair of the People and Governance Committee);

7.1.10 Make recommendations to the Governing Body regarding the appointment of the Chair and Vice-Chair of the Governing Body and the process for appointing the Chair and Vice-Chair;

7.1.11 Review the induction arrangements for new Governing Body and committee members and check their efficacy;

7.1.12 Oversee the continuing development of Governing Body and committee members, including the Independent Governor Engagement Framework;

7.1.13 Oversee the recruitment of Governing Body and committees to ensure they contain members of the highest calibre with the appropriate skills, competencies and experience necessary for good governance;

Performance review and terms of office:

7.1.14 Determine whether to recommend to the Governing Body that Governors should be offered a further term of office subject to satisfactory performance and the requirements of the university's Articles of Association;

7.1.15 Agree the process for the performance review of Governors and co-opted members of committees and discuss the outcomes of reviews;

7.1.16 Consider succession arrangements for the chairs of committees, the Senior Independent Governor, the Vice-Chair and the Chair of the Governing Body;



7.2 People

7.2.1 Consider progress on the university's People Strategy and EDI strategic action plan and recommend any changes to the Governing Body;

7.2.2 Monitor the development of the university's human resources policy framework;

7.2.3 Consider matters of strategic significance concerning employment;

7.2.4 Monitor compliance with employment legislation and policy;

7.2.5 Make recommendations to the Governing Body on the process for appointing the Vice-Chancellor.

7.3 Governance

7.3.1 Keep under review the effectiveness of the Governing Body and its committees;

7.3.2 Agree and oversee and review the results of internal and external effectiveness reviews of the Governing Body and committees;

7.3.3 Ensure the university's compliance with the Higher Education Code of Governance issued by the Committee of University Chairs (CUC) and other relevant governance codes. Ensure the university's Articles of Association and governance are compliant with the governance requirements of the Office for Students (OfS registration conditions E1-E2);

7.3.4 Keep under review the university's Articles of Association, the Governing Body's statement of primary responsibilities and the university's Delegation Framework and recommend changes to the Governing Body. Consult with other relevant committees over changes to the Delegation Framework;

7.3.5 Keep under review the Code of Conduct for Governors, the Procedure for Investigating Allegations Against Governors and other governance policies relating to the Governing Body and its committees and recommend changes to the Governing Body;

7.3.6 Keep under review the composition and terms of reference of the Governing Body's committees. The Committee should be consulted on any significant changes to committee composition and terms of reference before changes are recommended by the relevant committee to the Governing Body.

21.5.8 Reporting procedures

8.1 The minutes of the Committee will be circulated to all members of the Governing Body.

21.5.9 Secretarial arrangements

9.1 The secretary to the Committee will be the University Secretary or their nominee.

21.5.10 Review

10.1 The Committee will review its terms of reference annually and as necessary and recommend any necessary changes to the Governing Body.

10.2 The Committee will review its own effectiveness annually and in greater depth at a minimum of every three years. Reviews may be performed as part of a wider governance effectiveness review.

Approved by Governing Body

24 June 2025

21.6 Remuneration Committee

20.6.1 Constitution

1.1 The Governing Body has established a Committee of the Governing Body known as the Remuneration Committee.

21.6.2 Scope

2.1 It is the role of the Remuneration Committee to oversee and implement the university's policy on the remuneration of Senior Staff, the Senior Staff Remuneration Framework. The Senior Staff Remuneration Framework specifies the Senior Staff who fall within the remit of the Committee.

21.6.3. Membership

3.1 All members of the Remuneration Committee and its Chair shall be appointed by the Governing Body and must consist of members with no executive responsibility for the management of the institution. There shall be no fewer than five members and not more than seven members, comprising:

- An Independent Governor who is not the Chair or Vice-Chair of the Governing Body (to act as Chair);
- The Chair of the Governing Body;
- The Chair of the Audit and Risk Committee;
- The Chair of the Finance Committee;
- Between one and three other Independent Governors.

A quorum shall be at least three members.

3.2 Members of the Committee shall normally be appointed to the Committee for a term of three years and are eligible for re-appointment. Membership shall cease on expiry of the member's term of office on the Governing Body.

21.6.4. Attendance at meetings

4.1 The Vice-Chancellor and Chief Executive Officer, the Executive Director of People and the University Secretary will normally attend meetings to inform and support the Committee (e.g., in the case of the Vice-Chancellor and Chief Executive Officer, to contribute to discussion about the performance and remuneration of Senior Staff other than the Vice-Chancellor). Other staff may be invited to attend for specific items where their attendance can inform and support the Committee. Attendees are not members of the Committee. No attendee shall play any part in deciding their own remuneration and attendees shall not be present when their own performance and remuneration are being discussed.

21.6. 5. Frequency of meetings

5.1 Meetings shall normally be held at least once each financial year. Additional meetings may be called by the Chair of the Committee as required.

5.2 The Committee may meet in person, by virtual means or through a combination of in person and virtual attendance at the discretion of the Chair. The Committee may also decide matters by email circulation. In between meetings of the Committee, the Chair of the Committee is empowered to decide matters falling within the Committee's remit by chair's action; matters decided by chair's action shall be reported to the next meeting of the Committee.



21.6.6. Delegated authority

6.1 The Committee is authorised by the Governing Body to determine the remuneration, terms and conditions and any severance payments of the Vice-Chancellor and Chief Executive Officer and other Senior Staff as specified in the Senior Staff Remuneration Framework. The Committee shall ensure that the remuneration reflects each individual's performance and contribution.

21.6.7 Other duties

The other duties of the Committee shall be to:

7.1 Oversee the Senior Staff Remuneration Framework and review it at least annually, recommending any changes to the Governing Body. In so doing, the Committee shall:

- Keep under review developments in senior staff remuneration in the higher education sector and other relevant sectors, ensuring the competitiveness of the university's approach;
- Ensure the university's compliance with all relevant codes of practice and requirements, including the Higher Education Senior Staff Remuneration Code issued by the Committee of University Chairs (CUC) and the requirements of the Office for Students.

7.2 Oversee the pensions policy for Senior Staff and recommend changes to the Governing Body.

7.3 Consider the objectives set for the Vice-Chancellor and Chief Executive Officer and other Senior Staff in the annual appraisal round.

7.4 Provide the Governing Body each year with a Remuneration Annual Report and Statement summarising remuneration decisions by the Committee in the preceding financial year, in accordance with the CUC's Higher Education Senior Staff Remuneration Code. The Report and

Statement shall be published following approval by the Governing Body.

7.5 Review the remuneration disclosures proposed to be included in the university's annual financial statements prior to their consideration by the Governing Body, ensuring that the disclosures meet the requirements of the Office for Students' Accounts Direction.

21.6.8 Reporting procedures

8.1 Due to the confidentiality of its deliberations, minutes of the Committee's meetings will not normally be circulated to the Governing Body.

8.2 As indicated (see 7.3), the Committee will provide the Governing Body with a Remuneration Annual Report and Statement summarising remuneration decisions in the preceding financial year, for publication following approval by the Governing Body.

21.6.9 Secretarial arrangements

9.1 The secretary to the Remuneration Committee will be the Executive Director of People or their nominee.

21.6.10 Review

10.1 The Remuneration Committee will review its terms of reference annually and as necessary and recommend any necessary changes to the Governing Body, having liaised with the People and Governance Committee over any significant changes.

10.2 The Committee will review its own effectiveness annually and in greater depth at a minimum of every three years. Reviews may be performed as part of a wider governance effectiveness review.

Approved by the Governing Body

25 November 2025

21.7 Major Capital Projects Group

(Although not a committee but an advisory group, the terms of reference are included for completeness).

21.7.1 Constitution

1.1 The Governing Body has established a Major Capital Projects Group to enable informal liaison between the executive and Governors over major capital projects.

21.7.2 Scope

2.1 The Group exists to provide a forum for informal engagement and discussion over major capital projects, allowing the executive to brief Governor members about projects and Governors to provide advice, input and constructive challenge.

2.2 The Vice-Chancellor shall recommend to the chair of the Group which major capital projects shall be considered by the Group and how often projects should be considered, taking into account key decision points and milestones related to projects. It is envisaged that the Group's focus will be on large-scale, long-term, strategically significant projects involving major expenditure (e.g. redevelopment of Devonport House; Medway Engineering Building)

21.7.3 Membership

3.1 The initial membership shall be as follows:

Governors

- Chair of the Finance Committee
- Chair of the Governing Body
- 2 x other Independent Governors

Executive

- Vice-Chancellor
- Chief Financial Officer
- Chief Operating Officer
- Director of Estates & Facilities

3.2 The two other Independent Governor members shall be appointed by the chair of the Governing Body. The chair of the Group shall be an Independent Governor appointed by the Chair of the Governing Body.

21.7.4 Attendance at meetings

4.1 The Deputy Director of Estates and Facilities shall attend meetings. At the discretion of the chair, staff who are not members of the Group may be invited to attend on an ad hoc basis for specific items where their attendance can inform and support the Group.

21.7.5 Delegated authority

5.1 The Group's role is advisory; it is not a committee of the Governing Body and has no decision making powers. The approval of major capital projects is the responsibility of the Finance Committee and Governing Body in accordance with the university Delegation Framework. The Group shall feed back to the Finance Committee and Governing Body (as appropriate) any issues which it believes should be brought to their attention.

21.7.6 Other duties

The other duties of the Group shall be to:

6.1 Provide a forum for informal engagement and discussion between Governors and the executive over major capital projects;



- 6.2 Ensure alignment over the prioritisation of major capital projects within the context of the wider Estates Strategy and the strategic plan;
- 6.3 Review proposals related to major capital projects prior to their consideration by the Finance Committee and Governing Body;
- 6.4 Consider the governance, project delivery capability, risks and funding of major capital projects;
- 6.5 Ensure engagement at key decision points/gateways relating to major capital projects;
- 6.6 Provide updates on ongoing major capital projects on an exception basis, focusing on the management of risks and issues.

Approved by the Governing Body
July 2024
(updated January 2025)

Appendix 22

2025-2026 Governing Body and Committees calendar

Committee	Time	Day	Date	Agenda papers deadline	Latest VCE review meeting	Agenda papers circulation
Additional Governing Body	5.00 – 6.00 pm	Wednesday	24 Sept 2025	N/a	N/a	17 Sept 2025
Audit and Risk	5.00 – 7.00 pm	Monday	29 Sept 2025	15 Sept 2025	22 Sept 2025	22 Sept 2025
People and Governance	10 am – 12 noon	Wednesday	1 Oct 2025	17 Sept 2025	22 Sept 2025	24 Sept 2025
Academic Council	3.00 – 5.00 pm	Wednesday	1 Oct 2025	17 Sept 2025	22 Sept 2025	24 Sept 2026
Governing Body strategy discussion followed by business meeting	2.00 – 4.30 pm 5.00 – 7.00 pm	Tuesday	14 Oct 2025	30 Sept 2025	6 Oct 2025	7 Oct 2025
Remuneration	10 am – 2.30 pm	Tuesday	28 Oct 2025	14 Oct 2025	N/a	21 Oct 2025
Finance	4.30 – 6.30 pm	Monday	10 Nov 2025	27 Oct 2025	3 Nov 2025	3 Nov 2025
Audit and Risk	4.30 – 7.00 pm	Monday	17 Nov 2025	3 Nov 2025	10 Nov 2025	10 Nov 2025
Governing Body development session/Faculty visit followed by Governing body	2.30 – 4.30 pm 5.00 – 7.00 pm	Tuesday	25 Nov 2025	11 Nov 2025	17 Nov 2025	18 Nov 2025
Additional Governing Body	4.00 – 6.00 pm	Monday	15 Dec 2025	N/a	N/a	8 Dec 2025
Additional Governing Body	4.00 – 6.00 pm	Tuesday	20 Jan 2026	N/a	N/a	12 Jan 2026
Audit and Risk	5.00 – 7.00 pm	Monday	26 Jan 2026	12 Jan 2026	19 Jan 2026	19 Jan 2026
Academic Council	3.00 – 5.00 pm	Wednesday	28 Jan 2026	14 Jan 2026	19 Jan 2026	21 Jan 2026
Finance	4.30 – 6.30 pm	Monday	2 Feb 2026	19 Jan 2026	26 Jan 2026	26 Jan 2026
People and Governance	3.00 – 5.00 pm	Tuesday	3 Feb 2026	20 Jan 2026	26 Jan 2026	27 Jan 2026



Committee	Time	Day	Date	Agenda papers deadline	Latest VCE review meeting	Agenda papers circulation
Honorary Degrees Committee	2.00 – 4.00 pm	Friday	6 Feb 2026	21 Jan 2026	N/a	30 Jan 2026
Governing Body development session / Faculty visits followed by Governing Body	2.00 – 4.30 pm 5.00 – 7.00 pm	Tuesday	24 Feb 2026	9 Feb 2026	16 Feb 2026	17 Feb 2026
Audit and Risk	5.00 – 7.00 pm	Monday	16 Mar 2026	2 Mar 2026	9 Mar 2026	9 Mar 2026
Academic Council	3.00 – 5.00 pm	Wednesday	18 Mar 2026	4 Mar 2026	9 Mar 2026	11 Mar 2026
Finance	4.30 – 6.30 pm	Monday	30 Mar 2026	16 Mar 2026	23 Mar 2026	23 Mar 2026
Governing body strategy day followed by business meeting	10.00 am – 4.30 pm 5.00 – 7.00 pm	Tuesday	21 Apr 2026	7 Apr 2026	13 Apr 2026	14 Apr 2026
Finance	4.30 – 6.30 pm	Monday	1 June 2026	18 May 2026	26 May 2026 (If VCE on Tuesday)	26 May 2026
People and Governance	3.00 – 5.00 pm	Tuesday	2 June 2026	19 May 2026	26 May 2026 (If VCE on Tuesday)	26 May 2026
Audit and Risk	5.00 – 7.00 pm	Monday	8 June 2026	26 May 2026	1 June 2026	1 June 2026
Academic Council	3.00 – 5.00 pm	Wednesday	10 Jun 2026	27 May 2026	1 June 2026	3 Jun 2026
Governing Body Development session / Faculty visits followed by Governing Body Followed by annual Governing Body dinner	2.45 pm – 4.45 pm 5.00 – 7.00 pm 7.00 – 10.00 pm	Tuesday	23 Jun 2026	9 Jun 2026	16 Jun 2026	16 Jun 2026

Bank Holidays

Good Friday
Friday, 3 April 2026

Easter Monday
Monday, 6 April 2026

May Day
Monday, 4 May 2026

Spring Bank Holiday
Monday, 25 May 2026

Term Dates

Welcome week:
15 September 2025 -19 September 2025

Autumn Teaching:
22 September 2025 – 12 December 2025

Spring Teaching:
12 January 2026 – 2 April 2026

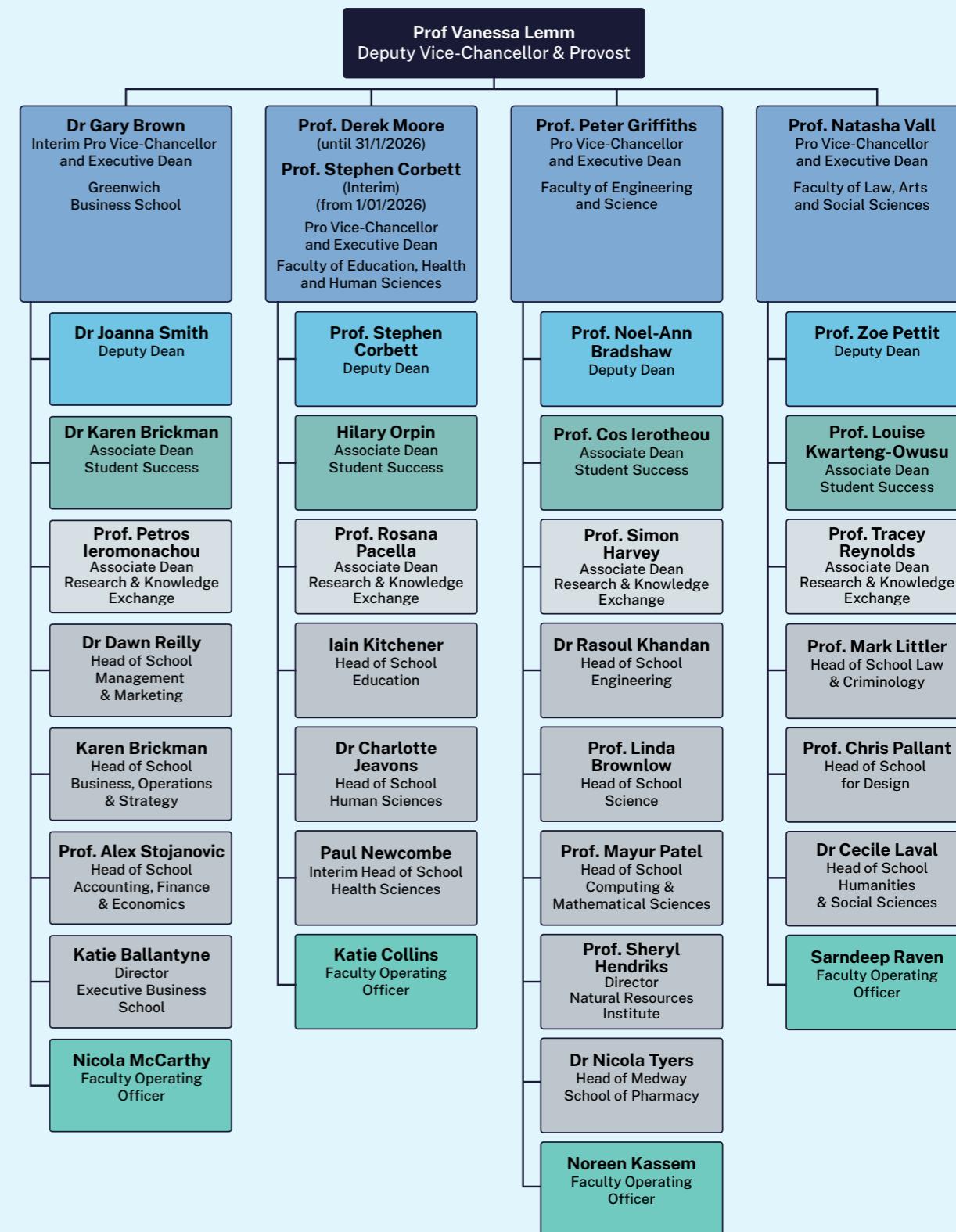
Summer Term:

20 April 2026 – 12 June 2026
(undergraduate September start programmes)

20 April 2026 – 17 July 2026
(postgraduate)

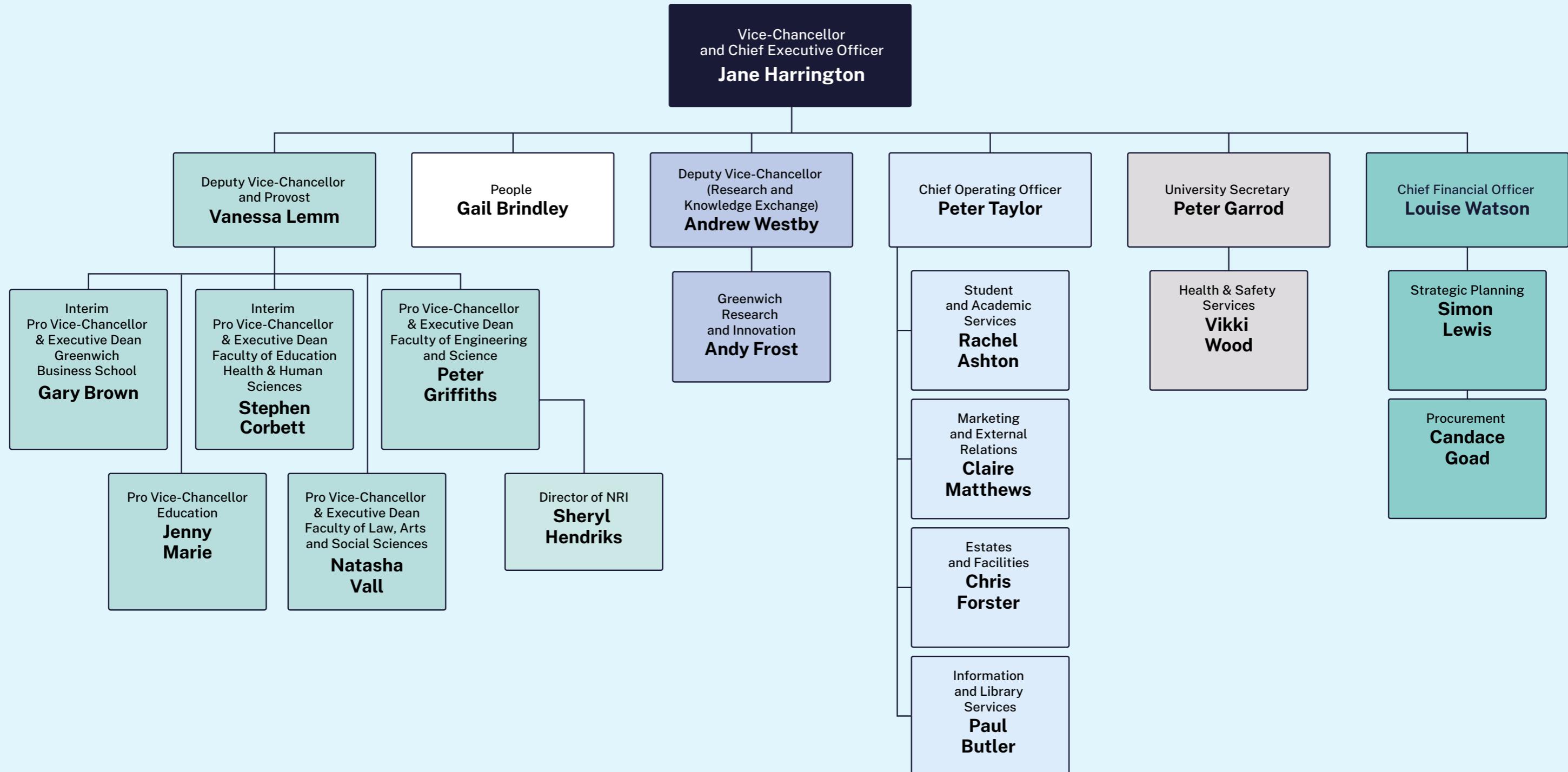
Appendix 23

Faculty Management Organisation Chart



Appendix 24

Senior Line Management Organisation Chart



Updated October 2025



Appendix 25

Academic Organisation

Faculties

The university has 4 academic Faculties (including the Greenwich Business School) which are sub-divided into academic departments and research institutes:

Faculty of Education, Health and Human Sciences

Faculty of Engineering and Science

Faculty of Law, Arts and Social Sciences

Greenwich Business School

Faculty of Education, Health and Human Sciences

The Faculty is structured into the following three schools:

School of Education

School of Health Sciences

School of Human Sciences

The Education programmes provide opportunities to qualify to teach in early years, primary, secondary, and post compulsory settings.

The Health Sciences programmes include pre and post registration nursing, midwifery, paramedic science, operating department

practice, physiotherapy and speech and language therapy.

The Human Sciences programmes include global public health, social work studies, psychology & counselling and sport & exercise.

The Faculty offers programmes across all three campuses. On all campuses there are strong partnerships with a range of health and social care provider organisations and external schools with a record of excellent employment locally for its students.

The Faculty also has an Institute for Lifecourse Development which aims to bring about a shared focus across all its professions and disciplines, in both research and practice, including:

- Centre for Chronic Illness and Ageing
- Centre for Children and Families
- Centre for Inequalities Centre for Mental Health
- Centre for Thinking and Learning
- Centre for Exercise, Activity and Rehabilitation
- Centre for Professional Workforce Development

Faculty of Engineering and Science

The University of Greenwich's Faculty of Engineering and Science (FES) spans over three schools, Medway School of Pharmacy (MSoP) and Natural Resources Institute (NRI). Each offers distinctive teaching programmes with

strong industry links and engages in research that addresses global challenges.

The School of Engineering

Engineering offers a comprehensive range of undergraduate and postgraduate programmes across key engineering disciplines including computer and communications engineering, civil, chemical, electrical and electronic, mechanical and manufacturing engineering, as well as quantity surveying, construction management and engineering management.

Delivered at the Medway Campus, these programmes combine hands-on laboratory experience with industry-informed teaching and are supported by strong links to employers such as BAE Systems and Ford. The Engineering research groups are actively involved in research and enterprise activities in areas including manufacturing systems, civil infrastructure, product development, communications, chemical engineering, and bulk solids handling Natural Resources Institute.

The Natural Resources Institute (NRI) is an international centre of excellence for research, consultancy and training in food, agriculture, environment and sustainable livelihoods. NRI's research is organised across three core themes: Food Systems, Sustainable Agricultural Intensification for One Health, and the Study of Global Challenges. The NRI collaborates with a wide range of partners, including governments, NGOs, universities and private sector organisations, and contributes directly to several UN Sustainable Development Goals. It attracts over £10 million in research funding annually and has received multiple honours for its impact, including the Queen's Anniversary Prize and recognition from the Times Higher Education Awards and The Guardian for its pioneering work in global development.

The Medway School of Pharmacy

The Medway School of Pharmacy offers taught undergraduate, Masters' and Postgraduate degree programmes in Pharmacy. In addition, the School offers postgraduate research degrees in the discipline, along with a portfolio of continuing professional development modules and short courses suitable for pharmacists and other health care professionals. The School is a joint initiative between the University of Greenwich and the University of Kent.

The School of Science

The School of Science provides a broad spectrum of science programmes. Biology and biomedical science degrees prepare students for health-related professions. The School also offers programmes in forensic science with consistently high student satisfaction and pharmaceutical sciences, each with strong practical components.

The School of Computing and Mathematical Sciences

The School of Computing and Mathematical Sciences is one of the largest within the University of Greenwich, offering a wide range of undergraduate and postgraduate programmes in information systems and technology, business computing, computing, computer science, games development, cybersecurity and forensics, and mathematical sciences. The School is home to several high-performing research groups, specialising in areas such as fire safety engineering, computational science and engineering, and computational mechanics. These teams carry out internationally recognised research in collaboration with academic, government and industry partners worldwide, addressing complex real-world challenges across digital security, simulation, and applied mathematics.



Research Centres and Impact

FES is home to a network of research centres that apply fundamental science and technology to real world problems. The five main centres are:

- Centre for Advanced Manufacturing and Materials (CAMM)
- Centre for Advanced Simulation and Modelling (CASM)
- Centre for Synthesis, Materials, Analytics, and Research in Translational Science (C-SMART)
- Centre for Safety, Resilience and Protective Security (SRPS)
- Centre for Sustainable Cyber Security (CS²)

Researchers collaborate with partners such as Airbus, BAE Systems, Pfizer, Rolls Royce, and the NHS. The faculty also hosts research groups including the Fire Safety Engineering Group, Computational Mechanics and Reliability Group, Computational Science and Engineering Group, Wolfson Centre for Bulk Solids Handling Technology and Medway Centre for Pharmaceutical Sciences.

Faculty of Law, Arts and Social Sciences

The Faculty hosts a wide range of subjects and research areas and is structured into four schools:

School of Design and Creative Industries

School of Humanities and Social Sciences

School of Law and Criminology

School of Design and Creative Industries

The School combines expertise from Architecture, Design, Landscape Architecture, Media, Performance, and Screen Arts. It offers a wide range of undergraduate and postgraduate programmes spanning disciplines such as architecture, animation, graphic design, film and television production, drama, sound, and urban design. With a strong focus on EDI, sustainability, and innovation, the School prepares students for the evolving creative industries. Facilities include professional studios at Stockwell Street and dedicated theatre and rehearsal spaces at Bathway, Woolwich.

School of Humanities and Social Sciences

The School offers undergraduate and postgraduate programmes in a range of subject areas including English literature, creative writing, history, politics, international relations, sociology, applied linguistics and modern foreign languages. English Language Teaching is also offered and combines the study of language and communication with practical teaching training.

School of Law and Criminology

The School offers a range of undergraduate and postgraduate programmes in Law and Criminology. It also offers various postgraduate research opportunities, short courses, summer law school and services for professionals as well as a pro bono legal advisory service which serves the local community. The Criminology team runs longstanding undergraduate and postgraduate courses in Criminology and Criminal Justice which include pioneering courses on the subjects of gender, sexualities and crime and an aspiration to expand the portfolio into Policing Studies in the near future.

The Faculty's Institute of Inclusive Communities comprises six centres:

- Sound and Image
- Communities and Social Justice
- Creative Futures
- Transformative and Global Justice
- Research in Language and Heritage
- Spatial and Digital Ecologies

Greenwich Business School

The Faculty offers a wide range of subjects and research areas and is structured into three Schools and one Centre.

Accounting, Finance and Economics – The School offers undergraduate and postgraduate programmes in Accounting, Finance, Business Analytics and Economics. The degrees are accredited by leading professional bodies including CIMA, ACCA, ICAEW, and CFA.

Business, Operations and Strategy – The School offers undergraduate and postgraduate programmes in Business Management and Leadership, Entrepreneurship and Innovation, Business Analytics, Sustainability Management and Logistics and Supply Chain Management. The majority of programmes are accredited by external bodies including CILT and CMI.

Management and Marketing – The School offers undergraduate and postgraduate programmes in Marketing and Advertising, Tourism, Hospitality and Events Management and Human Resources. The majority of programmes are accredited by professional bodies including CIM, DMI, IH and CIPD.

Executive Business Centre – The Centre facilitates partnerships with industry and offers a range of MBA degrees including Executive MBA, MBA Marketing, Finance MBA and MBA Global.

The School operates the 'Generator', the university's enterprise centre. The Generator hosts a wide range of enterprise training activities, supporting a hub for students and staff enterprise as well as research activities and services. Nurturing entrepreneurship is significant for GBS students as many of them aspire to set up their own businesses after graduation instead of following traditional employment paths.

Within the Greenwich Business School, a framework of four research centres has been established:

- Centre for Research on Employability and Work
- Centre of Political Economy, Governance, Finance and Accountability
- Networks and Urban Systems Centre
- Tourism and Marketing Research Centre

These serve as dynamic hubs, fostering innovative research endeavours that transcend traditional disciplinary boundaries.



Appendix 26

Useful Web addresses:

University of Greenwich
<https://www.gre.ac.uk>

Committee of University Chairs
<https://www.universitychairs.ac.uk>

Higher Education Statistics Agency (HESA)
<https://www.hesa.ac.uk>

Advance-HE
<https://www.advance-he.ac.uk>

Office for Students (OfS)
<https://www.officeforstudents.org.uk>

The Quality Assurance Agency for Higher Education (QAA)
<https://www.qaa.ac.uk>

Discover Uni
<https://discoveruni.gov.uk/>

Universities UK
<https://www.universitiesuk.ac.uk>

WONKE
<https://wonkhe.com/>



