UNIVERSITY OF WARWICK

Approved by Council on 14 October 2026

Code of Practice on Corporate Governance

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1. Introduction

This Code of Practice provides a summary of decisions taken by the University Council in relation to corporate governance and related procedural matters. It should be read as appropriate in conjunction with the University's governing instruments (Charter, Statutes, Ordinances, Regulations, Financial Regulations and Procedures, and Standing Orders of the Council), and with the Committee of University Chairs (CUC) Code of Higher Education Governance (2026).

2. Principles of Governance and Management

The Council must satisfy itself that the University has the capability, capacity and culture required to deliver the agreed strategy within its defined risk appetite. It should hold the Executive to account for the effective implementation of strategy.

The Council recognises that there are clear distinctions between governance and management. However, an overriding aim of both governance and management at the University of Warwick is the promotion of academic freedom within the law, combined with academic responsibility.

Effective governance sets strategic objectives and monitors progress towards those objectives. It requires an organisational culture which gives freedom to act, establishes authorities, accountabilities and at its core has relationships which are based on mutual respect, trust and honesty. Council members need to be satisfied that processes and procedures are in place that are sufficient, necessary and effective in running the business of the University. They do this by asking questions and ensuring responses are sound and consistent, rather than by doing direct checking themselves. Neither the Chair of the Council nor individual independent members should become involved in the day-to-day executive management of the University.

To ensure good governance, and facilitate effective management, the Council is guided by the public interest governance principles, which the Office for Students (OfS) requires all registered Higher Education providers to abide by:

I. **Academic freedom**[1]**:** Academic staff at an English Higher Education provider have freedom within the law: to question and test received wisdom; and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges they may have at the provider.

II. **Accountability:** The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English Higher Education provider.

III. **Student engagement:** The governing body ensures that all students have opportunities to engage with the governance of the provider, and that this allows for a range of perspectives to have influence.

[1] Regulation 29: Code of Practice relating to Freedom of Speech, Academic Freedom and the prevention of individuals from being drawn into terrorism seeks to ensure that ensure that Freedom of Speech and Academic Freedom within the law is secured for members, students and employees of the University and for visiting speakers, and to prevent individuals from being drawn into terrorism.

IV. **Academic governance:** The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent).

V. **Risk management:** The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to continue to comply with all of its conditions of registration.

VI. **Value for money:** The governing body ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all students and (where a provider has access to the student support system or to grant funding) for taxpayers.

VII. **Freedom of speech:** The governing body takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider.

VIII. **Governing body:** The size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider.

IX. **Fit and proper:** Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.

3. The CUC Code of Higher Education Governance 2026

In addition, the Council follows the guidance set out in The Code of Higher Education (HE) Governance, published by the CUC in 2026. This Code sets out six principles that should underpin effective governance in HE, which, alongside the OfS' public interest governance principles (listed above I.-IX.), provide an ethical framework for the personal behaviour of governors and boards as corporate entities:

i. Institutional Leadership & Purpose
ii. Culture and Behaviours, including a provision that board members must *uphold the highest standards of conduct and respect, including the Nolan Principles of Public Life*
iii. Strategy, Sustainability, Risk and Assurance
iv. Board Structure and Composition
v. Academic Governance
vi. Board Development and Performance

4. Appointment and Terms of Office of Members of the Council

The total membership of the Council is 21, a majority of whom are independent members, including the Chair of Council and the Treasurer. The Council believes there is clear separation of roles and responsibilities between the Executive and the governing body, with delegated authorities to the Council's Committees. The Committees provide a suitable basis for involving Council members in detailed consideration of strategic and operational matters affecting the University prior to the submission of recommendations to the Council.

In line with the provisions of University Ordinance 4: The Council, guidance in the CUC Code of HE Governance, and following the resolution of the Council at its meeting of 15 May 2013, the maximum term of office for independent membership of the Council (except where provided for by another appointing criterion) is nine years (on a pattern of three plus three years, with the potential thereafter for reappointment on an annual basis for up to three further years, at the Council's discretion, and with no presumption of an extension of appointment beyond six years).

The Nominations Committee reviews and assesses the re-appointment of an independent member after the first three year period.

The procedure for resignation or removal of Council members is set out in Ordinance 4 and in section 12 of this Code.

Independent members of the Council are not remunerated but may reclaim all travel and similar expenses incurred in the course of University business, at published University rates and subject to limits specified in Financial Regulations.

5. Nominations Committee of the Council

The Council has established a Nominations Committee with the following membership and terms of reference:

Membership

The Chair of Council (Chair) *ex-officio*

The Vice-Chair of Council (Vice-Chair) *ex-officio*

The Treasurer *ex officio*

The Vice-Chancellor and President *ex-officio*

The Provost *ex-officio*

Two Vice-Presidents and Pro-Vice-Chancellors, appointed by the Vice-Chancellor and President

Two independent members of the Council, appointed by the Council

Terms of Reference

To **keep under review**:

(a) the periods of membership of persons co-opted to membership of the Council.

(b) the extent to which the membership of the Council is diverse, broadly representative of the public and appropriate to the interests of the University.

(c) suggestions from any member of the University as to the names of individuals who might be considered for appointment to independent membership of the Council.

(d) approaches to recruitment and succession planning in relation to independent and external members and role-holders on Council and Council committees.

(e) the process by which the Chair of Council, Vice-Chair of Council and Treasurer are appointed.

(f) any matters relating to governance referred to it by the Council.

To **recommend to the Council:**

(a) the appointment of independent members of the Council and individuals external to the University to membership of Council Committees.

(b) the process by which the Professional Services member of University staff is recruited or elected for appointment to membership of the Council.

(c) the individual to be appointed as a Professional Services member of University staff to membership of the Council.

(d) proposals related to governance matters referred to it by the Council.

6. Other Committees of the Council

The terms of reference, constitution and membership of the following Committees of the Council are set out in Appendix 1.

(a) Audit and Risk Committee
(b) Finance and General Purposes Committee
(c) Fundraising Ethics Committee
(d) Remuneration Committee
(e) University Estate and Environment Committee
(f) Honorary Degrees Committee (joint with Senate)
(g) Research Governance and Ethics Committee (joint with Senate)

Written reports, with decisions or recommendations, will be made by these committees to the Council, except in cases where meetings are held close to the date of the Council meeting in which instances verbal reports are provided. In a small number of cases written reports will only comprise an annual report or will only be brought forward when a matter is raised that requires the attention of the Council.

In addition, the Finance and General Purposes Committee and the University Estate and Environment Committee have established sub-committees that oversee the conduct of specific areas of business.

7. Powers of the Council

The University was created by Royal Charter granted in March 1965 which provides that the Council shall be the University's executive governing body.

The full details of the Council's powers and constitution are set out in the Charter and Statutes of the University, with amendments last approved by the Privy Council in February 2019. As the governing body of the University, the Council has responsibility for the University's overall organisational structure and for its finances, property, investments and business. The Council also has a more general remit to oversee the conduct of University business in conjunction with the University Executive Board and the Senate. The Senate is the principal academic authority and, subject to the powers of the Council, is responsible for regulating and directing the academic work of the University in teaching and research, including the awarding of degrees. The University Executive Board is

responsible for the development and implementation of strategy, achievement of key performance indicators and management of resources.

8. The Senate

Whilst the Council is collectively responsible and accountable for institutional activities and good conduct of all aspects of the University's operation, within that the Senate has responsibility for the academic work of the University, including all aspects of the operations of the University that have a bearing on education, research and student matters. In addition, the Senate may make recommendations to the Council on any matter of interest to the University.

The Senate provides assurance to the Council that academic governance is robust and effective, and that specific academic risks are being effectively managed. The Senate works with the Council to maintain academic standards and continuously improve their quality.

9. Delegation of Powers of the Council

While, as per the CUC Code of HE Governance, the Council is collectively responsible and accountable for institutional activities, approving all final decisions on matters of fundamental concern within its remit, subject to periodic reports to the Council, it has delegated powers to certain of its major Committees and to Officers of the University. Details of delegations can be found within Committee Terms of Reference (see Appendix 1), and all delegated authorities are listed within the University Scheme of Delegation available on the University website https://warwick.ac.uk/services/gov/calendar/schemeofdelegation.

10. Duties and Responsibility of Members of the Council

The duties and expectations of Council members in relation to their conduct, responsibilities and behaviour are set out in the Code of Conduct for Council Members. These responsibilities are shaped by four key frameworks: the OfS Conditions of Registration; the Charity Commission's guidance on the duties of a trustee; the CUC guidance on university governance; and the University of Warwick's own values and behaviours.

11. Induction, Training and Review for Members of the Council

Induction and ongoing training are provided for all Council members to support them in their role. All Council members must engage with induction and training in a timely manner.

Council members will annually reflect on their own effectiveness, and that of the Chair and the Council as a whole.

12. Resignation or Removal of a Member of the Council

In line with the provisions of University Ordinance 4: The Council:

(5) A member of Council may resign their office at any time by giving written notice to the Secretary to Council. The position will become vacant from the date of receipt of the notice, or the date of resignation specified in the notice (whichever is later).

(6) In accordance with Statute 5 [and Ordinance 4], any member of the Council (other than an ex officio member) may have their term of office automatically terminated if that member:

(a) fails to attend three consecutive meetings of the Council without permission of the Chair or good cause, or

(b) is not "fit and proper" to act in such capacity as determined by criteria set by the Regulator, or

(c) is disqualified under the Charities Act 2011 from acting as a charity trustee.

(7) Any member of the Council (other than an ex officio member) may be removed for good cause, if at any time the Council is satisfied that:

(a) the member is medically unable or unfit to discharge the functions of a member, or

(b) there has been a loss of confidence in the members' ability or fitness to perform the duties of their office, or

(b) removal of the member is necessary or expedient and in the best interests of the University, to protect the reputation or assets of the University.

The Chair of Council will normally raise concerns with the relevant member in the first instance, to consider whether other action might resolve the concern before further action is instigated, unless the Chair considers it inappropriate or impractical to do so in the circumstances of the case.

The Secretary to Council will give written notice to the relevant member, presenting evidence for the removal. The member in question may provide a response within two calendar weeks, to be reviewed by the Chair of Council and one other member of the Nominations Committee.

The decision of the Chair of Council, acting on behalf of Council, will be final. The outcome will be confirmed to the relevant member by the Secretary to Council in writing, within two calendar weeks.

The final outcome will be reported to the Nominations Committee and Council.

13. Conflicts of Interest for Members of the Council

As per the CUC HE Code of Governance, all members of the Council have a duty to record and declare any conflicts of interest. The duties and responsibilities of Council members in managing conflicts of interest are set out in the Code of Conduct for Council Members.

14. Key Roles and Responsibilities

Key roles and responsibilities are set out in the appendices as follows:

Appendix 2: Chair of Council

Appendix 3: Treasurer

Appendix 4: Vice-Chancellor and President

Appendix 5: Secretary to Council

15. Subsidiary Companies of the University and Other Group Entities

The University holds 100% of the shares of the following companies:

(a) Warwick University Enterprises Limited
(b) Warwick University Services Limited
(c) Warwick University Training Limited
(d) University of Warwick Science Park Limited
(e) Warwick Learning Limited
(f) Warwick Education Consulting (Beijing) Co. Limited

The Group Finance Director is a Director of (a)-(d), Nominated Officer of (e) and Financial Manager of (f). The University Secretary is a Director of (a)-(c), (e) and (f). The Provost is a Director of (d). Other members of the University are Directors of and Company Secretary to the subsidiary companies. There is an Independent Director on some of the Boards.

Other group entities

(a) The University of Warwick Foundation is consolidated into the University of Warwick group accounts.

The Chair of Council is Chair of (a) Trustees. The Treasurer, Vice-Chancellor and President, and two Pro-Vice-Chancellors, are Trustees of (a).

(b) The University of Warwick Science Park Limited has the following shareholdings:

(i) UWSP Concepts Limited (A company limited by guarantee of which UWSP is the sole member).

(ii) University of Warwick Science Park Business Innovation Centre Limited (45% of the ordinary share capital, not consolidated into group on grounds of control).

(iii) University of Warwick Science Park Innovation Centre Limited (effectively 30% owned).

The Group Finance Director is a Director of (b)(i)-(iii). Other members of the University are Directors of and Company Secretary to (b)(i)-(iii).

The subsidiary companies and other group entities report at least annually to the Finance and General Purposes Committee (FGPC) of the Council about key matters and to present their Statutory Accounts, either for approval or noting. The FGPC is responsible for recommending to the Council any proposals related to investment in the University's subsidiary companies and related entities.

16. Publication of the Proceedings of Meetings of Council

In the interests of openness and transparency public agendas and minutes of the Council and the Senate are available on the University's website (https://www2.warwick.ac.uk/services/gov/committees/).

Several reports that are discussed by the Council and deemed Public are also published on the University website, including, but not limited to:

a) This Code of Practice on Corporate Governance

b) The Scheme of Delegation
c) The Statement of Primary Responsibilities of the Council
d) The Standing Orders of the Council
e) The Code of Conduct for Council Members
f) The Annual Report of the Remuneration Committee
g) The University Financial Statements
h) The Modern Slavery Act Annual Statement
i) The Annual Report from the Art Collection Committee
j) The Social Inclusion and Equality Objectives
k) The Code of Practice on Freedom of Speech
l) The Research Integrity Annual Statement
m) The Annual Multi-Faith Chaplaincy Report
n) Relevant University strategies and policies

17. Procedures for the Meetings of the Council

The procedures for the meetings of the Council are laid down in the Standing Orders of the Council which are published online.

Agendas, minutes and papers for the Council are available to Council Members through the Convene board portal.

18. Council Effectiveness Review

The Council will undertake an annual self-assessment of its performance, including how it has embraced its desired culture and behaviours and role modelled the values of the institution. Review of institutional performance includes annual consideration of strategic key performance indicators and transformational milestones, and periodic review of the University Strategic Risk Register (SRR).

No less than every three years, this review will include the effectiveness of the Council and the institution's performance. The most recent Council Effectiveness Review was undertaken in the 2023-24 academic year, reporting to Council in May 2024; the next Council Effectiveness Review will be commissioned in 2026-27.

Appendix 1

Membership and Terms of Reference of Committees of the Council 2026-27

An organisational chart of Council committees is available in Appendix 6. This chart, along with an organisational chart of Senate and University Executive Board committees, is also available on the University intranet via: https://warwick.ac.uk/services/gov/committees/diagram/

1) Audit and Risk Committee

Membership

An independent member of the Council (Chair)

Four further independent members appointed by the Council, of whom a minimum of two will be serving independent members of the Council

(Note: Members of the Audit and Risk Committee must not have executive authority and audit committees should include a minimum of three independent members of the governing body. Audit committee members should not be members of an HEI's finance committee or its equivalent. This is because it would create a potential conflict of interest when the audit committee is considering issues involving the finance committee. If an HEI's governing body determines that cross-representation involving one member is essential, this should be the subject of an explicit, recorded resolution, which sets out the rationale for such a decision – but it should not be an option for the chair of either committee or the chair of the governing body.)

Terms of Reference

To **advise the Council on:**

1. the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of the external auditors and any questions of resignation or dismissal of the external auditors.
2. the appointment and terms of engagement of the internal audit service (and the Director of Internal Audit and Assurance, if applicable), the audit fee, provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors.
3. of the Committee's consideration of issues relating to risk management and internal controls.

To **monitor:**

4. annually the performance and effectiveness of external and internal auditors, and to make recommendations to the Council body concerning their re-appointment, where appropriate.
5. the implementation of agreed audit-based recommendations.
6. that satisfactory arrangements are in place to promote economy, efficiency and effectiveness.
7. that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the Office for Students' (OfS) Accounting Officer, have been informed.

To **receive:**

8. any relevant reports from the National Audit Office, the OfS and other organisations.

9. regular reports and a series of presentations on the management of the University's significant risks, including data protection, health and safety management updates and information security updates.
10. periodic reports from senior management on the University's compliance with the Conditions of Registration specified by the OfS.

To **review:**

11. reports, as required, relating to the Whistleblowing Policy and allegations of fraud.
12. the University's Transparent Approach to Costing (TRAC) returns to the OfS.
13. the external auditors' problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, financial benchmarking, sector update from external auditors, external audit engagement letter, external audit strategy and annual Plan and any other matters the external auditors may wish to discuss (in the absence of management where necessary).
14. the elements of the annual financial statements in the presence of the external auditor, including the auditor's formal opinion, the statement of members' responsibilities and the statement of internal control in accordance with the OfS' Accounts Directions.
15. the management letter of the external auditors, the annual report of the internal auditors' annual report and management responses to both documents.
16. the internal auditors' audit needs assessment and the audit plan; to consider major findings of internal audit investigations and management's response; and promote co-ordination between the internal and external auditors including the internal audit terms of engagement (every three years), audit of the University financial statements, a summary report on internal audits (including value for money) and the audit progress tracker. The Committee will ensure that the resources made available for internal audit are sufficient to meet the institution's needs (or make a recommendation to the Council as appropriate).
17. and discuss, if necessary, with the external auditors, before the audit begins the nature and scope of the audit.

To **oversee:**

18. the processes used to produce the TRAC return, being assured that they comply with the mandatory sector requirements.
19. the University's policy on fraud, irregularity and whistleblowing, including being notified of any action taken under those policies.

2) Finance and General Purposes Committee

Membership

The Treasurer (Chair)

The Chair of Council

The Vice-Chancellor and President

The Provost

Four independent members appointed by the Council, of whom a minimum of two will be serving independent members of the Council

Four members of the Academic staff, nominated by the Vice-Chancellor

The President of the Students' Union

One student elected by the Union of Students

Terms of Reference

Note: These Terms of Reference are to be read as covering the activities of the University and the University's interests in related companies, joint ventures and the University of Warwick Foundation.

Purpose

To act as the main financial planning and oversight committee on behalf of the Council to ensure the alignment and utilisation of resources to achieve the University's strategic objectives, with **delegated authority to approve**:

1. New and/or additional expenditure (both revenue and capital) not included in Financial Plan, to respond to unforeseen strategic opportunity / risks, noting:

    a. aggregate approval cap of £10m **per annum**
    b. requirement to ensure cashflow remains within limits set in approved Financial Strategy

2. The release of funding and/or rephasing of release of resources of **up to £20m** for expenditure on projects in the approved Capital Plan and any associated progression to the next RIBA stage, ensuring continued alignment with project budget and business plan, and University cashflow remaining within limits set in the approved Financial Strategy.

3. Amalgamation or delegation of RIBA stage gate approvals or the release of funds for specific major capital projects with total project budget of up to £5m (in line with Financial Procedure 18).

4. Proposals of **up to £250k** additional investment in the University's established subsidiaries and related entities.

To **oversee** on behalf of the Council:

5. Implementation of the University's financial strategy and Financial Plan.

6. Preparation of the University's annual financial statements.

7. The financial performance against budget of the University and its group entities on a quarterly basis including cashflow (or more frequently if required).

8. The University's investments and borrowings and their performance in line with approved strategy and policy.

9. The University's interests in related entities, joint ventures, and the relationship with the University of Warwick Foundation.

10. The strategy and performance of the University's commercial activities.

11. The University's employee pension arrangements.

12. Major transformational programmes, ensuring value-for-money through regular performance monitoring.

13. The review of business cases for new investment and subsequent post-investment reviews of major projects.

14. Policies and procedures in relation to the exploitation of the University's Intellectual Property (subject to the powers of the Senate) and the performance of the University's technology transfer activities and ventures.

15. The University's endowment and fundraising strategy and policies, and use of donated funds and endowments.

16. Any action that may be considered necessary, including the instigation and negotiation of any significant legal proceedings, in pursuance of the management and protection of University property and reputation and the maintenance of good order.

17. The economy, efficiency and effectiveness of the deployment of the University's resources, liaising with the Audit and Risk Committee as appropriate.

To **approve**:

18. The University's Investment Strategy and allocation of funds for investment.

19. The University's Financial Regulations and Procedures.

20. The University's accounting policies.

21. The University's Treasury Management policies.

22. The opening of bank accounts in line with the University's approved Treasury Management Policy and subject to the provisions of the University statutes.

23. The structure, establishment or winding up of all University trading entities, including appointments to any Boards that are within the power of the University.

24. Any Governance and Services Agreement between the University and its related entities.

25. The financial statements of the University's subsidiary companies and other entities.

26. Rents of campus student accommodation on the recommendation of the Student Rents Working Party.

27. Any policy or proposed course of action that will have a significant impact on the financial or budgetary position of the University, or that is material to the University's financial risk environment.

To **recommend** to the Council:

28. The University's annual capital and revenue budget and financial plan.

29. The University's annual financial statements.

30. Loans and borrowings in line with the University's annual budget and financial plan.

31. Investment in any new University subsidiary or related entity (requiring approval under Financial Procedure 12)

To **receive**:

32. The financial plan for the Students' Union, and to consider financial reports from the Students' Union no less than annually.

Sub-Groups

The Investment Sub-Committee reports into the Finance and General Purposes Committee.

3) Fundraising Ethics Committee

Membership

Two independent members appointed by the Council

The Provost

Five members of academic staff (one of whom should be a Head of Department or Vice-Provost and one of whom should have medical training, with GMC registration desirable), nominated by the Vice-Chancellor on behalf of the Senate

The President of the Students' Union

A Chaplain from Warwick Chaplaincy (nominated by the Chaplaincy)

Terms of Reference

The purpose of the Fundraising Ethics Committee is to make decisions on the solicitation and acceptance of gifts where questions are raised in relation to whether they meet the Policy on the Solicitation and Acceptance of Gifts, and also to assist with decision making on associated fundraising ethics topics referred to it by the Director of Development & Alumni Engagement.

To **receive**:

1. Proposals to solicit gifts, proposals to accept gifts, or other referrals from the Director of Development & Alumni Engagement if there is reason to believe that there is a high risk a gift may impinge upon any of the areas of concern outlined in the Policy on the Solicitation and Acceptance of Gifts, or in appropriate circumstances as determined by the due diligence process. In general, gifts below £100,000 will not be referred to the Committee, but remain subject to the same criteria of acceptance. Due diligence will be conducted on all gifts above £1,000.

In exceptional circumstances, the Director of Development & Alumni Engagement may consult with the Chair of the Fundraising Ethics Committee about whether a gift below £100,000 should be referred for the consideration of the full Committee.

In cases requiring an urgent decision the Chair of the Fundraising Ethics Committee will have the authority to convene an extraordinary meeting of the Committee.

The Fundraising Ethics Committee will have the right to invite experts to attend to provide background detail on complicated matters on an as-needed basis.

To **report**:

2. To the Chair of Council on details of any instances where a gift has been refused, or where it is proposed to refuse a gift.

3. On the activities of the Committee to Council on an annual basis, including emerging themes and risks.

To **recommend to Council**:

4. Changes to the Policy on the Solicitation and Acceptance of Gifts.

4) Remuneration Committee

Membership

Independent member of Council (Chair)

The Chair of the Council *ex-officio*

The Treasurer *ex-officio*

Two independent members appointed by the Council, with expertise in leadership and/or senior remuneration in other sectors, and serving in a capacity separate from Council membership

The Chief People Officer and Head of Reward provide expert advice to the Remuneration Committee. The Committee is authorised by the Council to obtain external professional advice if it considers this necessary, normally in consultation with the Chief People Officer.

Terms of Reference

To **report to the Council:**

1. The Remuneration Policy Framework and to work within this Framework on behalf of the Council.
2. Any remuneration or severance pay matters that fall outside of the approved Remuneration Policy Framework or the delegated authority of the Committee.
3. Annually on the work of the Committee, including decisions taken under delegated authority, and to propose amendments to the Remuneration Policy Framework.

To **approve:**

4. And review the remuneration of the Vice-Chancellor and President, members of the University Executive Board and other members under the remit of the Remuneration Committee.

To **provide assurance on behalf of Council for:**

5. The processes followed and level of severance pay to be awarded to: a) all senior members of staff whose remuneration is determined by the Committee; b) members of staff outside of any agreed policy in place; c) or where the payment is equal to or above £100,000.
6. The level of severance pay to be awarded to members of staff outside of any agreed policy in place from time to time or where the payment is equal to or above £100,000 and all senior members of staff whose remuneration is determined by the Committee.

To **receive:**

7. An annual report on the work of the University Executive Board on Remuneration.
8. An annual report on the Framework for Succession Planning.
9. Monitor and oversee the work of the People Committee and the University's Pay Gap reports for Gender, Ethnicity, Disability and LGBTQUIA+.

To **adhere to:**

10. The approved Remuneration Policy Framework and operate within it, on behalf of the Council, when determining and reviewing remuneration.

5) University Estate and Environment Committee

Membership

An independent member of the Council (Chair)

The Vice-Chancellor and President

The Provost

The Registrar

The Group Finance Director

A Pro-Vice-Chancellor or Academic Vice-President, appointed by the Vice-Chancellor and President

Four independent members appointed by the Council, with relevant expertise, of whom a minimum of one will be a serving independent member of the Council

Two members of the Academic staff, appointed by the Vice-Chancellor and President, one of whom will be the Academic Director for Sustainability

The Director of Estates

The Director of Capital Programmes

Two Student representatives, nominated by the Students' Union

A representative of the Sustainability Committee.

Terms of Reference

1. To keep under review the development, condition, design, utilisation, performance and sustainability of the University Estate, including oversight of environmental regulatory matters, and to ensure its development aligns with the Masterplan Vision, Aims and Principles.

To **recommend** to the Council:

2. The University Masterplan.
3. Relevant strategies, including sustainability, transport and associated estates strategies.
4. The acquisition and disposal of freehold and long leasehold land and buildings (including demolition where required) subject to the release of appropriate funding by the Financial Plan Committee or the Finance and General Purposes Committee.
5. Proposals for new buildings and significant capital redevelopments with a value in excess of £1m.

To **approve**:

6. Proposed designs for major capital project designs at RIBA Stage 2 and 3, ensuring alignment with the Masterplan Aims and Principles, Design Guides and supporting the University Strategy and supporting pillars, in particular sustainability.

7. Quality, design and environmental standards and locations for major land, campus or capital developments and maintenance projects, through the approval of the RIBA Stage 3 Design on the recommendation of the relevant Project Progressing Group.
8. The naming of significant buildings/rooms, on the recommendation of the University Executive Board and in line with the Recognition of Gifts Policy and the Policy on the Naming of University Buildings as appropriate.
9. Space principles and norms for the University on the recommendation of the University Executive Board, ensuring alignment with University Strategy, environmental sustainability objectives and the principles and vision of the Masterplan.

To **receive**:

10. The University Capital Plan.
11. Estates-related key performance indicators and benchmarks, and to **monitor** the performance of the University Estate against internal targets and sector norms, and in compliance with legislative and regulatory requirements.
12. Estates related strategies as approved by the University Executive Board, including, but not limited to: Accommodation, Carbon, Energy, Environmental and Social Sustainability, Travel and Transport.
13. Reports from the Sustainability Committee and other working groups as required.

To **report**:

14. To provide regular reports to the University Council, including progress updates on all Estates related strategies.

Sub-Groups

The Sustainability Committee and the Space Management Committee report into the University Estate and Environment Committee.

6) Honorary Degrees Committee (joint Committee)

Membership

The Chair of Council (Chair)

The Vice-Chancellor and President

The Provost

One Pro-Vice-Chancellor or nominated Deputy, appointed by the Vice-Chancellor and President

The Vice-Provosts and Chairs of the Faculties of Arts, Medicine, and Science, Engineering and Medicine

Two independent members of the Council

The Director of Development

Terms of Reference

1. To report to the Senate and the Council on an annual basis the progress for those who have been invited to receive an Honorary Degree.

To **approve**:

2. On behalf of the Senate, anyone whom it proposes to confer an honorary degree on.
3. On behalf of the Senate, anyone whom it proposes to confer a Benefactor's Medal on.
4. On behalf of the Senate and the Council, anyone whom it proposes to confer a Lambert Fellowship on. *[Lambert Fellowships are presented to individuals, independent to the University, in recognition of their significant and regular contributions to the activities of the University over a sustained period.]*

To **consider and recommend**:

5. Anyone whom it proposes to confer the Chancellor's Medal on to the Chancellor.
6. In exceptional circumstances only review, any award which, on receipt of new information, would have potentially affected the original decision. The review will adhere to the process for the revocation of Honorary Degrees and the Committee will make a recommendation to the Vice-Chancellor, who, on behalf of the Senate, will decide whether to rescind the award.

To **keep under review:**

7. The diversity of the nominations the Committee receives ensuring they are broadly representative of the public and appropriate to the interests of the University.

7. Research Governance and Ethics Committee (joint Committee)

Membership

Deputy Pro-Vice-Chancellor (Research Impact, Governance and Ethics) (Chair)

Other ex-officio academic leads

Deputy Pro-Vice-Chancellor (Trusted Research lead)

The Chair of the Biomedical and Scientific Research Ethics Committee

The Chair of the Humanities and Social Sciences Research Ethics Committee

The Chair of the Sponsorship and Oversight Committee

The Chair of the Animal Welfare and Ethical Review Body

The Human Tissue Act (HTA) Designated Individual (DI)

Ex-officio PS leads

Director of Research and Impact Services

The Director of the People Team or nominee

The Director of Legal and Compliance Services or nominee

Chief Information Security Officer or nominee

Student members

One Students Officers nominated by the Students' Union

One postgraduate research student representative (non-sabbatical) appointed by the Senate Nominations Panel

Representatives of the Faculties

Deputy Chair (Research), Faculty of Arts

Deputy Chair (Research), Faculty of Science, Engineering & Medicine

Deputy Chair (Research), Faculty of Social Sciences

Pro-Dean, Research (Warwick Medical School)

Five members of staff from the University Community, the majority of whom shall be academic staff, with expertise in relevant areas, to be appointed by the Senate Nominations Panel

Two independent members with expertise in the area, appointed by the Council

Terms of Reference

Purpose: To provide oversight of the University's research governance framework and assurance to the Senate and the Council that policies and procedures are in place to ensure the University's compliance with its regulatory obligations, as they relate to research.

To approve:

1. Procedures on matters of research governance, ethics, and clinical research governance, ensuring alignment with associated statutory, regulatory and legal requirements and the University's Research Strategy.
2. Procedures with regards to Trusted Research, including compliance with Export Control regulations, and the implementation of the Trusted Research action plan.
3. Strategies to support the University's compliance with the 'Concordat to support research integrity', identifying any potential areas for improvement and development, including research integrity training.
4. Institutional ethical review processes operated through the Research Ethics Sub-Committees.
5. Clinical research governance, sponsorship and quality assurance oversight arrangements of the University Sponsorship Committee and relevant academic departments.
6. Act as the final body of appeal against decisions of sub-committees to reject research on ethical and/or reputational grounds.

To recommend:

7. [To the Council and/or the Senate and/or the Policy and Oversight Group] Policies that may be required on matters of research governance, ethics, clinical research governance and Trusted Research.
8. [To the Council and the Senate, in conjunction with the University's Fundraising Ethics Committee if appropriate] Policies that may be required in relation to accepting funds from particular funders of research or in relation to particular research partnerships, in alignment with the University's ethical principles.

9. [To the Senior Officer Review Group] Advice on research funding and partnerships, if expert guidance is requested, ensuring alignment with the University's ethical principles, identifying opportunities and risks.
10. [To the Council and the Senate] Amendments to the University's Research Code of Practice on Research Conduct and Procedure for the Investigation of Research Misconduct.
11. [To the Council] Approval of the University's Research Integrity Annual Statement.
12. [To the Council] Approval of the University's Trusted Research Action Plan.

To receive:

13. Regular reports on the activities of the Research Governance and Ethics Sub-Committees established to oversee procedures to approve and monitor research activities with potential ethical implications.
14. Regular reports on the activities of the Sponsorship and Oversight Committee, established to provide review and approval of the University sponsorship of research involving the NHS and to provide quality assurance oversight of the University's sponsorship portfolio.
15. Regular reports on the activities of the Animal Welfare Review Body, established to oversee the ethical use of animals for research at the University.
16. Regular Export Control Activity Reports, to monitor compliance with Export Control Regulations.
17. Annual report from the University's Designated Individual (HTA Research), ensuring that the requirements for licensing relevant activities under the Human Tissue Act are met.
18. Updates on regulatory inspections relating to research governance, including ethics, clinical research governance, human tissue, Trusted Research and export control.
19. Any issues relating to research governance, clinical research governance and ethics brought forward by members of staff of the University, as seen appropriate by the Chair of the Committee.

To report:

20. [To the Council and the Senate] On the work of the Committee and on the operation of the University's research governance policies and procedures.
21. [Research Committee] On the work of the Committee and on relevant research governance and assurance policies, procedures and activities.

Provides assurance on:

- Adherence to the conditions of external funders
- Concordat to support research integrity
- UK Policy Framework for Health and Social Care Research (2017)
- Medicines for Human Use (Clinical Trials) Regulations (2004)
- Human Tissue Act (2004)
- Animals Scientific Procedure Act (1986)
- National Protective Security Agency (NPSA) Trusted Research framework
- Export Control Act (2002) and Export Control Order (2008)
- National Security and Investment Act (2021)
- Nagoya Protocol Regulations (2015)

Appendix 2

Role of the Chair of Council

1. Introduction

The Chair of the University Council is a statutory position as set out in University Statute 5 and Ordinance 4.3 respectively:

(a) The Council will appoint a Chair of Council from amongst its independent members, who will preside over meetings of the Council.

(b) The Chair of Council will be appointed for an initial term of up to five years and will be eligible for reappointment for one further term. If the appointed Chair is already a member, the initial term of office under this paragraph starts from the date of appointment as Chair of Council.

(c) The Council may appoint a Vice-Chair of Council from amongst its independent members. The Vice-Chair of Council will deputise for the Chair of Council as necessary.

(d) The Vice-Chair of Council will be appointed for an initial term of three years and will be eligible for reappointment for one further term.

The Council is the governing body of the University and the Chair of the Council has particular responsibilities for ensuring that the Council operates efficiently and effectively, as set out in section 3.

2. Term of Appointment

In accordance with Ordinance 4.3(1), the Chair of Council will be appointed for an initial term of up to five years and will be eligible for reappointment for one further term.

It has been custom and practice for the incoming Chair of the Council to be determined one year in advance of the conclusion of the term of appointment of the current Chair of the Council, in order to affect a smooth transition from the outgoing to the incoming Chair.

The office of the Chair of Council is not remunerated but may reclaim all travel and similar expenses incurred in the course of University business, at published University rates, through the Secretary to Council.

3. Role of the Chair of the Council

The key role of the Chair of the Council is to ensure that the necessary business of the Council is carried out effectively and in a manner appropriate for the proper conduct of public business. The Chair:

(a) Ensures that the Council discharges its responsibilities in accordance with University Statutes, its Statement of Primary Responsibilities and its internal rules and regulations.

(b) Is responsible for ensuring that the Council conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

(c) Models the desired University values, culture and behaviours, ensuring the Council acts in line with them.

(d) Actively references and reinforces the Code of Conduct for Council Members.

(e) Facilitates open and respectful debate and discussion, ensuring all members of the Board feel able to contribute.

(f) Is directly involved in the process for the recruitment and selection of new Council members and encourages all members, independent, academic and non-academic to participate in induction and updating events organised by the University.

(g) Working with the Secretary to Council, ensures adequate support is available to all members of Council to enable them to contribute to the best of their ability.

(h) Leads the performance management processes for Council members and the Head of Institution.

(i) Ensures that the Council exercises collective responsibility and that decisions are taken corporately by all members acting together as a body whether they be independent, academic or non-academic members.

(j) Should attend all meetings of the University Council and be readily available to attend the University to discuss Council business outside meetings of the Council.

The Secretary to Council provides advice and guidance to the Chair of the Council on all matters relating to the proper conduct of Council business.

The development of a strong, constructive and challenging working relationship between the Chair of the Council and the Vice-Chancellor and President is of key importance to the effective operation of the University. While the Chair plays a key role in the business of the University, the Chair has no role in the day-to-day executive management of the University which rests with the Vice-Chancellor and President and their key officers. The Chair of the Council must also build a strong and effective relationship with the University Treasurer, as the second independent Officer of the University, and a range of University officers, in particular the University Secretary and members of the University Executive.

The Vice-Chair of Council seeks feedback from Council members on the performance of the Chair on an annual basis.

A number of the responsibilities of the Council, as prescribed in Statutes, have been delegated to Council sub-committees or Officers of the University. Delegated authorities are listed within the University Scheme of Delegation available on the University website https://warwick.ac.uk/services/gov/calendar/schemeofdelegation.

The Chair of the Council is Chair of the following Council and Joint Senate and Council Committees: Nominations Committee and Honorary Degrees Committee.

The Chair of the Council also serves *ex officio* on the Finance and General Purposes Committee which meets six times each year and on the Remuneration Committee which meets up to four times each year. The Chair of the Council may also serve on specific working groups established by the Council and other University bodies to consider major developments or investments by the University. These are by nature occasional.

Like many pre-92 Universities, and per Ordinance 3.3(1), the Chair and Vice-Chair of the Council are appointed to the statutory role of Pro-Chancellor. Up to two Pro-Chancellors may be appointed. The Chair represents the University on all relevant sector-wide bodies (such as CUC) and at relevant meetings of relevant sector-wide bodies (such as OfS).

In order to meet the requirements of the position the Chair of the Council must have significant senior experience of Chairing organisations of a size and complexity similar to those of the University. The Chair must be of a robust and independent frame of mind and at the same time possess diplomatic skills which will allow them to facilitate and participate in free debate on key issues. It is also important that the Chair of the Council has understanding of and empathy with the objectives of the University, its teaching and research activities and the broader and strategic issues facing the HE sector.

4. The Role of the Vice-Chair of Council

University Statute provides for the appointment of a Vice-Chair of Council, not being a member of the academic staff or salaried officer in the University. The Vice-Chair shall hold office for three years.

The role of the Vice-Chair includes all of the responsibilities and expectations of an independent member of Council. In addition, the role holder carries the following responsibilities:

(a) Substitutes for the Chair of Council in chairing meetings of Council. The role holder will be invited to engage in the pre-meeting approval of meeting agendas for any meetings where they are expected to serve as Chair.

(b) Attends meetings of the Council (and agreed Committees) as well as other formal/informal meetings within the University.

(c) Discharges the full responsibilities of independent members of the Council (including additional and visible engagement with social and civic events organised by the University or its partners).

(d) Acts in accordance with any delegated authority as authorised by the Council.

(e) Acts as an ambassador for the University, promoting its activities in the wider community and, in particular, assisting with philanthropic activity and fundraising projects of the University.

(f) Attends any training and updating events with regard to the independent membership of the Council or the role of Vice-Chair.

(g) Serves as a liaison between the Chair and other members of Council, particularly if a conflict arises between the Chair, the Vice-Chancellor, the Secretary to Council or other Council members.

(h) Acts as a route through which Council members or attendees can raise concerns in relation to matters of governance, including concerns relating to the Chair.

(i) Supports the institution to deliver effective transition during periods of leadership change.

Notes:

(a) The Vice-Chair of the Council is, per Ordinance 3.3(1), appointed to the statutory role of Pro-Chancellor.

(b) Appointment as Vice-Chair carries no implications in relation to appointment as Chair of Council.

(c) These role specifications are not intended to be an exhaustive description of the duties and responsibilities involved in each role and may be subject to periodic change by the Council from time to time.

Appendix 3

Role of the University Treasurer

1. Introduction

The role of Treasurer of the University is a position set out in University Ordinance 3:

(a) *The Council will appoint a Treasurer of the University from amongst its independent members.*

(b) *The Council will determine the period of office of the Treasurer.*

(c) *The Treasurer will, in an honorary capacity, perform such duties as may be determined by the Council.*

2. Term of Appointment

There is no statutory period of appointment for the University Treasurer, but it has been custom and practice for the Treasurer to be appointed for an initial period of four years with the possibility of re-appointment for a further period.

The office of Treasurer is not remunerated but the Treasurer may reclaim all travel and similar expenses incurred in the course of University business, at published University rates, through the Secretary to Council.

3. Role of the University Treasurer

The key role of the University Treasurer is to chair the University's Finance and General Purposes Committee and, in collaboration with the Chair of Council, to provide advice, guidance and constructive challenge to the Council, the Vice-Chancellor and the University Executive Board.

The development of a strong relationship between the Treasurer and the Chair of Council is of significant importance as two of the three key independent officers of the University. Similarly, the Treasurer must build strong relationships with and provide mutual support for the Vice-Chancellor, members of the University Executive Board and the University Secretary.

The Treasurer will be consulted on important matters affecting the University's financial strategy and performance. However, day-to-day executive responsibility for the management of University financial matters, and the management of the University Finance Office, rests with the Group Finance Director who is responsible directly to the Vice-Chancellor (the University's Chief Accounting Officer). The Treasurer's role is one of providing support, counsel, guidance and constructive challenge; the Treasurer has no executive responsibility within the institution.

The Treasurer is expected to attend all meetings of the Finance and General Purposes Committee and to be readily available to attend the University to discuss University financial matters outside Finance and General Purposes Committee meetings. The Treasurer is expected to present reports and recommendations from the Finance and General Purposes Committee to meetings of the Council.

A significant proportion of the financial responsibilities of the Council, as prescribed in Statutes, are delegated to the Finance and General Purposes Committee, to the Treasurer or to the Vice-Chancellor and other Senior University Officers acting on behalf of the Finance and General Purposes Committee. The Terms of Reference of the Finance and General Purposes Committee are set out in Appendix 1. The University's Statement of Authorities delegated from Council, which sets out the authorities delegated to the Finance and General Purposes Committee and the Treasurer, is available online within the Scheme of Delegation.

The Treasurer chairs the Investment Sub Committee and serves *ex officio* on a number of sub-committees of the Council.

The Treasurer may also serve on specific working groups established by the Finance and General Purposes Committee and other University bodies to consider major developments or investments by the University. These are by nature occasional.

In addition, the Treasurer is expected to participate and, where appropriate, to lead on discussion of financial matters at University strategic planning events.

The Treasurer is also invited to attend other significant events in the University's corporate life including Degree Congregations, where the Treasurer plays a formal ceremonial role, and events which raise the profile of the University at an international, national and regional level.

In order to meet the requirements of the position, the University Treasurer must have wide financial experience which would normally have been acquired in senior management roles in one or more relevant sectors (which might usefully include commerce or industry). The individual must have a robust and independent frame of mind which will allow them to encourage and participate in free debate on key issues. It is also important that the Treasurer has some understanding of and empathy with the objectives of the University and its teaching and research activities and of the general financial issues affecting the HE sector in the UK and internationally.

Appendix 4

Role of the Vice-Chancellor and President

The Vice-Chancellor and President:

(a) Is the chief academic and administrative officer of the University.

(b) Has "a general responsibility to the Council and the Senate for maintaining and promoting the efficiency and good order of the University", as per Statute.

(c) Is the "accountable officer", as specified in the OfS Regulatory Advice, responsible for ensuring that the University complies with the terms and conditions specified by the OfS for the use of OfS funds and may be called, in extremis with the Chair of the Council and the Chief Executive of the OfS, who is the accounting officer for the institutions funded by the OfS, to appear before the Public Accounts Committee.

(d) Chairs the Senate and is a member of a number of Committees of the Council and the Senate.

(e) Is supported by the wider University Executive team, including the Provost, Pro-Vice-Chancellors, Registrar, Group Finance Director, Commercial Director, Chief Operating Officer and University Secretary, and Chief People Officer.

(f) Fosters a culture of integrity, openness and accountability across the Executive and their engagement with the Council. They model exemplary behaviour consistent with the University's values and ensure the provision of timely, accurate and transparent information to enable effective decision-making by Council, engaging constructively with Council challenge.

(g) Ensures accurate, sufficient, transparent and timely information is presented to the Council.

The Charter, Statutes and Ordinances provide for the appointment of a **Provost**, who is appointed for a specified period by the Council after consultation with the Senate. The Provost performs such duties as may be delegated by the Vice-Chancellor and President, or, if the Vice-Chancellor should be incapacitated, the Council will delegate.

There are currently three Warwick **Pro-Vice-Chancellors**, who are appointed from amongst the professors of the University by the Council on the recommendation of the Appointment Committee for Pro-Vice-Chancellors, for such period as the Council may determine, except that no Pro-Vice-Chancellor will hold office for more than seven consecutive years. The Pro-Vice-Chancellors perform such duties as may be delegated to them by the Vice-Chancellor and President, or, if the Vice-Chancellor should be incapacitated, the Council will delegate.

Appendix 5

Role of the Secretary to the Governing Body

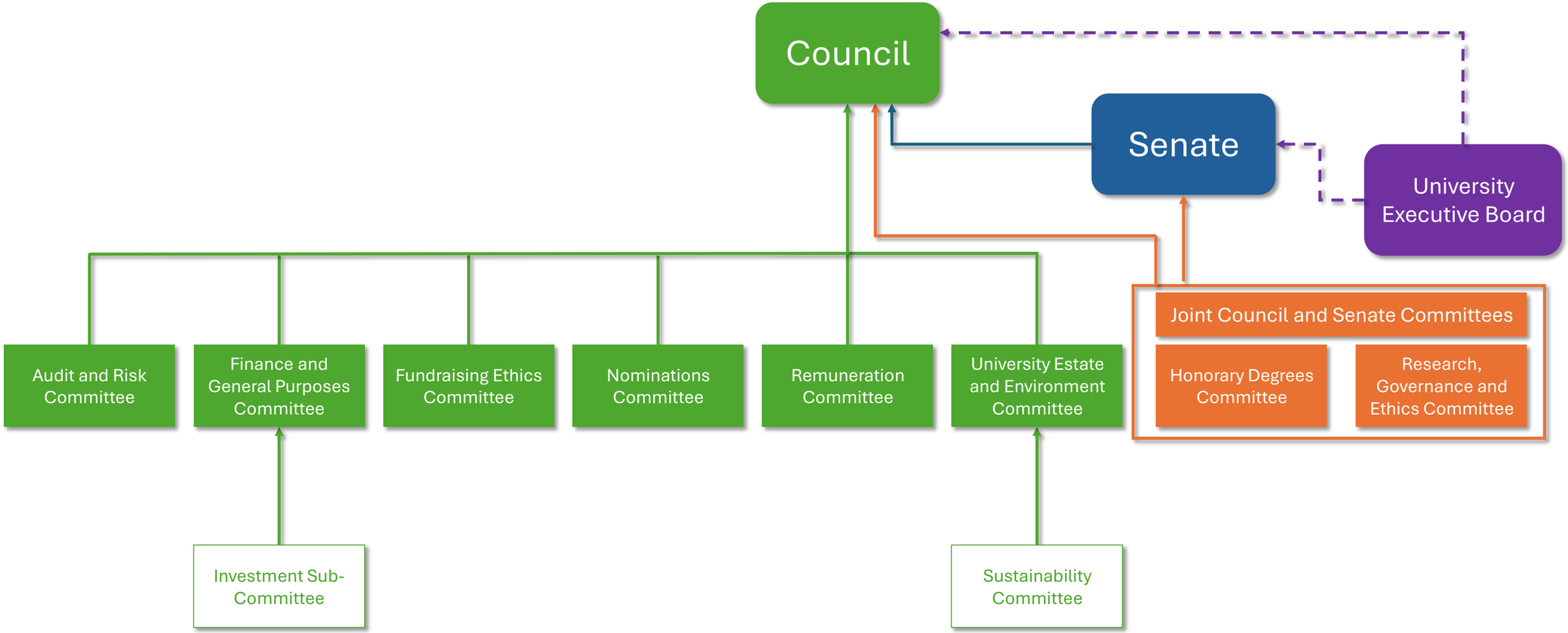
The Secretary to Council is the strategic adviser to the Chair and members of the Council, supporting them to give clear direction to the University Executive, ensuring compliance, assessment of overall institutional and sector impact and ensuring the highest standards of governance throughout the University, in line with the University's statutes, ordinances and regulations and best practice in the sector.

The Secretary has a key role to play in the operation and conduct of the Council, and in ensuring that appropriate procedures are followed:

1. The Secretary to Council is appointed to that post by the Council.
2. It is normally the case that the Secretary will combine this function with a senior administrative or managerial role within the institution. The institution and the Secretary must exercise great care in maintaining a separation of the two functions. Irrespective of any other duties that the Secretary may have within the institution, when dealing with Council business, the Secretary will act on the instructions of the Council itself.
3. In their role as Secretary, they should be solely responsible to the Council and should therefore have a direct reporting link to the Chair of Council for the conduct of Council business (i.e. agendas, papers, minutes etc.).
4. The Chair and members of the Council should look to the Secretary for guidance about their responsibilities under the charter, statutes, ordinances and regulations to which they are subject, including legislation and the requirements of the OfS, and on how these responsibilities should be discharged. It is the responsibility of the Secretary to alert the Council if they believe that any proposed action would exceed the Council's powers or be contrary to legislation or to the OfS' terms and conditions of funding. (Note: the Vice-Chancellor and President as the 'accountable officer' (outlined in section 13) is formally responsible for alerting the Council if any actions or policy are incompatible with the OfS' terms and conditions of funding, but this cannot absolve the Secretary from having this responsibility as well).
5. The provision of legal advice or for obtaining legal advice for the Council is the responsibility of the Secretary to Council. The Secretary is also responsible for advising the Council on all matters of procedure.
6. The Secretary should advise the Chair in respect to any matters where conflict, potential or real, may occur between the Council and the Vice-Chancellor and President.
7. It is incumbent on the Council to safeguard the Secretary's ability to carry out these responsibilities. It is important that the Secretary also both consults and keeps the Vice-Chancellor and President fully informed on any matter of Council business (other than in relation to the Remuneration Committee's consideration of the Vice-Chancellor and President's emoluments). It is good practice for the Chair of Council, the Vice-Chancellor and President, and the Secretary to Council to work closely together within the legal framework provided by the charter, statutes, or articles of government and the ordinances and regulations laid down by the institution and the OfS.
8. If there is a conflict of interest, actual or potential, on any particular matter, between the Secretary's administrative or managerial responsibilities within the institution and their responsibilities as Secretary to Council, it is the responsibility of the Secretary to draw it to the attention of the Council. If the Council believes that it has identified such a conflict of interest itself, the Chair should seek advice from the Vice-Chancellor and President, but must offer the Secretary an opportunity to respond to any such question.

UNIVERSITY OF WARWICK

Organisational Chart of Council Committees



Council committee structure 2026-27
As at 14 October 2026