



NCC SUBSIDIARY BOARD TERMS OF REFERENCE

1.	Remit and Authority
1.1	Subject to matters reserved for the University Executive Board or the University's Board of Trustees, the activities of University – National Composites Centre (NCC) Subsidiary Board (the 'Board') will include:
1.1.1	Reviewing and approving the NCC strategy, ensuring that it is complementary with the University Strategy.
1.1.2	Ensuring that the NCC operates within the UoB Financial & Legal framework. The Committee approves, in consultation with the University Executive Board, any changes on behalf of the University to the Intra-group agreement that defines the policies underpinning the working arrangements between the parent and the subsidiary.
1.1.3	Reviewing the NCC governance arrangements, endorsing any changes, and making a recommendation to the University Executive Board for approval.
1.1.4	Reviewing the financial performance of the NCC and ensuring it is financially viable.
1.1.5	Reviewing NCC business risks and considering the adequacy of the proposed mitigating actions.
1.1.6	Considering the NCC annual business plan and budget and recommending to the University Executive Board for approval.
1.1.7	Considering and recommending any NCC activities which may pose a reputational risk for the University to the University Executive Board.
1.1.8	Reviewing the adequacy of the NCC Health & Safety policy, based on guidance from the UoB Director of Health & Safety.
1.1.9	Acting as the NCC's Remuneration Committee and approving the annual pay review for staff and the remuneration of the Chief Executive Officer, unless they fall within the remit of the University of Bristol's Remuneration Committee ¹ . A person may not attend when their own remuneration or terms and conditions of employment are being considered.
1.1.10	Reviewing issues raised by the NCC Independent Steering Board and the Independent Chair of NCC Industrial Advisory Committee
1.2	It is within the Committee's remit, and the Committee's responsibility, to consider any implications linked to equality, diversity and inclusion and sustainability when conducting its business, making decisions and agreeing actions.
2.	Membership

¹ **The University's Remuneration Committee** determines the salary arrangements for independent Non-Executive Directors and will only consider the remuneration of executive directors if they are an employee of the University of Bristol and their salary/grade puts them into the Remuneration Committee's Remit Group

2.1	<p>The Committee will normally comprise members as follows:</p> <p>University of Bristol:</p> <ul style="list-style-type: none"> • Pro Vice-Chancellor, Research (Chair) • Chief Operating Officer, Registrar & University Secretary • Pro Vice-Chancellor & Executive Dean for Science & Engineering • Chief Financial Officer <p>NCC:</p> <ul style="list-style-type: none"> • NCC Chief Executive Officer • NCC Chief Financial Officer <p>Non-Executive (Independent) Directors</p> <ul style="list-style-type: none"> • Ruth Mallors-Ray (Chair of NCC Industrial Advisory Council) • Zoe Barnes • Deborah Allen
3.	Quorum
3.1	<p>The quorum necessary for the transaction of business is four members of the Committee or half of the membership of the Committee (rounded up to the nearest whole number), whichever is the higher. This must include a minimum of two members of the University Executive), a minimum of one member of the NCC Executive, and a minimum of one non-executive (independent) director.</p>
3.2	<p>For the avoidance of doubt, members attending by telephone or video call or any other electronic means will form part of the quorum for the meeting.</p>
4.	Conduct of the Committee
4.1	Meetings
4.1.1	<p>A meeting is constituted when:</p> <ul style="list-style-type: none"> • Members, including the Chair, meet face-to-face, by telephone, by video-conference, by any other electronic means, or a combination of the above; and • There is a quorum.
4.1.2	<p>If the Chair of the Committee is not present – in person, by telephone, video-conference or other electronic means – within 15 minutes of the scheduled start time of the meeting, the Committee members shall nominate one of their midst to chair this meeting. For the duration of this meeting, the Committee member acting as Chair may exercise any of the powers, duties and responsibilities normally held by the Chair of the Committee. The meeting minutes shall record this arrangement.</p>
4.1.3	<p>Members of a Committee may attend by way of telephone or video call, or otherwise by electronic means, and if necessary, will give their apologies as much in advance of a meeting as possible.</p>
4.1.4	<p>Members who are unable to attend a meeting may send a suitably qualified nominee, at the discretion of the Chair. Nominees shall count towards the quorum as though they were the member of the Committee by whom they were nominated and shall be entitled to vote.</p>
4.1.5	<p>The Chair may invite others to attend a Committee meeting for particular agenda items, or issue a standing invitation, if their presence will assist the business of the Committee. Individuals who are so invited will not normally receive any meeting papers, and they cannot participate in any voting.</p>
4.2	Conflicts of Interest
4.2.1	<p>Members and attendees must declare any conflict of interest relating to the business of the Committee and may be asked to withdraw from a meeting during discussion of items for which there is a conflict.</p>
4.2.2	<p>The University's Conflict of Interest Regulations apply.</p>
4.3	Meeting Documents

4.3.1	The agenda and papers for a meeting will, as a matter of good practice, normally be sent to all those who are entitled to receive them seven days before each meeting. At a minimum, papers should be circulated three working days before a meeting.
4.3.2	Time for questions and discussion of any issue will be at the discretion of the Chair.
4.3.3	Matters/papers 'for information' should not be discussed at meetings, unless specifically requested and agreed by the Chair. Papers submitted 'for information' should be kept to a minimum, and if circulated to the Committee at all, should be no longer than two pages.
4.3.4	Presentations to the Committee should not be more than ten minutes long (excluding time for questions and discussion), unless the Chair gives prior approval otherwise.
4.4	Voting
4.4.1	Only Committee members have the right to vote at Committee meetings. Attendees who are not members of the Committee may speak at Committee meetings to provide guidance, advice and opinion to the Committee, but shall not be entitled to vote.
4.4.2	Voting on any issue will be by a show of hands, and decisions are taken by simple majority. The Chair may vote and has the right to exercise a casting vote if a vote is tied.
4.5	Transaction of business and decision-making between meetings
4.5.1	Where decisions or discussions are required between meetings of the Committee, business may be conducted by correspondence (including by email) where deemed appropriate by the Chair. A decision taken by correspondence shall be valid as though taken at a meeting of the Committee, provided that: <ul style="list-style-type: none"> • A majority of the Committee members who are entitled to vote confirm that they are in favour of the decision in question and that quoracy is achieved
4.5.2	Any such proceedings and decisions or actions taken between meetings of the Committee shall be recorded, reported to the next meeting of that Committee, and reported to any body or individual to which the Committee would normally report its proceedings and decisions.
4.5.3	Where decisions or discussions are required between meetings of the Committee, and <ul style="list-style-type: none"> • it is impractical to convene a Committee meeting (including by telephone, videoconferencing and other electronic means) due to the urgency of the matter; or • the Chair considers that it would not be appropriate for business to be conducted by correspondence, the Chair may take decisions or actions on behalf of the Committee.
4.5.4	Any such Chair's actions taken between meetings of the Committee shall be recorded, reported to the next meeting of that Committee and reported to any body or individual to which the Committee would normally report its proceedings and decisions.
5.	Accountability and Reporting
5.1	The parent body of the Committee is University Executive Board. The Committee will report to its parent body as soon as is practicable after each of its meetings in the manner specified by the parent body, on its proceedings at that meeting and otherwise on any matters within its remit and responsibilities.
5.2	Where authority has been delegated to the Committee by its parent body to perform a particular action or to take a particular decision, that action or decision will be reported to the parent body as soon as practical after the action/decision has been taken.
5.3	The Committee may make recommendations to its parent body on any matter within its remit, authority and responsibilities.

5.4	<p>The Chair is responsible for the leadership of the Committee, and to the Committee's parent body for the Committee's effectiveness. This includes:</p> <ul style="list-style-type: none"> • Ensuring that the Committee acts fully within the responsibilities and authorities as set out in the Terms of Reference. • Promoting the Committee's efficient operation and ensuring the smooth running of Committee meetings. • Ensuring that the members work efficiently, individually and together, as a Committee. • Ensuring accountability for decisions made and actions taken.
6.	Frequency of Meetings
6.1	The Committee will normally meet a minimum of three times per academic year, with additional meetings if required.
6.2	<p>As far as possible the meetings will align to key decision points in the planning cycle:</p> <ul style="list-style-type: none"> • Sep/Oct meeting: Strategy review. Prior year's performance. • Jan/Feb meeting: Agree business plan to feed into IPP. • May/Jun meeting: Agree remuneration proposals and final budget sign-off.
6.3	Other agenda items to slot into meetings as required.
7.	Effectiveness Monitoring and Compliance with Terms of Reference
7.1	<p>To ensure its continued efficiency, including the currency of:</p> <ul style="list-style-type: none"> • its remit, authorities and powers as stipulated in its Terms of Reference, and of • its membership <p>the Committee reviews its effectiveness normally once a year. The Chair of the Committee leads this review and evaluates its outcomes in consultation with the Committee's parent body, as applicable.</p>
8.	Administrative Support
8.1	A member of the University Governance Team will be Secretary to the Committee.
	<p>Approval date: 12 October 2023 Review date: October 2024 Contact: Tim Rose, Chief Financial Officer, NCC Tim.Rose@bristol.ac.uk Lucy Penrose, Deputy Head of Governance deputyhead-governance@bristol.ac.uk</p>