Risk Advisory Committee

Terms of Reference

A sub-committee of the University Executive
1. Constitution

In October 2013 the University Executive approved the establishment of a sub-committee of the Executive to be known as the ‘Risk Advisory Committee’ (RAC), hereinafter referred to as the ‘Committee’.

2. Purpose

2.1 The purpose of the Committee is to support the Executive in its management of risks that could affect the University’s ability to achieve its strategic objectives or compromise its mission and core values.

The Committee’s role is one of oversight and accordingly it has no executive powers (unless delegated to it by Executive). It is the University’s management which is responsible for designing, implementing and maintaining an effective program of risk management across the University and its wholly owned subsidiaries.

3. Scope

The remit of the Committee covers both the University and its wholly owned subsidiaries.

4. Membership

Membership of the Committee shall consist of the following ex-officio University staff:

Chief Operations Officer (Chair of the Committee)
Deputy Chief Operations Officer
Director of Human Resources
Director of Finance
Director of Information Systems Services
Director of Estates
Programme Chair of the MSc in Emergency Management
Head of Health and Safety
Risk and Compliance Officer

Ex-officio members shall serve for only so long as they continue to hold the office by virtue of which they became members.

5. Frequency of meetings

The Committee shall meet at least four times a year.
6. Quorum

The quorum required for the transaction of business shall consist of at least five members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by, the Committee.

7. Attendance at meetings

7.1 Any University or Campus Company employee, or any external person relevant to the work of the Committee, may attend for all or part of the meetings at the invitation of the Chair of the Committee.

7.2 The Head of Internal Audit, or a delegated member of their audit team, may also attend Committee meetings as an observer.

7.3 The Office of the Chief Operations Officer shall provide secretarial services to the Committee.

8. Decisions and voting

Each proposal at a meeting of the Committee shall be determined by consensus, but where in the opinion of the Chair, consensus is not possible, the proposal shall be decided by a majority of the members present and voting on the proposal and, in the case of an equal division of votes, the Chair shall have a second and casting vote. All votes taken shall be referred to the Executive for noting.

9. Authority

9.1 The Committee is authorised by the Executive to investigate any activities within its terms of reference and to seek any information it may require from any employee of the University or its wholly owned subsidiaries. All employees are directed to co-operate with any request made by the Committee.

9.2 The Committee has the authority to conduct or authorise reviews into any risk related matters within its scope of responsibility.

9.3 The Committee is authorised by the Executive to obtain outside legal or other independent professional advice if it considers this necessary.

9.4 In addition to these Terms of Reference the Committee may also draw up its own working procedures.
10. Duties

The duties of the Committee shall be to:

10.1 Advise / make recommendations to the Executive on the following:

   a) *Risk Management Framework*
      Changes to the University’s Risk Management Framework for consideration by the Executive.

   b) *Risk Management Policy*
      Changes to the University’s Risk Management Policy for consideration by the Executive and ultimate approval by the Governing Authority.

   c) *Risk Appetite Statement*
      Changes to the University’s Risk Appetite Statement for consideration by the Executive and ultimate approval by the Governing Authority.

   d) *Risk Reports*
      The Committee will review periodic risk management reports and make recommendations to the Executive on any remedial actions required.

   e) *Emerging Risks*
      The Committee will include details of any significant emerging risks in its periodical reports to the Executive.

   f) *Terms of Reference*
      The Committee will review and assess the adequacy of its Terms of Reference and responsibilities regularly and recommend proposed changes to the Executive.

   g) *Other matters*
      The Committee may, at any time, report to the Executive any matter that it considers of sufficient importance.

10.2 Committee obligations

   a) The Committee is directly responsible and accountable to the Executive for the exercise of its responsibilities.

   b) The Committee will evaluate the adequacy of the risk management framework and process as well as the outputs of that process.

   c) The Committee will assist in the identification, assessment and prioritisation of risks on the University’s Institutional Risk Register.
d) The Committee will review the highest priority risks and their related controls in the University’s Institutional Risk Register and report on these separately to the Executive on a regular basis.

e) The Committee may recommend amendments to a Unit’s Risk Register as it deems appropriate.

f) The Committee will consider major decisions affecting the University’s risk profile or the exposure pertaining to identified risks.

g) The Committee will bring reports on risk management as necessary to the Executive and the Governing Authority Risk Committee.

h) The Committee will provide reports, if requested, to the Governing Authority Risk Committee on any risk related issues.

i) The Committee will state which key performance indicators and metrics are to be reported on by the Risk & Compliance Officer in the periodic reports to the Committee.

j) Consider other topics as requested by the Executive.

11. Reporting arrangements

Final approved minutes of meetings of the Committee shall be forwarded to the Executive for noting.

12. Definitions

12.1 Risk Management Framework
The combination of policies, procedures, controls, oversight and resources applied to the robust management of risk within the University and its wholly owned subsidiaries.

12.2 Risk Management Policy
The Risk Management Policy sets out how the University ensures that risks to the delivery of its operations and strategic plan are identified, assessed and managed so that they are maintained at acceptable levels.

12.3 Institutional Risk Register (IRR)
The Institutional Risk Register is the highest level risk register prepared by the University.

End.