

FINANCE IMPROVEMENT PLAN OVERSIGHT GROUP

Terms of Reference

1. Constitution and Purpose

- 1.1 In accordance with *Statute 4: The Court* (paragraph 6), *Ordinance B6 Delegation by the Court* (paragraph 4), and *Ordinance B8 Court Committees* the Court established a joint short-life Court and Executive ERP Oversight Group. The remit of this Group is now being expanded to provide oversight and assurance reporting relative to the Finance Improvement Plan approved by Court in March 2023, as well as the final stages of ERP implementation.
- 1.2 The purpose of the Finance Improvement Plan is to establish the pathway from a set of severe risks to a position where finance is a strategic enabler; ERP is implemented; the role of finance at institutional level is functioning; and staffing matters are resolved. Specific objectives have been drafted as requested by the Audit and Risk Committee and in relation to the severe risks. These will be used to track progress and measure outcomes.
- 1.3 The purpose of the Group is to provide oversight of the holistic approach adopted to delivery of the Finance Improvement Plan and remaining stages of the ERP programme. It will also oversee the lessons learnt review commissioned from RSM, the University's internal auditors. The Group will operate with delegated authority from Court for approval of budgets and decisions relating to the delivery timelines and benefits realisation and is responsible for providing concise assurance reports on progress to the University Executive, the Court and its committees, including the HWUM Board.
- 1.4 The work of the Group will continue until the Finance Improvement Plan has been delivered and Court is satisfied that these objectives have been delivered. After satisfactory receipt of a final report, the Court shall disestablish the Group.

2 Remit

- 2.1 The Court **delegates authority** to the Finance Improvement Plan Oversight Group to:
- oversee and report on the delivery of the Finance Improvement Plan and the ERP Programme, providing regular assurance reporting to the Court and its Committees, in particular the Audit and Risk Committee, the Finance Committee and Court.
 - review, evaluate and to make recommendations as appropriate, to the University Executive, Court and its committees on actions required to ensure delivery across the programme of work.
 - for the ERP programme, to approve stage-gated release of funds in accordance with the budget approved by the Finance Committee in March 2023 and to receive and monitor regular budget reports.
 - monitor the actions identified to track progress in moving the strategic risk status from severe; the internal and external audit actions outstanding; and other relevant actions in the plan.

- e) oversee planning and delivery of the remaining phases of ERP delivery, including transition to the Target Operating Model and continuous improvement phase.
- f) receive reports and oversee the lessons learnt exercise commissioned from RSM, according to the agreed scope and reporting back to UE, Court and its Committees on the findings of the exercise and workshop. Report due by end of August 2023.
- g) receive reports on risks related to the programme, overseeing effective mitigation actions.

3 Composition and Membership

3.1 The composition of the Group shall include:

Court / Court Committee members

- Mr Mike Tumilty (Chair of Audit and Risk Committee)* (Proposed via GNC as Chair)
- Deputy Chair of Court
- Professor Marc Desmulliez (Staff Committee)* (Will need to agree new staff member)
- Mr Paul Lewis (Staff Committee)*
- Mr David Lister (Infrastructure Committee)
- Member of the Finance Committee

Executive members

- Prof Richard Williams, Principal and Vice Chancellor*
- Ms Ruth Moir, University Secretary and Programme Sponsor
- Ms Lucy Everest (Global COO and Programme Sponsor)
- Mr Martin Pringle (Global Interim Finance Director)
- Mr Richard Cloughton (Global Director of HR)

(* - indicates member of Court)

3.2 The Group may invite any other member of staff to attend one or more meetings of the Group as and when their expertise may be relevant to a matter under discussion.

3.3 The term of office of Court / Court Committee members who are members of the Group is concurrent with their term of office on the Court / Court Committee

4 Equality and Diversity

4.1 The Group will exercise its responsibility, as far as possible, to promote diversity of representation within its membership. The Group, in carrying out its business, will also act to promote equality of opportunity for all.

5 Quorum and Voting

5.1 The quorum is three members who are members of the Court.

5.2 Members who are participating in a meeting by means of audio-visual conferencing or other means enabling them to communicate with all members present at the meeting simultaneously shall be deemed to be present at the meeting.

5.3 A member who is not able to be present at a meeting physically or by audio-visual means shall be given the opportunity to provide comments and to present their views on any recommendations being formulated by the Group.

- 5.4 The Group is expected to arrive at recommendations through broad consensus following a full debate. Therefore, the Chair will normally seek agreement to the proposal in question, and only call for a vote either if there is a clear expression of dissent or if the matter is of particular significance.
- 5.5 In the event of a vote being required, all members of the Group (including members who are not also members of the Court) shall be entitled to vote.
- 5.6 A decision shall be carried by a simple majority vote of the number of members present, provided that number is quorate.
- 5.7 The Chair of the Group shall have a deliberative vote and in addition a casting vote when there is an equal match in the number of opposing votes.

6 Group Chair

- 6.1 The Chair is Mr Mike Tumilty, member of Court and Chair of Audit and Risk Committee.
- 6.2 In the absence of the Chair, a member of the Group who is a member of the Court shall chair the meeting.

7 Frequency of Meetings

- 7.1 The Group shall normally meet every six weeks during the period it is established.
- 7.2 Additional meetings may be held in order to meet business requirements at the request of the Chair of the Group.

8 Attendance at Meetings

- 8.1 See 'Composition and Membership' above.
- 8.2 A member participating in a meeting remotely by way of video or audio conferencing or other means which enables that member to communicate with each of the other members simultaneously shall be accounted for as being present.

9 a) Reserved Business

- 9.1 The information considered by the Group and the outputs of its work shall be regarded as highly confidential and must not be shared with any other person(s) without the agreement of the Group.

9 b) Conflict of Interest

- 9.2 Where it is identified that a member of the Group has a conflict of interest with respect to a given matter, the Chair may, on the advice of the Secretary, request that the member in question withdraw from participation in relevant parts of the discussion.
- 9.3 All instances of identified conflicts of interest shall be recorded in the minute notes.

10 Reporting Procedures

- 10.1 The Group will provide regular reporting to the Court and its Committees, in particular the Audit and Risk Committee, the Finance Committee, and to the University Executive. The Chair will

approve the content of reports, which will include assurance reporting by the Group, before release including the redaction of any information deemed necessary for reasons of confidentiality.

10.2 The Chair of the Group will report to appropriate meetings of the Court on any matters which the Committee considers ought to be brought to the attention of the Court and on any matters requiring the approval of the Court. Interim reports will be made to Court by correspondence if required.

10.3 Matters requiring the approval of the Court will be highlighted in the Group's report.

10.4 Information held by the Group may be requested by members of the public under the terms of the Freedom of Information (Scotland) Act (FOI(S)A) with the exception of information which is deemed to be covered by a specific exemption under the Act.

10.5 Minutes notes and reports of the Group will denote those areas of reported business which are deemed to fall within the designation of information which is 'exempt' under the FOI(S)A.

11 Forward Planning

11.1 The Group will develop and maintain a forward work plan.

Supporting Information

Groups feeding into the Finance Improvement Plan Group

None

Effectiveness and lifespan

The work of the Group will continue until the Finance Improvement Plan has been delivered and Court is satisfied that these objectives have been delivered. After satisfactory receipt of a final report, the Court shall disestablish the Group.

Actions that may be taken by the Group

The Group may:

- Approve within delegated authority from Court
- Receive
- Note
- Consider
- Recommend
- Reject

Minuting style

Formal but brief style of minute taking.

Resources

Secretary	Ms Ruth Moir
Clerk	Mr Wayne Morris