

Committee Rules of Procedure

Approved by the OfS Board on 22 September 2020 and updated to include member changes taking effect from 1 August 2023.

Part 1: Scope

1. These rules of procedure apply on and from 22 September 2020 to committees known as:
 - a. the Provider Risk Committee;
 - b. the Risk and Audit Committee;
 - c. the Quality Assessment Committee;
 - d. Remuneration and Nominations Committee (hereafter “Relevant Committees”)

Part 2: Provisions that apply to all Relevant Committees

1. The validity of any proceedings (including quorum) of any Relevant Committees is not to be affected by a vacancy among the members or by any defect in the appointment of a member.
2. All words and expressions in this document are to be interpreted in accordance with Part 9 of the OfS Scheme of Delegation.

Part 3: Particular committees

A. The Provider Risk Committee (‘PRC’)

Members

1. The PRC is to consist of up to eight members, including:
 - a. At least two ordinary members of the OfS; and
 - b. between zero and five persons that are neither members of the OfS nor OfS staff (hereafter ‘Independent PRC Persons’).
2. As at 1 November 2021, the ordinary members of the OfS which have been appointed to the PRC are:
 - Martin Coleman
 - Elizabeth Fagan

3. As at 1 November 2021 the Independent PRC Persons which have been appointed to the PRC are:

- John Kirkpatrick
- Juliet Lazarus
- Meghna Tewari
- Nisha Arora
- Michael Grenfell

Chair

4. The chair of the PRC is Martin Coleman.

5. In the absence of the PRC chair, a meeting of the PRC will be chaired by another member that is also an ordinary member of the OfS.

Meetings, decision-making and quorum

6. The PRC is expected to meet at least four times a year. The chair of the PRC, chief executive, or director of regulation may convene additional meetings as they deem necessary.

7. Meetings of the PRC may be held in person or by video or teleconferencing (or any combination of such methods).

8. In lieu of a meeting of the PRC, decisions may be taken by correspondence (including by email).

9. Subject to paragraph 1 of Part 2, the quorum necessary for any decision of the PRC (whether taken during a meeting or by correspondence in lieu of a meeting) is two members, including at least one ordinary member of the OfS.

Reporting

10. The PRC is expected to provide a report to the board on the activities of the PRC after each meeting of the committee. The matters reported on may vary from time to time and may focus on matters the chair of the PRC considers of be of particular interest to the OfS board. However, any failure to provide a report to the OfS board will not in any way affect the validity of any decision taken by the PRC.

B. The Quality Assessment Committee ('QAC')

Members

11. The QAC is to consist of up to nine members overall and no less than five members which include:

- a. Up to three ordinary members of the OfS;
- b. Between zero and one person who is one of the Independent PRC Persons
- c. a majority (in number) of persons that are neither members of the OfS nor OfS staff and who appear to the OfS to have experience of providing higher education on behalf of an

English higher education provider or being responsible for the provision of higher education by such a provider (hereafter 'Independent QAC Persons).

12. As at 18 October 2022 the ordinary members of the OfS which have been appointed to the QAC are:

- Simon Levine
- Dayo Olukoshi

13. As at 1 November 2021 John Kirkpatrick has been appointed as the person who is one of the Independent PRC Persons.

14. As at 1 November 2021 the Independent QAC Persons which have been appointed to the QAC are:

- Professor Mary Bishop
- Professor Amanda Chetwynd
- Graeme Pedlingham¹
- Paul Grattrick
- Jagjeet Kaur Jutley-Neilson

Chair

15. The chair of QAC (who must be an ordinary member of the OfS) is Simon Levine.

16. In the absence of the QAC chair, a meeting of the QAC will be chaired by another member that is also an ordinary member of the OfS.

Meetings, decision-making and quorum

17. The QAC is expected to meet at least four times a year. The chair of the QAC, chief executive, or director of regulation may convene additional meetings as they deem necessary.

18. Meetings of the QAC may be held in person or by video or teleconferencing (or any combination of such methods).

19. In lieu of a meeting of the QAC, decisions may be taken by correspondence (including by email).

20. Subject to paragraph 1 of Part 2, the quorum necessary for any decision of the QAC (whether taken during a meeting or by correspondence in lieu of a meeting) is three members, including at least one ordinary member of the OfS.

¹ Graeme is currently seconded on a full-time basis to the OfS from the University of Sussex, as a principal assessor to assist the OfS with its programme of quality assessments. The secondment commenced on 20 September 2022 for a 12-month period. During that time, Graeme will step back from his role as a member of QAC and will not attend QAC meetings.

Reporting

21. The QAC is expected to provide a written report on the activities of the QAC for each meeting of the OfS board. The matters reported on may vary from time to time and may focus on matters the chair of the QAC considers of be of particular interest to the OfS board. However, any failure to provide a report to the OfS board will not in any way affect the validity of any decision taken by the QAC.

C. The Risk and Audit Committee ('RAC')

Members

22. The RAC is to consist of up to nine members overall and no less than five members which include:
- a. up to three ordinary members of the OfS; and
 - b. up to three persons that are neither members of the OfS nor members of OfS staff ('Independent RAC Persons')
23. It is expected that at least one member of the RAC will have relevant qualifications and experience in accounting and finance.
24. As at 1 August 2023, the ordinary members of the OfS which have been appointed to the RAC are:
- Katja Hall
 - Martyn Oliver
25. As at 1 August 2023 the Independent RAC Persons which have been appointed to the RAC are:
- Suzanne McCarthy
 - Margaret Monckton
 - Satish Jeram
26. The chair of the RAC is Katja Hall.
27. In the absence of the RAC chair, a meeting of the RAC will be chaired by another member that is also an ordinary member of the OfS.

Meetings, decision-making and quorum

28. The RAC is expected to meet at least three times a year. The chair of the RAC, chief executive, or director of resources and finance may convene additional meetings as they deem necessary.
29. Meetings of the RAC may be held in person or by video or teleconferencing (or any combination of such methods).
30. In lieu of a meeting of the RAC, decisions may be taken by correspondence (including by email).

31. Subject to paragraph 1 of Part 2, the quorum necessary for any decision of the RAC (whether taken during a meeting or by correspondence in lieu of a meeting) is three members, including at least one ordinary member of the OfS.

Reporting

32. The RAC is expected to provide a written report on the activities of the RAC for each meeting of the OfS board. The matters reported on may vary from time to time and may focus on matters the chair of the RAC considers of be of particular interest to the OfS board. However, any failure to provide a report to the OfS board will not in any way affect the validity of any decision taken by the RAC.

D. Remuneration and Nominations Committee ('RNC')

Members

33. The RNC is to consist of up to five members, including
- a. up to three members of the OfS (including the chair, but excluding the chief executive and director for fair access and participation);
 - b. one person that is neither a member of the OfS nor a member of OfS staff (hereafter 'Independent RNC Person');
 - c. zero or one person that is a member of the OfS student panel (but is neither a member of the OfS nor a member of OfS staff).
34. It is expected that the Independent RNC Person will have relevant experience of human resource matters or remuneration committees.
35. As at 1 February 2023, the members of the OfS who have been appointed to the RNC are:
- Rachel Houchen
 - James Wharton
 - Caleb Stevens
36. As at 22 September 2020, San Johal has been appointed the Independent RNC Person.

Chair

37. The chair of RNC is Rachel Houchen.
38. In the absence of the RNC chair, a meeting of the RNC will be chaired by another member that is also an ordinary member of the OfS.

Meetings, decision-making and quorum

39. The RNC is expected to meet at least two times a year. The chair of the RNC, chief executive, or director of resources and finance may convene additional meetings as they deem necessary.
40. Meetings of the RNC may be held in person or by video or teleconferencing (or any combination of such methods).
41. In lieu of a meeting of the RNC, decisions may be taken by correspondence (including by email).
42. Subject to paragraph 1 of Part 2, the quorum necessary for any decision of the RNC (whether taken during a meeting or by correspondence in lieu of a meeting) is two members, including at least one ordinary member of the OfS.

Reporting

43. The RNC is expected to provide a written report on the activities of the RNC for each meeting of the OfS board. The matters reported on may vary from time to time and may focus on matters the chair of the RNC considers of be of particular interest to the OfS board. However, any failure to provide a report to the OfS board will not in any way affect the validity of any decision taken by the RNC.