Resources Committee

Constitution

The Committee has a minimum of five members, all of whom are to be non-executive Directors of the Company and appointed by the Board.

At least one member of the Committee is to be selected for his/her capacity in financial matters.

The members of the Committee will appoint its Chair. A Director's appointment to the Resources Committee will run concurrently with his/her term of office as a Director of the Company.

Members of the Company's Audit Committee may not be members of the Resources Committee.

The Committee will have a quorum of three. In the event of a tied vote at a meeting of the Committee, where only the quorum is present or votes within a quorate meeting are equally divided, the Chair of the meeting will have a casting vote.

Committee Membership as at September 2009

1. Mr Steve Cannon (Chair)
2. Mr John Morgan
3. Dr Ambrose Smith
4. Professor Tony Chapman
5. Mrs Lynette Cutting

Terms of Reference

The Committee shall hold terms of reference within the following parameters:

A. to assess the advice of the Executive and to make recommendations to the Board of determination of the matters raised; and
B. to review reports, at its discretion, and to determine issues and to report to the Board accordingly.

A. The Committee will advise and make recommendations to the Board on:

(i) Planning

receive and review detailed plans for the Company's triennial planning periods, updated annually through its corporate business plan and budgets (developed from the financial strategy) whilst following the general strategic criteria set by the Board;

receive regular reports and review progress on the implementation of plans as detailed in (i) above;

(ii) Membership of the Company

consider matters of institutional Membership including the Applications and Recruitment Policy upon which the Scheme is premised and operational affairs referred by either the Board, the Executive or arising by way of representation from the HE sector;

consider matters of institutional Membership where a breach or suspected breach of Membership Conditions has occurred or where actions covered by Articles 3-10 are envisaged;

(iii) Application Services
consider issues of operational policy within the Applications Schemes including, but not limited to, the inclusion of additional data requested by or provided to external Agencies;

(iv) Other issues
undertake any investigations referred to the Committee by the main Board on issues reasonably consistent with these terms of reference;

B. The Committee will review and determine:

(i) Membership of the Company
Applications for and extend membership to institutions of higher education which meet the criteria published within the Applications and Recruitment Policy in force from time to time;

(ii) Financial matters
quarterly management accounts of the charity and associated balance sheets together with a commentary on variances between budgeted and actual performance and expectations of forecast annual results save where the financial situation, where warranted (by large, abnormal or unusual variances), necessitates review by the whole Board;

note the profit and loss account and trends of UCAS Media Limited on a quarterly basis together with predications of annual outcome;

the Company's investment policy and its performance;

financial regulations and agree revisions consistent with budgetary criteria but otherwise make referral to the Board for any major changes;

procurement arrangements to ensure compliance with good practice and legal obligations;

reports on legal agreements signed by the Company for purposes other than day to day procurement in the pursuit of the UCAS principal Object;

reports on employment of staff and statistical data relating to recruitment, turnover and sickness trends but to exclude matters of individual salary values, policies for remuneration, employment conditions and other legal issues which remain within the remit of the Board save where the Board delegates its responsibilities to its Remuneration Committee;

reports as necessary on the performance and financial position (including the management of ongoing deficiencies) relating to pension schemes operated by UCAS but subject to referral to the main Board on matters of company expenditure e.g. through added contributions rates or employment related issues.

Reporting to the Board

The Committee will report to the Board upon its business and conclusions drawn in line with the following parameters:

1. with a detailed report on a subject by subject basis; and
2. a summary of business reviewed and actions taken. Detailed papers produced for the Committee's consideration will be made available to the Board through its secured website: www.ucas.com/ucasboard

Meetings

The Committee will meet quarterly and, in addition, might meet on an ad hoc basis if required. Meetings will normally be held approximately 4-5 weeks before a main Board meeting.

Secretarial

Secretarial support to the Resources Committee will be provided by the Company Secretary.

In attendance

The Chief Executive
The Director of Resources
The Company Secretary
The Head of Financial Performance Unit
Other senior members of staff connected with items of business