



Executive Committee Terms of Reference

1. Purpose of the Executive Team

1.1 Scope

The CUBO Executive Committee provides strategic leadership, governance oversight, and sector advocacy on behalf of the organisation's members and partners. It acts to:

- Protect and promote CUBO's values, reputation, and financial sustainability.
- Support and champion high quality, innovative commercial and campus services in higher education.
- Enable collaboration, innovation, and knowledge exchange in the sector.
- Promote volunteer leadership and community contribution.
- Set CUBO's strategic direction and priorities.

1.2 Responsibilities

In fulfilling its purpose, the Executive Committee is responsible for:

- Overseeing the finances, risk management, and compliance.
- Ensuring that CUBO complies with all relevant law, legislation, and regulation.
- Strategic planning and goal setting.
- Ensuring that resources are directed appropriately to deliver CUBO's strategic objectives.
- Promoting CUBO's values, including inclusivity and sector-wide collaboration.
- Working with Professional HE Services to ensure that it carries out its duties in line with its service agreement and articles of association.
- Supporting the Executive Director and reviewing their performance annually.
- Carrying out an annual self-assessment of the Executive Committee's performance.

Individual role holders are expected to fulfil the responsibilities as laid out in the relevant role descriptor.

2. Membership and Composition

2.1 Executive Committee Composition

The membership of the Executive Committee comprises:

Appointed from and by the Executive Committee (noting 2.2):

- Chair
- Chair-Elect (serves as Vice-Chair)

Appointed to the Executive Committee:

- Lead for Conferences
- Lead for EDI (Equity, Diversity & Inclusion)

- Lead for Finance
- Lead for Learning and Development
- Lead for Membership
- Lead for Research
- Lead for Student Accommodation
- Lead for Sustainability
- Executive Member(s) without Portfolio (up to a maximum of 4)

Ex officio:

- CUBO Executive Director (in attendance/non-voting)

2.2 Executive Committee Membership principles

- No more than one Executive Committee member will normally be appointed from the same institution, to ensure broad sector representation.
- Executive Committee members will normally work for a CUBO Institutional Member organisation, noting the following bullet point.
- External members may be appointed to the Executive Committee for specialist expertise (max. 25% of total membership).
- The Chair and Chair-Elect *must* be employees of a CUBO Institutional Member organisation and will normally be selected from existing Executive Committee members.
- A Skills Matrix will be maintained to monitor Executive Committee membership when considering appointments.

2.3 Appointment process

2.3.1 Executive Committee members

- Vacancies will be advertised to the CUBO membership for at least one month; applications will be required to be submitted in writing to the Executive Director.
- Shortlisting and interviews will be conducted by a panel normally including the Chair, Chair-Elect and Executive Director on behalf of the Executive Committee.
- Following the interview process, the panel will make a recommendation for appointment to the Executive Committee for approval, with any formal vote determined per 3.2.1.

2.3.2 Chair-Elect

- Noting the pattern of Chair succession laid out in 2.4.2 below, appointment to the role of Chair-Elect will be initiated in advance of the Chair-Elect moving into the role of Chair.
- Noting 2.2 above, Executive Committee members interested in applying for the role of Chair-Elect will need to do so in writing to the Executive Director.
- Shortlisting and interviews for the role of Chair-Elect will be conducted by a panel comprising a minimum of three members of the Executive Committee, to include the Chair and the Executive Director.

2.4 Terms of Office

2.4.1 Executive Committee members

- The standard term for Executive Committee members is three years, renewable once (i.e. membership is normally capped at a total of six years).
- Exceptionally, further terms of three years may be considered where a long-serving Executive

Committee member's expertise intersect with CUBO's strategic priorities.

- Terms are expected to run continuously. Should an Executive Committee member resign prior to the end of their first term, and they had a minimum of one year left to serve and they were not subject to concerns about conduct, they may apply to rejoin the committee in the future, noting that re-appointment is not guaranteed and any re-appointment will not normally reset the clock on the maximums stated above.
- Current terms of office are laid out for reference in Appendix 1.

2.4.2 Chair and Chair-Elect

- Unless otherwise determined by the Executive Committee, the Chair succession follows the Chair-Elect → Chair model with two-year periods in each stage.
- Where a Chair or Chair-Elect's term in office takes them beyond the standard membership term for the Executive Committee, they may nevertheless serve out their officership. In these circumstances, they will normally be expected to step down from the Executive Committee at the end of their term, notwithstanding the provisions set out in section 2.4.1.
- A Chair or Chair-Elect who resigns from the Executive Committee prior to completion of their term will not normally be eligible for re-appointment, although they may – if eligible – reapply to the wider Executive Committee membership per section 2.4.1.

2.4.3 Resignations

- Where possible, Executive Committee members (including the Chair and Chair-Elect) are asked to provide a minimum of three months' notice if they intend to resign prior to the end of their current term. This is to allow for appointment processes to take place to avoid gaps in membership.

3. Meetings and Conduct

3.1 Meeting Frequency

- The annual governance cycle runs September to August and comprises:
 - Four substantive meetings: two in-person and two online. The in-person meetings will incorporate opportunities for workshops and in-depth discussions, in addition to a more formal agenda of business. An annual cycle of business for these meetings is laid out in Appendix 2.
 - Interim 'keeping in touch' meetings will take place in between the substantive meetings (approximately six per annum). These will be shorter and more informal than the substantive meetings.
- Where necessary, i.e. in the event of a specific issue arising which presents a significant risk to the organisation, an extraordinary substantive meeting may be called by the Chair.

3.2 Decision-making

Decision-making is normally reserved for substantive meetings of the Executive Committee.

3.2.1 Quoracy and votes

- 50% of voting Executive Committee members must be present at a substantive meeting for a decision to be made on any specific issue, whether or not a formal vote is required.
- Quoracy is based on the number of appointed Executive Committee members at the time of the decision, rather than the full list of available positions as laid out in 2.1, with the exception

of decisions that pertain to individuals (e.g. new appointments or matters relating to current members), where Quoracy will stand as 50% of the Executive Committee members at the time of the decision, less the individual concerned.

- Where required, votes will be determined on the basis of a simple majority. In the event of a split decision, the Chair has casting vote.

3.2.2 *Conflicts of interest*

- Executive Committee members must declare conflicts of interest at the point of application.
- A standing item of business will be considered at the commencement of each substantive meeting of the Executive Committee to provide an opportunity for members to declare conflicts of interest relating to specific agenda items. More generally, Executive Committee members are also asked to make the Chair and Executive Director aware of new or potential conflicts of interest as soon as possible.
- All conflicts of interest will be recorded in writing and reviewed annually.
- Where a conflict of interest is identified, the relevant member of the Executive Committee will be required to recuse themselves from the relevant discussion and any associated vote.
- Where a conflict of interest materially affects an Executive Committee member's ability to continue engaging with the work of the Committee, they may be asked to step down.
- Should there be any uncertainty, the Executive Committee will vote to decide conclusively on conflicts of interest and any restrictions; the voting principles set out in 3.2.1 apply.

3.3 **Executive Committee Member Conduct**

3.3.1 *Conduct*

- Executive Committee members are expected to uphold CUBO's values at all times, demonstrating inclusivity, sector collaboration, and professional integrity.
- Executive Committee members are encouraged to bring and consider a range of views in a collegial and respectful way; some disagreement is to be expected and while members may not agree with the outcome on a particular issue, they are expected to uphold and respect the conclusion of Executive Committee decision-making publicly.
- The Executive Committee has the power to require a member to step down in instances of persistent non-attendance; conflicts of interest which materially affect their ability to engage in the business of the Committee; misconduct or behaviour contrary to CUBO's values. The voting principles set out in 3.2.1 apply.

3.3.2 *Attendance*

- Executive Committee members are expected to attend a minimum of 50% of the meetings (both substantive and 'keeping a touch') in any given meeting cycle; persistent non-attendance may result in a request to step down.
- Executive Committee members are expected to represent CUBO at relevant events.

Control box	
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Appendix 1: Current Terms of Office

Name	Term start	Term end
<i>Officerships</i>		
Sue Pimblett (Chair)	01 September 2026	31 August 2028
<i>Vacant</i> (Chair-Elect)	-	-
<i>Executive Committee membership (listed alphabetically)</i>		
Michelle Christian	23 October 2024	22 October 2027
Clare Forster	26 February 2026	25 February 2029
Jo Hardman	01 August 2022*	31 July 2028
Jamel Lee	18 September 2026	17 September 2029
Adrian McGillion	01 July 2023	30 June 2029 ⁺
Sue Pimblett	01 August 2022*	31 July 2028
Helen Rutherford	04 April 2023	03 April 2029 ⁺
Joanne White	05 March 2024	04 March 2027
Kirsty Woodward	01 August 2022*	31 July 2028

* Term counted from the date of transfer of CUBO into the PHES structure; all previous terms reset and renewal of terms of three years assumed.

⁺ Renewal of term of three years assumed.

Appendix 2: Executive Committee Annual Cycle of Business

1. Standing Items

The following items of business will be considered at each substantive meeting of the Executive Committee:

- Administrative business
 - o Welcome and apologies
 - o Quorum confirmation
 - o Declarations of interest
 - o Approval of Minutes
 - o Review of action log
- Core business
 - o Verbal updates from portfolio leads
 - o Financial update
 - o Strategy progress update / KPIs
 - o PHES update

2. Cyclical Business

The following table lays out the rhythm of the Executive Committee's focus over the course of each governance cycle (all items are annual unless otherwise stated):

Timing	Mode	Focus
October	Online	Governance and annual reporting: • Review Executive Committee Terms of Reference • Review Special Interest Group Terms of Reference (<i>biennial</i>) • Review Scheme of Delegation • Annual Report
January	In-person	Planning (strategic focus, alignment, and capacity): • Strategic Planning • Membership and Partnership Review (including subscriptions) • Review Executive Committee role descriptor and portfolios • Review Executive Committee induction process and handbook (<i>biennial</i>)
April	Online	Finances: • Budget setting • Reserves policy
June/July	In-person	Risk and review: • Strategic review • Review of the risk register • Executive Committee's self-assessment of performance (to include review of Skills Matrix) • Review of register of declarations of interest