Change and Programme Management Board Terms of Reference

This document defines the role and responsibilities of the Change and Programme Management Board (CPM Board). It outlines its areas of responsibility, its relationship to other entities, its membership and how it conducts business.

Purpose

As the sponsoring body of the Change and Programme Management portfolio, the CPM Board directs the portfolio on behalf of the University. It serves as the driving force for the programmes, provides the link between the University and each programme's Senior Responsible Owner (SRO) and provides oversight of the SROs and programmes within its remit, both individually and as a whole. The CPM Board's portfolio is subject to change at the discretion of the CPM Board, the Planning and Resources Committee (PRC) and the General Board. The CPM Board's current portfolio is included in Appendix A.

The aims of the CPM Board are to:

- Provide top-level endorsement for the programmes in the portfolio, including their rationale and objectives, to the Planning and Resources Committee.
- Serve as the 'sponsoring body' that directs and monitors all programmes within the portfolio.
- Act as the visible, active advocate for the portfolio across the university.
- Balance the need to implement change with the capacity to absorb change.
- Prioritise programme activities as necessary to effectively manage sequencing across the portfolio. This could include changes in pace as deemed necessary.
- Provide direction to the Senior Responsible Owner, monitoring progress, providing support and addressing escalated risks and issues
- Consider decisions, or referring decisions, that are above the Senior Responsible Owner's delegated authority

Remit

To achieve these aims, the CPM Board will oversee activities across its remit in the areas of funding, resource management, change management and stakeholder engagement, relationships with other key governing bodies and relationships with programmes, their SROs and boards. In particular, the CPM Board will:

Programme management and funding

- Scrutinise and recommend to the Planning and Resources Committee (PRC) programme funding requests (usually business cases) including funding requests relating to major delays (classed as two months or more) which would be funded from a separate contingency budget.
- Approve progress criteria for programmes as a required part of funding scrutiny and monitor against the criteria. These can be standard programme progress criteria established by the Change and Programme Management Office (CPM Office) or some other criteria that align to the external assurance regime.
- Provide advance input into the Terms of Reference of any external assurance reviews and agree the external assurance regime defined by the SRO, in its capacity as the sponsoring body.
- Authorise funding releases at key programme stage gates where appropriate, in conjunction with the SRO.
- Oversee programme budgets and spend, ensuring this correlates to delivery progress and planned spend profile, and working with programmes to promptly identify and rectify any significant deviations to budget.

<u>Resource management</u>

- Review and approve programme resource allocations as needed to ensure resources effectively support the collective success of the portfolio.

<u>Change management and stakeholder engagement</u>

- Monitor the stakeholder impact associated with individual programmes and their aggregated impact.
- Monitor and agree sequencing of programmes across the portfolio to ensure that the required stakeholder capacity to engage and adopt a change is considered and planned.
- Monitor the embedding of the change and the subsequent financial and non-financial benefits realisation and ensure the benefits are aligned to the strategic intent of each programme.

<u>Relationship with programmes and SROs</u>

- Provide top-level endorsement for the programme and its rationale and objectives.
- Provide direction, monitor progress, support and address escalated risks and issues.
- Provide high-level oversight, challenge, and support, with a particular focus on support in those areas where neither the SRO nor programme board has direct authority or ability to influence.
- Provide senior-level influence across the University as needed (primarily through the sponsor).
- Share any lessons learned and other good practice on matters within the portfolio or as relevant.
- Monitor dependencies between programmes to ensure they are identified and reconciled.
- Appoint the programme board chair who in turn will appoint its members.

<u>Reporting</u>

- As a sub-committee of the General Board, escalate issues to the General Board for input and / or resolution when required.
- Provide minutes from the CPM Board meetings to the General Board.
- Upon request provide PRC with key programme and portfolio information.
- Recommend to the General Board to remove programmes from its portfolio when it is satisfied that oversight by the CPM Board is no longer required.
- Consider appropriate links to other authorities such as the Technical Design Authority, a Business Design Authority (should one be created) and any other authority which considers change activity across the Institution.

Membership

The membership of the CPM Board comprises:

(a) Chair*
(b) SROs for programmes within the change portfolio
(c) Sponsors for programmes within the change portfolio
(d) Three Heads of Schools** – one of whom will also be appointed as Deputy Chair* and each to be appointed from within the following pairings (Humanities & Social Science with Arts and Humanities, Clinical Medicine with Biological Sciences, and Physical Sciences with Technology)
(e) Non-School Institution Representatives** – maximum of two
(f) Chief Information Officer
(g) External members* – minimum of three to include a Head of College and at least two independent members
(h) Director of Transformation Programmes
(i) Registrary

Secretary**:** Head of Strategic Change & Delivery

* appointed by General Board
** nominated by the CPM Board Chair and approved at CPM Board.

Eight members are required as quorum for this Board and should include either the Chair or Deputy Chair, plus at least one external member, and representation from each of the programmes.

The Chair may invite others with relevant expertise to attend meetings or particular items of business.

Responsibilities and expectations of board members

In addition to their specific role-related responsibilities and expertise, as listed in the membership list above, all members of the board will:

- Embody the University Values and lead by example.
- Provide direction and leadership, acting as critical friends and collectively as a conduit between individual Programmes and the CPM Board.
- Promote collective responsibility for change adoption and benefit realisation.
- Foster trust through common purpose, constructive challenge and a collective resolution of issues.
- Consider the organisational culture and ensure approach and language is appropriate to promote engagement.
- Attend regularly and participate fully in the work of the CPM Board. This will involve looking ahead and consulting / gathering input to provide the broad spectrum of thoughts and opinions which are necessary for proper consideration of the area being discussed.
- Draw on good practice and lessons learned to balance ambition with organisational change maturity.
- Be committed to communicating the work of the CPM Board to the wider University as appropriate, publicly supporting decisions the CPM Board takes.

Committee operation

- The Board shall normally meet three times per term. The Chair may cancel any meeting if there is insufficient business.
- Members are requested to assign a suitable delegate to attend on their behalf when necessary. In the case of Heads of Schools, delegates should be chosen from within the following pairings:
    - School of Humanities & Social Sciences and School of Arts & Humanities
    - School of Clinical Medicine and School of Biological Sciences
    - School of Physical Sciences and School of Technology
- In any vote, each member in attendance at the meeting will have a single vote and voting will be decided by a simple majority of the members in attendance. If two sides receive an equal number of votes, the chair may make a second, casting vote.
- Members in classes (e) and (c) will serve for a renewable term of four years.
- All papers will be non-confidential as default unless justified and marked otherwise.
- The Board may approve business between meetings by circulation, except that no business will be approved by circulation if any member requests that it be discussed at a meeting.
- Conflicts of interest in relation to the business of the CPM Board will be handled in accordance with the University's Conflicts of Interest Policy. In addition, members with an active role in a programme will be excluded from voting on decisions related to that specific programme.
- The CPM Board approve the establishment of any sub-committees of the CPM Board and appointments to those committees.

Appendices

Appendix A: Current CPM Board portfolio

The programmes currently (as of 21 March 2025) included in the CPM Board's portfolio are the following:

- Finance Transformation Programme (FTP)
- HR Transformation Programme (HRTP)
- Transforming Research Support (TRS)
- Reimagining Professional Services (RPS)
- Business Systems Ecosystem (BSE)

Appendix B: Guidance on membership – responsibilities and expectations of board members

In addition to their specific role-related responsibilities and expertise, as listed in the membership list above, all members of the board will:

- Embody the University Values and lead by example.
- Provide direction and leadership, acting as critical friends and collectively as a conduit between individual Programmes and the CPM Board.
- Promote collective responsibility for change adoption and benefit realisation.
- Foster trust through common purpose, constructive challenge and a collective resolution of issues.
- Consider the organisational culture and ensure approach and language is appropriate to promote engagement.
- Attend regularly and participate fully in the work of the CPM Board. This will involve looking ahead and consulting / gathering input to provide the broad spectrum of thoughts and opinions which are necessary for proper consideration of the area being discussed.
- Draw on good practice and lessons learned to balance ambition with organisational change maturity.
- Be committed to communicating the work of the CPM Board to the wider University as appropriate, publicly supporting decisions the CPM Board takes.

Detailed Membership information (voting members) including responsibilities and expertise:

Secretary: Head of Strategic Change & Delivery

Role on Board	Responsibilities	Expertise
Chair (1)	The Chair is responsible for leading the CPM Board, setting the agenda, and ensuring that meetings are conducted efficiently. The Chair has the authority to appoint other individuals to the board. Also ensures that board members have the necessary clarity and expertise to fulfil their roles, and ensures they are appropriately trained as necessary.	The Chair should have a thorough understanding of the university's strategic goals and the specific programmes under review. Their individual experience and expertise should add significantly to the overall board capability.
Deputy Chair (taken up by a Head of School) (0 – included below)	Fulfils the Chair's role in their absence or at the delegation of the Chair.	The Deputy Chair should have a thorough understanding of the university's strategic goals and the specific programmes under review. Their individual experience and expertise should add significantly to the overall board capability.
SROs for programmes within the change portfolio (4-5)	Provide detailed insights into their respective programmes, including progress, challenges, and strategic direction. Programme SRO should be supported by their programme manager at the portfolio board at the invitation of the Chair / Secretariat	Capable of being accountable to the sponsoring body for successful delivery of the programme and its benefits in line with the university's strategic intent.
Sponsors for programmes within the change portfolio (4-5)	Serve as the primary visible, active advocate for the programmes.	Able to articulate the needs of the programmes.
Three Heads of School, or their nominated, empowered, representative (3)	Serve as customers of the programme deliveries as well as represent the academic departments within their schools and ensure that the programmes align with the broader academic goals and standards of the university.	Able to articulate the needs of the schools in respect of the programme deliveries.
Non-School Institution Representatives (1-2)	Provide a broader perspective on how the programmes integrate with the university's non-academic functions. (Given the number of these institutions it will not be practical to have an engaged representative from each. The selection of the representative(s) should be done with care ensuring that a stakeholder group is established to whom the members appointed to the portfolio board are required to provide updates to. They may be supported in this activity by the CPM Board secretariat.)	Able to provide the necessary broader perspective, including bringing perspectives beyond that of their individual unit / division, given their representative role.
Chief Information Officer (1)	Report on technical aspects of programmes and request specific support from programme and project managers as needed.	Provides a broad view and perspective on the overall university digital landscape and guidance on how programmes and projects fit within the organisationally agreed digital strategy, roadmaps and investment plans. The CIO will also report and provide input on technical aspects of programmes and request specific support from programme and project managers as needed.
External members – minimum of three to include a Head of College and at least two independent members (3+)	Offer guidance on best practices and emerging trends relevant to the programmes.	Bring expertise from the industry or other academic institutions and able to provide objective insights and benchmarking against external standards.
Director of Transformation Programmes (1)	Serves as SRO for the entire change portfolio and is responsible for their successful delivery.	Able to enable the board to make key decisions to support successful portfolio delivery.
Registrary (1)	Provides connectivity with Council and a University-wide operational view.	Able to ensure that the change portfolio work aligns with the overall operational direction of the university.

Non-voting members (at Chair's discretion):

Role on Board	Responsibilities	Expertise
Academic Secretary	Provide a cross institutional view of professional services and academic-related activities.	Able to assess impact from both a professional services and academic-related view.
HR Officer	Provide an objective assessment of the impact of programmes from an HR perspective.	Able to maintain independence from all programmes, and ensuring that all programmes receive equitable and fair scrutiny and support.
Financial Officer	Provide an objective assessment of the financial health and sustainability of all programmes under the CPM Board's purview including budgeting, financial planning.	Able to maintain independence from all programmes, which is essential for fostering trust in the financial governance processes and ensuring that all programmes receive equitable and fair financial scrutiny and support.
Head of Change & Engagement	Report on change and engagement artefact quality or other change deliverables.	Able to assess change and engagement quality.
Internal Communications Lead – Change	Report on communications artefact quality or other communications deliverables.	Able to assess communications quality.
Head of Data Office	Report on data artefact quality or other data deliverables.	Able to assess data quality.
Programme Managers	Provide support to their SRO at the invitation of the Chair/Secretariat, reporting on the progress of their respective programmes and to providing detailed answers to any questions posed by the board.	Capable of reporting on the progress of their respective programmes and to provide detailed answers to any questions posed by the board. Able to deliver follow-on actions from the CPM Board.
Head of Assurance	Report on assurance artefact quality or other data deliverables.	Able to assess assurance quality.
Suppliers	Report on specifics on programmes pertinent to the suppliers. External suppliers may be invited to attend as the need arises and it is common for them to only attend to present their item and then be asked to withdraw.	Able to report on programme specifics and answer supplier-related questions.

The following are some examples of the decision routes for various items:

	CPM Board	SRO	Programme Board
External assurance:			
Defines terms of reference	Yes	Yes	
Approves terms of reference		Yes	
Receives assurance report	Yes	Yes	Yes
Monitors delivery of actions		Yes	
Contingency utilisation:			
Agrees level of programme contingency (as part of business case)	Yes	Yes	
Approves use of programme contingency		Yes	
Advises PRC on use of major delay contingency	Yes		
Making go/no go decisions			
Agrees criteria for determining technical and business readiness	Yes	Yes	
Validates satisfaction of readiness criteria		Yes	
Approves decision to proceed		Yes	
Sourcing additional funding:			
Advises on business case			Yes
Recommends approval of business case to CPMB		Yes	
Recommends approval of business case to PRC	Yes		

Governance and delivery structure: