

## **THE BOARD OF GOVERNORS**

The Board of Governors has oversight of the educational character and mission of the University with specific responsibilities for financial probity and the effective use of resources. It is collectively responsible for overseeing the institution's activities, determining its future direction and fostering an environment in which the institutional mission is achieved and the quality of the student experience maximized.

The Terms of Reference for the Board are derived from the Instrument and Articles approved by the Privy Council and are set out in a Statement of Primary Responsibilities. Membership of the Board includes the Vice-Chancellor as a full member and also staff and student governors but with Independent members in the majority.

The Board of Governors generally meets every other month on a Monday evening. The major sub-committees (Audit Committee and Resources Committee) meet 3 or 4 times a year, also on Monday evenings. Additional meetings may be called as necessary to ensure the proper conduct of business.

### **ROLE DESCRIPTION FOR MEMBERS OF THE UNIVERSITY BOARD OF GOVERNORS/UNIVERSITY TRUSTEES**

#### **1. Membership**

- a) Members are expected to play an appropriate part in ensuring that the necessary business of the Board of Governors is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business. They are expected to make rational and constructive contributions to debate and to make their knowledge and expertise available to the Board as opportunity arises.
- b) Members have a responsibility for ensuring that the Board acts in accordance with the Instrument and Articles of Government of the University and with the University's internal rules and regulations. Advice from the Clerk is available in any case of uncertainty.
- c) Members are required to accept collective responsibility for the decisions reached by the Board. Members elected, nominated or appointed by particular constituencies may not act as if delegated by the group they represent, and may not be bound in any way by mandates given to them by others.

## **2. Standards**

- a) Governing bodies are entrusted with funds, both public and private, and therefore have a particular duty to observe the highest standards of corporate governance. Members have a responsibility for ensuring that the Board conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. They must at all times regulate their personal conduct as members of the Board in accordance with these standards. Members are expected to meet the 'fit and proper person' standards outlined in Appendix A to be eligible for membership. The Board has the power to remove or disqualify members who fail to meet any of the required standards outlined in this or any other paragraph.
- b) Members must make a full and timely disclosure of personal interests to the Clerk in accordance with the procedures approved by the Board including completion of the Register of Interests which is updated annually by the Clerk. They must disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the management of that situation, in order that the integrity of the business of the Board and its Committees may be, and may be seen to be, maintained.
- c) Since the University is a Charity, members have a responsibility for ensuring that the Board exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.

## **3. The Business of the University**

- a) Members have a responsibility for ensuring that the Board approves the strategic direction of the University and that the performance of the University is adequately assessed against objectives which the Board has approved.
- b) Members should endeavour to establish constructive and supportive but challenging working relationships with the University employees with whom they come into contact, but must recognise the proper separation between governance and executive management, and avoid involvement in the day-to-day executive management of the University.
- c) Independent members will be appointed to at least one Committee of the Board and are expected to play a full part in the business of all Committees to which they are appointed.

#### **4. The External Role**

- a) Members may be asked to represent the Governing Body and the University externally or asked to play a role in liaising between key stakeholders and the University. A full briefing will be given by the University to enable this role to be carried out effectively.

#### **5. Personal**

- a) Members will have a strong personal commitment to Higher Education and the values, aims and objectives of the University.
- b) Members will at all times act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.
- c) Members are expected to attend all meetings of the Board and of Committees of which they are a member, or give timely apologies if absence is unavoidable. Attendance records will form part of the annual review process for individual members and attendance at less than 60% may lead to disqualification.
- d) Members must participate in procedures established by the Board for the regular appraisal/review of the performance of individual members. Members should attend any induction activities arranged by the University and should participate in appropriate training events such as those organised by Advance HE, which will be drawn to their attention by the Clerk.
- f) Membership of the Governing Body is not remunerated, but members may reclaim travelling and similar expenses incurred in the course of University business within the parameters of the University's expenses policy. Full details are available from the Clerk.

#### **Application Process**

Vacancies are widely advertised. Applicants for the position of Governor should submit a full CV with a covering letter outlining their reasons for applying and the particular expertise they bring.

Applications will be acknowledged and a shortlist drawn up by Nominations Committee.

**A fit and proper person:**

- a. Is of good character.
- b. Has the qualifications, competence, skills and experience that are necessary for their role.
- c. Is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed.
- d. Has not been responsible for, been privy to, contributed to, or facilitated, any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

**The following are indicators that a person may not be a fit and proper person:**

- a. Disqualification from acting as a company director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011.
- b. Conviction of a criminal offence anywhere in the world
- c. Subject of any adverse finding in civil proceedings, where relevant, including but not limited to bankruptcy or equivalent proceedings (in the last three years).
- d. Subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies.
- e. Involvement in any abuse of the tax systems.
- f. Involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated.
- g. Involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection.
- h. Dismissal from a position of trust or similar.
- i. Involvement with a higher education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.).