



CODE OF GOVERNANCE

ROLE OF THE GOVERNING BODY

1. The Board of Governors is unambiguously and collectively responsible for overseeing the institution.
2. The Board's **Primary Responsibilities** include: -
 - Appointing the Vice Chancellor and Chief Executive of the institution, the Pro Vice Chancellor and Deputy Chief Executive and the Registrar and Clerk and putting in place suitable arrangements for monitoring the performance of the post-holders.
 - Approving the mission and strategic direction of the institution, its long-term business plans, key performance indicators (KPIs) and annual budgets
 - Monitoring institutional performance against the strategic plan and approved KPIs
 - Establishing and monitoring systems of internal control and accountability, including financial and operational controls and risk assessment, and clear procedures for handling internal grievances and for managing conflicts of interest
3. The Board will publish, in accordance with the Freedom of Information Act, the statement of its primary responsibilities, details of Board membership, the agenda and minutes of its meetings, and a broad summary of the responsibilities that the governing body delegates to management.
4. The Board will meet on at least four occasions a year and members are required to attend and actively participate at all meetings.
5. All members of the Board shall exercise their responsibilities in the interests of the institution as a whole rather than as a representative of any constituency. The University maintains, and will disclose, a register of interests of all members of the governing body and of senior managers, which will be updated annually.

6. Members of the Board must provide leadership of the institution within a framework of prudent and effective controls which enable risk to be assessed and managed. They must set the institution's strategic aims, ensuring that the necessary financial resources are in place for the institution to meet its objectives. The Board is responsible for reviewing management performance and also has a role in setting the company's standards.
7. To be effective the member of the Board must uphold the highest ethical standards of integrity and probity. S/he supports the executive team in its leadership of the institution, while at the same time monitoring their conduct. The effective member of the Board will question intelligently, challenge rigorously, listen to the views of others, and decide objectively. S/he promotes the highest standards of corporate governance and seeks compliance with the Code of Governance.

ROLE OF THE CHAIR

8. The Chair is responsible for the leadership of the Board of Governors, and is ultimately responsible to stakeholders for its effectiveness.
9. It is the role of the Chair to:-
 - Uphold the highest standards of integrity and probity and to promote the highest standards of governance and to ensure compliance with the Code of Governance wherever possible
 - Set the Agenda, style and tone of Board meetings to promote effective decision making and constructive debate
 - With the Clerk, to ensure that members of the Board receive accurate, timely and clear information to enable the board to take sound decisions, monitor effectively and provide advice to promote the success of the institution
 - Manage the Board to ensure that sufficient time is allowed for discussion of complex or contentious issues
 - Establish a close relationship of trust with the Vice Chancellor and Chief Executive of the institution, providing support and advice while respecting executive responsibility
 - Promote effective relationships and open communication between members of the Board and the executive team

- Build an effective and complementary Board, planning succession in board appointments, working through the Nominations Committee and subject to Board approval
- Ensure effective implementation of Board decisions
- With the Clerk, to ensure an effective induction programme for new members and to identify the development needs of the Board and its members so as to enhance the overall effectiveness of the team
- Ensure that the performance of individuals and of the Board as a whole is evaluated in accordance with this Code (see below)
- Encourage active engagement by all members of the Board

STRUCTURE AND PROCESS

10. The governing body has a membership of 25, made up as follows:-
 - 13 independent members
 - 7 co-opted members (including one member of support staff)
 - 2 members of academic staff nominated by the Academic Board
 - 2 students
 - The Vice Chancellor
11. The business of the Board is conducted through a number of sub-committees (Finance & Development, Personnel and Audit Committees). The membership and terms of reference of the Board and its committees is set out in the document: Constitution of the Board and its Sub-Committees.
12. Membership of the Board is managed through the Nominations Committee, which is chaired by the Chair of the governing body. Board vacancies are advertised from time to time. Members of the Board may also make suggestions for potential members from time to time. In all cases, potential members will be invited to submit a written statement identifying the contribution they are able to make. The Nominations Committee will ensure that the Board comprises an appropriate range of skills and experience and will prepare written descriptions of the capabilities required.
13. All new members will be required to attend an induction programme on their appointment.
14. The governing body will be supplied with information in an appropriate form and of sufficient quality to enable it to discharge its duties.

15. The Clerk to the governing body is responsible for ensuring compliance with all procedures and for the papers the governing body considers. All members have access to the services of the Clerk to the governing body. The appointment and removal of the Clerk is a matter for the Board.

EFFECTIVENESS AND EFFECTIVENESS REVIEWS

16. The governing body will undertake a formal review of its own effectiveness, and that of its committees, every 3 years. Effectiveness will be managed against the Statement of Primary Responsibilities and also its compliance with this Code. The governing body will use the review to revise its structure or processes accordingly.
17. In reviewing its own performance, the governing body should reflect on the performance of the institution as a whole in meeting long-term strategic objectives and short-term KPIs. Where possible, the performance of the institution should be benchmarked against other, similar, institutions.
18. The governing body will also require that the Academic Board and its committees make statements of primary responsibilities and carry out regular effectiveness reviews.
19. The results of effectiveness reviews will be published widely.

Appendices

20. To support the Code of Governance, and to serve as an explanation of the Procedures which are in place to ensure that the Board is able to carry out its primary responsibilities, a number of appendices are attached to the Code. The Procedures identified have been approved by the Board of Governors (or one of its sub-committees) and any amendments will be brought to the Board or relevant committee, as appropriate.
21. The following appendices are attached:-
 - A Articles of Government
 - B Constitution and Terms of Reference of the Board of Governors and its sub-committees
 - C Role of the Vice Chancellor
 - D Role of the Registrar and Clerk to the Governors
 - E Duties and Responsibilities of Members
 - F A note on conflicts of interest
 - G A list of relevant procedures

January 2006

