



## **GOVERNOR**

### **ROLES AND RESPONSIBILITIES**

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## GOVERNOR ROLES AND RESPONSIBILITIES

### 1. THE DUTIES OF GOVERNORS

The duties of the Governing Body are defined in the University's Memorandum and Articles of Association and Statement of Primary Responsibilities. It is the role of the Governors to contribute collectively to ensure that the Governing Body's responsibilities are discharged. The main duties are as follows:

#### **General Responsibilities**

- Ensure the effective and efficient use of resources, and for safeguarding assets, taking advice from the Finance and Resources Committee;
- Set a framework for the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of staff other than designated senior staff;
- Ensure the effective management of the institution and for planning its future development;
- Observe the highest standards of corporate governance to ensure and demonstrate integrity and objectivity in the transaction of its business;
- Ensure that funds provided by the Office for Students and other bodies is used in accordance with specified terms and conditions;
- Ensure through the Committees the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk management;
- Ensure the Students' Union operates in a fair and democratic manner and is accountable for its finances (The Education Act 1994);
- Ensure the health and safety of employees, students and other individuals whilst on the institution's premises and in other places where they may be affected by its operations;
- Eliminate unlawful discrimination and promote equality of opportunity and good relations between different groups within the University and within the Governing Body itself.

#### **Specific Responsibilities**

- The determination of the educational character and mission of the University including the approval of the University's Strategic Plan and the approval of Key Performance Indicators (KPIs);
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- The approval of the annual estimates of income and expenditure;
- Ensure the solvency of the University and the safeguarding of its assets;
- The appointment or dismissal of the Vice-Chancellor, the Clerk to the Governing Body, the Chaplain and other such senior posts designated by the Governing Body;
- Ensure that there are suitable arrangements for appraisal of the Vice-Chancellor's performance;
- The varying or revoking of the Instrument or Articles of Government (subject to provisions within those documents regarding the Archbishops' Council);
- Ensure compliance with Company and Charity law, and in particular the duties of Directors under the Companies Act 2006;
- Receive and approve annual accounts (financial statements) after they have been audited by the external auditors, and for forwarding the external auditors' management letter;
- Approve the constitution of the student body (Students' Union) and receive the audited accounts of that body on an annual basis;
- Approve the University's Risk Management Framework, Risk Register and Risk Appetite Statement;
- Review its own effectiveness and performance and that of its Committees, both in depth at regular intervals, and with a 'light touch' annually;
- Regularly monitor the performance of the University against its planned strategies and operational targets including those contained in approved KPIs;
- Review its terms of reference and work plan annually.

## **2. GOVERNORS' CODE OF CONDUCT**

In the position of Governor, individuals are obliged to adhere to the CUC's Higher Education Code of Governance (September 2020) and the seven Nolan Principles of Standards in Public Life:

- **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or other friends.

- **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

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- **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

- **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit to whatever scrutiny is appropriate to their office.

- **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

- **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

- **Leadership**

Holders of public office should promote and support these principles by leadership and example and should also bear in mind that their role is a form of public trusteeship for the community served by the University. Governors individually and collectively and should therefore promote accountability and openness in reporting of their proceedings.

### **3. DIRECTOR AND TRUSTEE DUTIES**

In the position of Governor, individuals are expected to adhere to the duties detailed in the Companies Act 2006 and the Charities Act 2016.

#### **Companies Act**

- **To act within powers** (comply with the company's constitution and decisions made under the constitution and to exercise the powers only for the reasons for which they were given);
  - To act in a way the director considers (in good faith) is most likely **to promote the success of the company**;
  - **To exercise independent judgment**, that is, not to subordinate the director's power to the will of others;
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- To exercise **reasonable care, skill and diligence**;
- To **avoid conflicts (or possible conflicts)** between the interests of the director and those of the company;
- **Not to accept benefits** from third parties;
- To **declare any interest** in a proposed transaction or arrangement;
- To **maintain confidentiality** of the company's affairs.

#### **Charities Act**

- To ensure your charity is **carrying out its purposes for the public benefit**;
- To **comply with your charity's governing document and the law**;
- To **act in your charity's best interests**;
- To **manage your charity's resources responsibly**;
- To **act with reasonable care and skill**;
- To **ensure your charity is accountable**.

#### **4. THE KEY REQUIREMENTS OF THE ROLE OF GOVERNOR**

In order for corporate governance at the University to be effective, Governors are expected to adhere to these specific obligations:

- Discharge duties in line with expected standards in public life
  - Attend Governing Body meetings and Away Days and Committee meetings (Independent Governors are required to be a member of at least one Committee or Group);
  - Review meeting papers prior to attending all meetings and raise any issues with report(s) initially to the Clerk, Chair or Vice-Chancellor in advance of the meeting;
  - Take decisions collectively in the University's best interests at formally convened meetings;
  - Avoid putting specific interests before those of the University (Student and Staff Governors share the same responsibilities as other Governors).
  - Work co-operatively at meetings to reach a view on issues on the basis of the facts presented;
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- Respect any decision that an item of business should remain confidential;
  - Declare any personal direct or indirect conflicts of interest on appointment and on an annual basis. Also declare any personal conflicts of interest arising from discussion of business at meetings;
  - Respect the authority of the Chair in his or her management of the meeting;
  - Participate in annual Governor informal discussions with the relevant Chair;
  - Participate in the Governor Support and Development Programme including attending training and development events.
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## **ROLES AND RESPONSIBILITIES OF THE SAFEGUARDING GOVERNOR CHAMPION**

### Background

- The Safeguarding Governor Champion plays an essential role in providing oversight of the University's approach to safeguarding policy, procedures, and practice on behalf of the Governing Body.
- The Governing Body has specific responsibilities regarding the Prevent duty and the OfS Statement of Expectations on Harassment and Sexual Misconduct. These form part of the University's arrangement for Safeguarding set out in the University's Safeguarding Statement of Policy.
- The OfS Expectations state that Governing bodies should ensure that the provider's approach to harassment and sexual misconduct is adequate and effective.

### Role of the Safeguarding Champion

- The Safeguarding Governor Champion should feel comfortable addressing the University's performance relating to safeguarding at meetings of the Governing Body. However, there is no requirement for in-depth knowledge of safeguarding.
- The University's Safeguarding Co-ordinator will support the Safeguarding Champion to fulfil the role's remit, including arranging appropriate training.

### Responsibilities of the Safeguarding Champion

The responsibilities are as follows:

- Act as a 'critical friend' to ensure the University has appropriate arrangements to meet the safeguarding requirements (including the Prevent duty).
- Receive assurances of compliance with Safeguarding requirements.
- Ensure the University addresses Governing Body responsibilities relating to the Prevent duty and the OfS Statement of Expectations.

### Meetings with the University's Safeguarding Co-ordinator

- The Governor Champion will meet quarterly with the University's Safeguarding Co-ordinator and other relevant staff to receive a management briefing on the work undertaken and planned at the University. It will provide an opportunity to discuss any aspect of the University's performance in this area. These meetings may take place virtually.
- Review the annual report on Safeguarding in advance of its presentation to the Governing Body in conjunction with the University's Safeguarding Co-ordinator.

### Training

- Attend a safeguarding training event and other training as appropriate to the role and issues relevant within the University.
- Ensure other governors attend appropriate safeguarding training and briefings and encourage active participation of governors in addressing safeguarding in the University.

### Safeguarding Panel

- The Governor Champion has observer status on the Safeguarding Panel, which meets four times a year. The Champion will receive all papers and resulting minutes/briefings and will have the opportunity to comment.
  - The Governor Champion should attend one Safeguarding Panel meeting each year following consultation with the University Safeguarding Co-ordinator.
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Meetings with Staff and Students

- The Governor Champion will have the opportunity to meet with staff and students to discuss aspects of safeguarding. Such meetings will take place within the context of the existing Governor Visits programme.



## **ROLES AND RESPONSIBILITIES FOR THE HEALTH AND SAFETY GOVERNOR CHAMPION**

### Background

- The CUC Guidance for Members of UK Higher Education Governing Bodies states that an independent member of the Governing Body shall act as its Health and Safety Champion.
- The Governing Body carries and accepts ultimate responsibility for the discharge of the University's legal duties for the health and safety of employees, students and others affected by its activities and is responsible for:-
  - o Providing health and safety policy leadership to the organisation; reviewing and approving annually the University Health and Safety Policy Statement, which provides the overarching framework for ensuring and promoting a healthy and safe learning, working and research environment,
  - o Ensuring that the University has the organisational arrangements and systems in place for health and safety to be suitably managed,
  - o Ensuring that adequate resources for health and safety are provided,
  - o Receiving assurances of compliance with health and safety legislation,
  - o Ensuring its decisions are consistent with the intentions of the University Health and Safety Policy Statement,
  - o Encouraging the active participation of employees in improving health and safety,
  - o Formally reviewing health and safety performance at least annually,
  - o Nominating a Governor H&S Champion to support the Governing Body monitoring duties and act as an independent observer to the University's Health and Safety Group.
- The Governor Champion should feel comfortable championing the University's compliance and H&S performance but does not need to possess an in-depth practical knowledge of H&S.
- Separately and in addition to the Governor Champion, the Staff Governor may attend the Health and Safety Group as a member.
- The H&S Champion will be supported by the Clerk's Office to undertake any training necessary to enable them to fulfil the remit of the role.
- The H&S Champion will be notified of any RIDDOR reportable incidents by the Head of H&S Health and Safety Group
- The Governor Champion has observer status on the Executive Health and Safety Group which currently meets four times a year. The Champion will be provided with all papers and resulting minutes/briefings and given an opportunity to comment.
- The Governor Champion should attend a minimum of one meeting of the Executive Health and Safety Group each year in consultation with the Head of Health of Safety.

### Meetings with Managers and Advisers

- The Governor Champion will meet termly with the Head of Health and Safety, or other senior staff directly responsible for health and safety to receive a management briefing on the work being undertaken and planned at the University. This will also provide an opportunity to discuss any aspect of the University's performance in this area. These meetings can take place virtually.

### Meetings with Staff and Students

- Should they wish, the Governor Champion will be afforded the opportunity to meet periodically with staff and students to discuss aspects of health and safety. This will take place within the context of the existing Governor Visits programme.
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## **ROLES AND RESPONSIBILITIES OF THE EQUALITY AND INCLUSION (E&I) CHAMPION**

### General

- A member of the Governing Body has been appointed to act as its E&I Champion.
- The Governor Champion will help maintain the Governing Body's focus on its responsibilities with regards to E&I, namely, ensuring that the University promotes equality of opportunity, promotes good relations and positive attitudes and eliminates unlawful discrimination.

### Governing Body

- The Governor Champion will assist the Chair of the E&I Committee in making representations at Governing Body meetings regarding the University's work on E&I.

### E&I Committee

- The Governor Champion has observer status on the Executive E&I Committee which meets termly.
- The E&I Champion will be provided with all papers and will be entitled to attend meetings of the Executive Committee but is not expected to attend more than once a year.

### Meetings with Managers

- The Governor Champion will meet termly with the Senior Manager and/or the E&I Manager directly responsible for E&I to receive a management briefing on the work being undertaken and planned at the University. This will also provide an opportunity to question managers on any aspect of the University's performance in this area.
- The executive will inform the Governor Champion of any significant adverse events concerning E&I at the University.

### Meetings with Staff and Students

- The Governor Champion will be afforded the opportunity to meet periodically with staff and students to discuss aspects of E&I.
  - In conjunction with the Students' Union, arrangements will be made to meet periodically with representatives of the Student Body.
  - The purpose of these meetings and visits are to assist the Governor Champion in discharging their governance role which is separate and distinct from the role of the executive. It is expected that these meetings will be facilitated by the existing Governor Visits Programme.
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## **ROLES AND RESPONSIBILITIES OF THE GOVERNOR SUSTAINABILITY CHAMPION**

### General

- The Sustainability Governor Champion plays an essential role in connecting the Governing Body with the University's work on sustainability and the climate emergency.
- The Governing Body approved the University's 'Vision 2030' strategy setting out one overarching aim; 'shaping sustainable futures'. There are eight values set out in Vision 2030; and being sustainable is top of the list. Sustainability is also one of the cross-cutting themes of Vision 2030. The Governing Body has also approved a Climate Emergency Strategy.
- The Sustainability Champion will engage with the Executive in relation to the implementation of these strategies, bringing to bear their own expertise and skills.
- The Academy for Sustainable Futures will support the Sustainability Champion to fulfil the role's remit.

### Responsibilities of the Sustainability Champion

The responsibilities are as follows:

- Act as a 'critical friend' to ensure the University has appropriate arrangements to implement the relevant sustainability and climate emergency strategies.
- Provide assurance that the University is addressing Governing Body commitments on sustainability.
- Liaise with the Senior Pro Vice-Chancellor (Research, Enterprise and Business Development) who is the SMT member with overall responsibility for sustainability and the Academy for Sustainable Futures.

### Meetings with the Dean of the Academy for Sustainable Futures

- The Governor Champion will meet quarterly with the Dean of the Academy for Sustainable Futures to receive a management briefing on the work undertaken and planned at the University. It will provide an opportunity to discuss any aspect of the University's performance in this area.
  - The Governor Champion will review the annual sustainability report in advance of its presentation to the Governing Body.
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