



BOARD OF GOVERNORS STANDING ORDERS

APPENDIX 1

KEY CORPORATE RESPONSIBILITIES

KEY AREAS OF CORPORATE RESPONSIBILITY.

- 1.1 The Education Reform Act 1988 set out the powers of the Higher Education Corporation to: provide higher education; to provide further education; and to carry out research and to publish the results of the research or any other material arising out of or connected with it in such a manner as the Board thinks fit.
- 1.2 The Act also sets out the supplementary powers in which the Corporation “have power to do anything which appears to the Corporation to be necessary or expedient for the purpose of or in connection with the exercise of any of the powers”.
- 1.3 Schedule 8 of the Higher Education and Research Act 2017 amended the Education Reform Act, specifically addressing the procedures by which a higher education corporation in England can modify, replace, or revoke its instrument of government. Furthermore, this amendment stipulates that any changes made to the instrument must not jeopardise the corporation's charitable status.
- 1.4 The responsibilities of the Board of Governors are set out at paragraph 3(1) of the Articles for Arts University Plymouth.
- 1.5. The key areas of responsibility of the Board of Governors may be summarised as:
The determination and periodic review of the educational character and mission – *taken as covering the University's broad purpose, development and strategic direction, its ethos, the nature, pattern and characteristics of its educational programme, its admissions and progression policies, and its relationship with the community.*

Oversight of University activities – *principally but not exclusively an understanding of the nature and quality of the academic provision and monitoring performance and the pursuit by Leadership of the strategic objective, mission and educational character set by the Board.*

Solvency, effective use of resources and safeguarding assets – *this embraces appropriate use of public funds, ensuring “value for money”, the application of sound financial management with all necessary internal “checks and balances”, compliance with audit requirements and the maintenance of a sound risk management practice. Governors have a duty to approve and submit the audited accounts annually.*

Approving the annual estimates of income and expenditure – *Governors must satisfy themselves that the proposals submitted by Management are accurate and adequate.*

The appointment, appraisal, suspension, dismissal, pay and conditions of holders of Senior Posts, the Clerk and Deputy Clerk – *The Board of Governors retain a direct role in connection with the employment matters pertaining to Senior Post Holders, the Clerk and the Deputy Clerk.*

Setting the framework for the pay and conditions of all other staff – *the Board is the employer of all University staff and must therefore ensure pursuit of best practice and compliance with all aspects of employment, equal opportunities and Health & Safety legislation.*

2. **Statement of Primary Responsibilities**
(in line with CUC HE Code of Governance 2020)

1. To set and agree the mission, strategic vision and values of the institution with the Executive (Board).
2. To agree long-term academic and business plans and key performance indicators and ensure that these meet the interests of stakeholders, especially staff, students and alumni (Board).
3. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the institution against the strategy, plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions (Audit).
4. To delegate authority to the HoI for the academic, corporate, financial, estate and human resource management of the institution, and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the HoI (Vice-Chancellor).
5. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and procedures for handling internal grievances and managing conflicts of interest (Vice-Chancellor).
6. To establish processes to monitor and evaluate the performance and effectiveness of the Board (Nominations & Governance).
7. To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life (Nominations & Governance).
8. To safeguard the good name and values of the institution (Board).
9. To appoint the Head of Institution (HOI) as Chief Executive and to put in place suitable arrangements for monitoring their performance (Remuneration).
10. To appoint a Clerk & Deputy to the Board (Remuneration).
11. To be the employing authority for all staff in the institution and to be accountable for ensuring that an appropriate human resources strategy is established (Employment).
12. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall accountability for the institution's assets, property and estate (Finance & Estates).
13. To be the institution's legal authority and, as such, to ensure systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name. This includes accountability for health, safety and security and for equality, diversity and inclusion (Board).
14. To receive assurance that adequate provision has been made for the general welfare of students (Board).

15. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution (Board).
16. To ensure that the institution's constitution is always followed, and that appropriate advice is available to enable this to happen (Clerk/Deputy).
17. To promote a culture which supports inclusivity and diversity across the institution. (Board).
18. To maintain and protect the principles of academic freedom and freedom of speech legislation. (Board).
19. To ensure that all students and staff have opportunities to engage with the governance and management of the institution. (Board).

3. These principles from the 2nd Report of the Nolan Committee on Standards in Public Life, May 1996 will apply to the collective and individual conduct of Governors:

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 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.

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 themselves 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.

4. The Office for Students Public Interest Governance Principles apply to all registered providers:

I. Academic freedom: Academic staff at an English higher education provider have freedom within the law: to question and test received wisdom; and to put forward new ideas and

controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges they may have at the provider.

II. Accountability: The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.

III. Student engagement: The governing body ensures that all students have opportunities to engage with the governance of the provider, and that this allows for a range of perspectives to have influence.

IV. Academic governance: The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent).

V. Risk management: The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to continue to comply with all of its conditions of registration.

VI. Value for money: The governing body ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all students and (where a provider has access to the student support system or to grant funding) for taxpayers.

VII. Freedom of speech: The governing body takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider.

VIII. Governing body: The size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider.

IX. Fit and proper: Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.

What is a fit and proper person?

A fit and proper person:

- is of good character
- has the qualifications, competence, skills and experience that are necessary for their role;
- 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
- 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:

- 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
- conviction of a criminal offence anywhere in the world subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years)
- subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies
- involvement in any abuse of the tax systems
- involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated
- 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;
- dismissal from a position of trust or similar
- 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.).

5. The following "Ten Point Guide" for Governors and Independent Committee Members has been drawn up by Eversheds, the sector's Corporate Governance legal specialists, and is reproduced with their permission:

observe and comply with the University's Code of Conduct for Governors (the Code) which sets out in detail the responsibilities and standards of conduct expected of Governors;

remember that it is their role to determine the strategic policy and the overall direction of the University, to oversee its activities and to monitor the performance of the Vice-Chancellor and other senior post holders. They are accountable for the solvency of the University and for the proper use of public funds. The Vice-Chancellor is responsible for implementing the Board's decisions, for managing the University's affairs within the budget and frameworks fixed by the Board and for the day to day running of the University;

observe the provisions in the University's Instrument and Articles of Government (and in particular discharge the responsibilities given to them by the Articles), comply with the Board's standing orders and ensure that the Board acts within the powers conferred on it by the Further and Higher Education Act 1992;

show the highest loyalty to the University and act in its best interests at all times:

- decisions must always be taken for the benefit of the University, its students, staff and other users and with a view to safeguarding public funds;
- Governors must not be bound by any mandates given to them by other bodies; and
- Governors must avoid putting themselves in a position where there is an actual, potential or perceived conflict between their personal interests (including those of their family) and those of University. Governors must declare any relevant interest in accordance with the provisions in the Instrument and the Code.

conduct themselves in accordance with the highest ethical standards and embrace the seven principles of public life laid down by the Nolan Committee (set out overleaf);

discharge their duties with skill, care and diligence;

be committed to securing equality of opportunity within the University, to combating discrimination on whatever grounds and to discharging their legal duties under the relevant legislation;

abide by the principle of collective responsibility. Once a decision has been taken by the Board, Governors have a duty to stand by it, even if they voted against the decision or were absent from the relevant meeting; and

ensure that the business of the Board is conducted openly and transparently and to encourage the general principle of openness and free access to information about the proceedings of the Board, with confidential items being kept to a minimum.