

Board of Governors

Statement of Primary Responsibilities

Note: This statement has been developed to align with the Higher Education Code of Governance and registration conditions specified by the Office for Students (OfS).

1. To approve the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.
2. To ensure processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
3. To delegate authority to the head of the institution, as chief executive, 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 head of the institution.
4. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, procedures for handling internal grievances and for managing conflicts of interest.
5. To ensure there is an effective framework overseen by the University's Academic Board, to manage the quality of learning and teaching and to maintain academic standards.
6. To establish processes to monitor and evaluate the performance and effectiveness of the Board of Governors itself.
7. To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
8. To safeguard the good name and values of the institution.
9. To appoint the head of the institution as chief executive, and to put in place suitable arrangements for monitoring his/her performance. The Vice Chancellor is designated as the 'accountable officer' and principal contact for the Office for Students (or any successor body).

10. To appoint a Secretary to the Board of Governors and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
11. To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.
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 responsibility for the university's assets, property and estate. This includes responsibility for ensuring regularity, propriety and delivery of value for money in relation to the use of public funds.
13. To be the institution's legal authority and, as such, to ensure that 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. In discharging these responsibilities, the Board of Governors may seek independent legal advice.
14. To comply with registration conditions required by the Office for Students (or any successor body) including but not limited to reporting changes, co-operating with investigations and providing information to the Office for Students and/or designated data body.
15. To receive assurance that adequate provision has been made for the general welfare of students, in consultation with the academic board.
16. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
17. To ensure that the institution's Articles of Association is followed at all times and that appropriate advice is available to enable this to happen.
18. To promote a culture which supports inclusivity and diversity across the institution.
19. To maintain and protect the principles of academic freedom and freedom of speech legislation.
20. To ensure that students and staff have opportunities to engage with the governance and management of the institution.

The University is a Company Limited by Guarantee (Company Number: 4498683) and an exempt charity. The University's Governors are Company Directors. Under the Companies Act 2006, Company Directors have a number of general duties. These are to:

- Act within powers
- Promote the success of the company
- Exercise independent judgement
- Exercise reasonable care, skill and diligence
- Avoid conflicts of interest
- Not accept benefits from third parties
- Declare interest in proposed transaction or arrangement.

This means that Directors have responsibilities to:

1. Act in the University's best interests, taking everything they think relevant into account.
2. Obey the University's constitution and decisions taken under it.
3. Be honest and remember that the University's property belongs to it and not to the Directors.
4. Be diligent, careful and well informed about the University's affairs. Directors should use any special skills or experience they have.
5. Make sure the University keeps records of Directors' decisions.
6. Remember that Directors remain responsible for work given to others.
7. Avoid situations where interests conflict with those of the University. When in doubt disclose potential conflicts quickly.
8. Seek external advice where necessary, particularly if the University is in financial difficulty.

[Adapted from the *Ministerial Statement on the Companies Act 2006 Duties of Company Directors* (Department for Trade and Industry, June 2007)]

Directors' legal duties should be understood in the context of the wider responsibilities of members of governing bodies of higher education institutions as set out in the **Terms and Conditions of Funding** and the Registration Conditions specified by the Office for Students (OfS).