

UNIVERSITY OF LEICESTER

CORPORATE GOVERNANCE CODE OF PRACTICE

Introduction to University governance and management

1. For the purpose of this Code, Governance is defined as the systems, structures, procedures and rules by which the University takes decisions on its affairs and is held accountable for them. This includes setting the University's strategic aims and objectives, monitoring and measuring performance against these, ensuring accountability and effective scrutiny, and appointing and ensuring the effectiveness of the head of the institution and other senior officers.
2. Governance therefore is distinct from the day-to-day management of the University, which is more about the pursuit of agreed aims and objectives, the implementation of agreed policies, the preparation of new policy proposals, and the efficient and effective deployment of resources.
3. Despite this distinction there is a critical interface between good governance and effective management, and the academic, research and commercial success of the University is very much dependent upon this interface.
4. The University was established by Royal Charter in 1957 and acts as an autonomous, self-governing institution. The University has exempt charitable status, and is regulated by the Higher Education Funding Council for England (HEFCE). It is the stated intention of the University that it will conduct its affairs in accordance with the [Higher Education Code of Governance](#), issued by the CUC (Committee of University Chairs), and in accordance with the principles established by the Nolan Committee on Standards in Public Life.

Council

5. Council is the governing body of the University and has the responsibility to satisfy itself that the systems, structures, procedures and rules for the running of the University are appropriate, necessary and fit for purpose. To this end members of Council are expected to ask probing, searching questions in relation to these matters and to satisfy themselves that the responses are sound, confident and consistent.
6. Parallel with this, management is concerned with the day-to-day running of the University; with advising the governing body about policies and objectives; and with devising means of implementing agreed policies and meeting agreed objectives. The senior management of the University is accountable to Council in respect of these matters.

Duties and Responsibilities of Members of Council

7. Council's constitution and powers are prescribed in the [Statutes](#) and [Ordinances](#) of the University. The responsibilities of Council are set out in its [Statement of Primary Responsibilities](#) and the arrangements for the conduct and quoracy of Council meetings are set out in [Standing Orders](#). Details of the current [Membership of Council](#) is available

on the University's website and is published annually in the [Financial Statements](#).

8. Members of Council, as charity trustees, have a duty of care to the University as a whole. They have a duty to ensure that the University acts reasonably and with vigour in setting and then pursuing its objectives. Members must at all times act solely in the best interests of the University and within the scope of their powers. As individuals, members are personally responsible for any breach of trust, which includes wilfully exceeding their powers, or committing University funds for purposes outside the University's charitable objects.
9. Members of Council are required to perform their duties with integrity and objectivity. For example, they should bear in mind the need to act with care in relation to hospitality or gifts, which could be perceived as inducements by persons or bodies seeking to supply goods or services to the University.
10. It is reasonable and appropriate for lay members of Council to endeavour to establish constructive and supportive working relationships with University staff and students with whom they come into contact. These relationships must at all times remain both independent and challenging, and must always observe the proper separation between governance and management. In particular, lay members of Council must not seek, or allow themselves to develop, an involvement in the day-to-day executive management of the University. Notwithstanding this clear separation lay members of Council are still eligible to chair, or to serve as a member of, a committee of Council.
11. Members should also bear in mind the overarching principles of openness and transparency in the conduct of business. However, it is incumbent upon members that due regard be given to the observance of confidentiality as and when appropriate. Members are asked to acknowledge a duty of confidentiality upon appointment to Council. Confidential matters discussed at meetings are recorded in the minutes as having been discussed, though the detail of the discussion may be recorded only in the appendices to the signed minutes.
12. It is expected that members of Council will attend a minimum of two scheduled meetings of Council each year and that they will endeavour to participate in the scheduled meetings of any committees or working groups to which they may have been appointed. Where a member does not attend the required minimum and is unable to show good cause for this, his/her membership of Council will be subject to review by the Nominations Committee.
13. From time to time there may arise the need for an extraordinary meeting of Council to take place. On these occasions notice of the time of the meeting will be given in accordance with the arrangements set out under [Standing Orders](#), and members should be willing to make themselves available for such meetings.
14. Appointments to Council are in the nature of public service appointments and no remuneration is made. Lay members of Council are eligible to claim reimbursement of travelling expenses for attendance at meetings of Council and any other University body upon which they sit (with the exception of meetings of Court). This eligibility extends to lay people who are not members of Council but who are appointed, with the approval of the Nominations Committee, to sit as members of other University committees. Travelling expenses will also be reimbursed in cases where members of

Council are engaged in other relevant activities such as conference attendance, development opportunities and briefing meetings with University officers.

All expenses claims are subject to and will be dealt with on the same terms and conditions as apply to University staff.

Required Committees of Council

15. To comply with HEFCE and CUC requirements for the establishment of specific committees the Council has established and receives regular reports from the following committees:

- Audit
- Finance
- Nominations
- Remunerations

16. The proceedings of all Council (and Senate) committees are minuted and each committee reports by way of minutes and/or reports on matters of substance to its superior body.

Delegation of Powers

17. In order to facilitate the effective running of the University, Council has delegated certain powers to the committees and officers of the University, subject to their responsibility to report to Council at stated intervals. These procedures are set out in the [Scheme of Delegated Powers](#) (under review in 2015-16).

Register of Interests

18. Members of Council are required at all times to adhere to the University's procedure for the [Registration and Declaration of Interests](#).

Publication of the Proceedings of Meetings of Council

19. The minutes pertaining to the Unreserved (ie non-confidential) business transacted by Council are available on the University's website. The minutes pertaining to Reserved business are not published.

The Senior Executive Officers

20. The Senior Executive Officers of the University are;

- The President and Vice-Chancellor
- The Provost
- The Pro-Vice-Chancellors
- The Registrar and Chief Operating Officer

The President and Vice-Chancellor and the Pro-Vice-Chancellors

21. The President and Vice-Chancellor is the chief academic and executive officer of the

University. The President and Vice-Chancellor is the Chair of Senate and is responsible for maintaining and promoting the efficiency, effectiveness and good order of the University. The President and Vice-Chancellor is accountable to Council for the exercise of his/her responsibilities and has a formal responsibility, under the terms of the Higher Education Funding Council's Memorandum of Assurance and Accountability, to alert the governing body if any action or policy is incompatible with the terms of the Memorandum.

22. The Provost and the Pro-Vice-Chancellors assist the President and Vice-Chancellor in maintaining and promoting the efficiency, effectiveness and good order of the University. The Provost stands in as required in the absence of the President and Vice-Chancellor.

The Registrar and Chief Operating Officer

23. The Registrar and Chief Operating Officer is both an executive member of the University's senior management team and, officially, the Secretary to Council and its committees. The Registrar and Chief Operating Officer has delegated the secretariat role for Council and certain committees to other officers of the University.
24. The Registrar and Chief Operating Officer is the senior member of the University's administrative staff and has overall responsibility for the provision of all of the University's administrative services.
25. Although the Registrar and Chief Operating Officer has a managerial reporting line to the President and Vice-Chancellor, it is clearly understood that the role involves distinct responsibilities to Council itself (and its Chair) as the governing body of the University.
26. The Registrar and Chief Operating Officer advises Council on relevant issues arising in respect of the use of public funds, accountability, legal matters, as well as the application of the University's Charter, Statutes, Ordinances and Regulations to matters at hand. This also includes responsibility for advising Council if any proposed action would exceed Council's powers, or be contrary to law or to the Higher Education Funding Council's Memorandum of Assurance and Accountability.

Whistleblowing

27. Legal provisions covering Public Interest Disclosure, commonly referred to as 'whistleblowing', offers legal protection to staff against dismissal or other penalties suffered as a result of confiding in their employer about certain serious concerns which are in the public interest. If a member of staff discovers information which they believe shows malpractice or impropriety within the University they can inform the University without going through their line manager and may choose, if they wish, to remain anonymous.
28. The University's [Whistleblowing Policy](#) explains the procedures to be followed if a member of staff (or a student) has a concern the disclosure which they reasonably believe is in the public interest.
29. The Whistleblowing Policy is not designed to permit or encourage the challenging of

legitimate financial or business that have been properly taken by the University. Similarly, it may not be used to bring about the consideration (or reconsideration) of any matters of private interest to the individual concerned, which may be properly and appropriately addressed under other University procedures, such as those covering grievances and complaints, bullying and harassment, or misconduct in research.

30. Members of staff and students are advised to consult the full [Whistleblowing Policy](#) before making a disclosure.

University Companies, Trustees of the University Pension Funds, the Students' Union and HEFCE

31. Council's duties, responsibilities and powers in relation to the above bodies are as defined in the [Statutes](#), [Ordinances](#), [Regulations](#), and the [Memorandum of Assurance and Accountability](#).

Grievances and Complaints

32. The procedures for handling grievances by members of staff in relation to their employment at the University are set out in the [Ordinances](#). The procedures for handling student grievances are published in the [Regulations](#).

Identification, Reporting and Investigation of Suspected or Alleged Fraud or Financial Irregularity

33. It is expected that where any member of staff is aware of, or suspects with good cause, that there is a financial irregularity or fraud they will, without delay, report the matter to the Director of Finance under the procedures set out in the [Fraud Response](#) section of the [Financial Regulations](#).
34. Where a suspicion of fraud or financial irregularity is raised, the procedures for investigation accord with those laid out in the [Fraud Response](#) plan.
35. The HEFCE Audit Code of Practice requires any serious control weaknesses, significant frauds or major accounting breakdowns to be notified through the designated officer (the President and Vice-Chancellor) to the Chair of the Audit Committee, the Chair of Council, and the Accounting Officer of HEFCE.

Senate

36. Senate's constitution and powers are prescribed in the [Statutes](#) and [Ordinances](#) of the University. Senate is the custodian of the academic integrity of the University. Subject to the overall authority of Council, it is concerned with directing and regulating the academic life of the University, including: provision and standards of learning and teaching; promotion and standards of research; standards of examination; aspects of the student experience; and the organisation of the Colleges, Schools and Departments of the University.
37. Responsibility for the day-to-day running of the academic affairs of the University rests with the Heads of Department, who are ultimately accountable to the President and

Vice-Chancellor. The Heads of College, who are also accountable to the President and Vice-Chancellor, are responsible for providing academic and managerial leadership within their Colleges. They are also Pro-Vice-Chancellors and as such are members of the University Leadership Team and have additional designated institutional responsibilities. The Heads of College and Heads of Department are members of the Senate.

Court

38. Court is a body with around 100 Full Members, mostly external to the University, which meets annually to receive a report on the University's recent activities, and to receive the audited financial statements. Court's constitution and powers are prescribed in the [Ordinances](#) of the University.

Revised November 2015