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 Office for Students (OfS). 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 Committee of University Chairs (CUC) in 2014, 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 its Standing Orders. Details of the current Membership of Council is available on the University’s website and is also published annually in the Financial Statements.
8. Members of Council, as individuals, 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 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, for example, in relation to personal information about named individuals or to the commercial interests of the University. Members are asked to acknowledge a duty of confidentiality upon appointment to Council. Confidential matters discussed at meetings are recorded in a separate ‘Reserved’ section of the minutes.

12. It is expected that members of Council will attend a minimum of three 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.

Committees of Council

15. The terms of reference and constitutions of the standing committees of Council and Senate, as listed below, can be viewed in detail under Committees:

- Audit Committee
- Equality, Diversity and Inclusion Committee
- Finance Committee
- Health and Safety Committee
- Honorary Degrees Committee
- Learning and Teaching Committee
- Nominations Committee
- Remuneration Committee
- Research and Enterprise Committee
- Senior Staff Pay Committee
- Standing Committee of the Alumni Association

16. The proceedings of these committees are minuted and each committee reports by way of minutes and/or reports on matters of substance to its superior body, which will be either Council or Senate.

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. These procedures are set out in the Schedule of Delegation.

Register of Interests

18. Members of Council and designated senior staff are required at all times to adhere to the University's procedure for the Declaration of Interests.

Publication of the Proceedings of Meetings of Council

19. The Minutes pertaining to the non-confidential business transacted by Council are available on the University's website, once they have been approved and confirmed by Council at a subsequent meeting. The Minutes pertaining to confidential matters are not published.

The Senior Executive Officers

20. The Senior Executive Officers of the University are:

- The President and Vice-Chancellor
- The Pro-Vice-Chancellors (PVCs) and the PVCs-Heads of College
- 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, is the Chair of the 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 to alert the governing body if any action or policy is incompatible with the terms of its registration with the OfS as a provider of higher education.

22. The Pro-Vice-Chancellors assist the President and Vice-Chancellor in maintaining and promoting the efficiency, effectiveness and good order of the University. One of the Pro-Vice-Chancellors is appointed with the designation of Deputy-Vice-Chancellor, and 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 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 terms of its registration with the OfS.

Whistleblowing

27. Legal provisions covering Public Interest Disclosure, commonly referred to as ‘whistleblowing’, offer 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 which is in the public interest.

29. The University makes such investigations as are appropriate. The arrangements do not permit or encourage the challenging of properly taken, legitimate, financial or business
decisions, and it cannot be used to bring about the reconsideration of matters which have already been dealt with under separate harassment, complaint or disciplinary procedures.

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 the OfS

31. Council’s duties, responsibilities and powers in relation to the above bodies are as defined in the Statutes, Ordinances, and Regulations, and in the OfS Regulatory Framework.

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 for it to be dealt with under the procedures set out in the Policy on Fraud.

34. Any serious control weaknesses, significant frauds or major accounting breakdowns will be notified through the President and Vice-Chancellor (as Accountable Officer) to the Chair of the Audit Committee, the Chair of Council, and to the OfS.

Senate

35. 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 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.

36. 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 Vice-Chancellor. The Heads of College, who are also accountable to the 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’s senior management team and have additional designated institutional responsibilities. The Heads of College and Heads of Department are members of the Senate.
Court

37. Court is a body of stakeholders, both internal and external to the University. The Full Members of Court, of whom there are around 100 at any one time, attend an Annual Meeting of Court to receive a report on the University’s activities during the year, and the audited financial statements. Court’s constitution and powers are prescribed in the Ordinances of the University.

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