

## **Role Description and Code of Conduct for Lay Members of the Board of Trustees**

The University's governing body is called 'the Board of Trustees'. This document and its associated responsibilities apply to all members of the Board of Trustees and those who attend Board meetings. All Board members and attendees will be required to sign this document to confirm their commitment to it before their appointment to the Board of Trustees / attendance at Board meetings can be confirmed.

### **1. Membership**

- a) Members are expected to play their part in ensuring that the necessary business of the Board of Trustees is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business. They are expected to attend regularly, to make rational and constructive contributions to debate and to make their knowledge and expertise available to the Board as the opportunity arises.
- b) Members have a responsibility for ensuring that the Board of Trustees acts in accordance with the instruments of governance of the University and with the University's internal rules and regulations, and should seek advice from the Clerk in any case of uncertainty.
- c) Members are required to accept collective responsibility for the decisions reached by the Board of Trustees. Members elected, nominated or appointed by particular constituencies may not act as if delegated by the group they represent, and may not be bound in any way by mandates given to them by others.

### **Removal of Members of the Board of Trustees**

- d) In accordance with Statute 31 (removal of officers, auditors and members) any member of the Board of Trustees, other than those who are members by virtue of their office or members of the academic staff, may be removed for good cause by Court.

'Good Cause' in this Statute means one or more of the following:

- (i) conviction for an offence rendering the person convicted unfit for the execution of the duties of the office;
- (ii) improper conduct, incompatible with the duties of the office;
- (iii) conduct constituting persistent refusal, neglect or inability, including mental or physical inability, to perform the duties or comply with the conditions of office.

### **2. Standards**

- a) Members have a responsibility for ensuring that the Board of Trustees conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. They must at all times regulate their personal conduct as members of the Board of Trustees in accordance with these standards.
- b) Members must at all times act in accordance with this document and the policies and strategies of the University.
- c) Members must make a full and timely disclosure of personal interests to the Clerk in accordance with the procedures approved by the Board of Trustees. They must as soon as practicable disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the management of that situation, in order that the integrity

of the business of the Board of Trustees and its Committees may be and may be seen to be maintained.

In any case, members will be asked annually to review and update their centrally-held "Register of Interests". This includes disclosure of: other charitable connections (trusteeships); remunerated employment outside of the University; details of any self-employment; Directorships; appointments or positions of authority within organisations whose decision could impact upon the University; any relevant appointments or positions of authority; relevant financial interests (including those of immediate family); unspent convictions or bankruptcy details.

- d) The University Secretary will keep a record of consultations of the Register. On request the University Secretary will provide information about consultations to those on the Register. The centrally-held Register of Interests will be made available under the Freedom of Information Act to members of the public on request.
- e) Those to whom the Code applies should be careful to ensure propriety over receipt of gifts, benefits or hospitality in the course of, or connected with, University business. Such gifts or benefits, other than those of small intrinsic value, should be notified to the Secretary of the Board of Trustees. The acceptance of gifts and benefits should be considered in accordance with the UK Bribery Act.
- f) Members will be required to complete and sign a 'Fit and Proper Persons Declaration' before joining the Board of Trustees.
- g) Since the University is a Charity, members have a responsibility for ensuring that the Board of Trustees exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.

### **3. The business of the University**

- a) Members have a responsibility for ensuring that the Board of Trustees exercises control over the strategic direction of the University, through an effective planning process, and that the performance of the University is adequately assessed against the objectives which the Board of Trustees has approved.
- b) Members should endeavour to establish constructive and supportive but challenging working relationships with the University employees with whom they come into contact, but must recognise the proper separation between governance and executive management, and avoid involvement in the day-to-day executive management of the University.
- c) Usually, members will be appointed by the Board of Trustees to at least one Committee of the Board and are expected to play a full part in the business of all Committees to which they are appointed. The Clerk will confirm any Committee appointments in writing, setting out the member's approved term of office, the name and contact details of the committee chair and secretary, the committee's membership and terms of reference and the dates of any scheduled meetings.
- d) The Board of Trustees has responsibility for the use of the University seal to the University Secretary (further delegated to the Deputy Secretary (Legal Services)). All documents requiring the University seal will be sealed in the presence of two members of the Board.

### **4. External role**

- a) Members may be asked to represent the Board of Trustees and the University externally, and will be fully briefed by the University to enable them to carry out this role effectively.

- b) Members may be asked to play a role in liaising between key stakeholders and the University, or in fund-raising. They will be fully briefed by the University to enable them to carry out this role effectively. However, this role in particular must be exercised in a carefully co-ordinated fashion with other senior officers and staff of the University.

## 5. Personal

- a) Members will have a strong personal commitment to Higher Education and the values, aims and objectives of the University.
- b) Members will, at all times, act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.
- c) Members are expected to attend all meetings of the Board of Trustees and of Committees of which they are a member, or give timely apologies if absence is unavoidable.
- d) Members must participate in procedures established by the Board of Trustees for the regular appraisal/review of the performance of individual members. Members should attend any induction activities arranged by the University and should participate in appropriate training events such as those organised by the Leadership Foundation, which will be drawn to their attention by the Clerk.

## 6. Time commitment involved

- a) The likely overall time commitment required of members is **15-20 days per year**.
- b) Typically, the Board of Trustees meets between 5 and 7 times per year, with each meeting lasting from a half to a full day, depending on the amount and nature of business to be covered. Meetings usually start no earlier than 9am and finish no later than 4pm. Board meetings are arranged for Fridays wherever possible but awaydays often take place on Thursday (immediately preceding the March Board meeting day). Lunch and refreshments are provided.

The standard cycle of meetings is:

- October (1 day)
- November (1 day)
- January (1 day)
- March (one half 'awayday' followed by a Board of Trustees dinner in the evening and a one day meeting on the following day)
- May (1 day)
- July (1 day)

- c) Board of Trustees papers are sent out one week before each meeting and it is expected that members will have read the papers in advance of the meeting and be prepared to voice their opinions. You should allow **approx. ½ to 1 day per meeting** to prepare and to do any appropriate background reading.
- University Court
- d) All members of the Board of Trustees automatically become members of the University Court. The responsibilities of Court members is minimal and they are encouraged to attend the annual meeting of Court (a meeting of approx 600 University stakeholders including alumni, current staff and students, emeritus staff, and representatives of local authorities, learned societies, educational institutions etc).
- e) The meeting of Court, which is chaired by the University Chancellor, includes addresses from the Vice-Chancellor, the Chair of the Board of Trustees and the Chief Financial Officer, a

presentation from staff and/or students on a topical University activity/initiative, followed by the formal AGM-style meeting of Court. Court takes place on a Friday in early December each year.

#### Graduation Ceremonies

- f) All members of the Board of Trustees are encouraged to attend some of the University's graduation ceremonies which take place over some ten days in February and July each year. Board members are entitled to sit on the main stage wearing the appropriate robes. Dates can be obtained from the Public and Ceremonial Events Office.

#### Other committees/panels/working groups

- g) Depending upon members' areas of expertise and interest, there may be opportunities to participate in ad hoc advisory or working groups (for example, in the past the University has established ad hoc groups to consider and advise the Board on: governance / effectiveness reviews; reviews of the University's pension schemes; succession planning for senior officers). Lay members of the Board of Trustees also play a key role as independent members on staff and student appeals or grievance panels. More information about anticipated time commitments can be obtained from the Clerk.

#### Council Committees

- h) The Board of Trustees' work is underpinned by a structure of sub-committees, which undertake much of the specific and detailed analysis of key University strategy before making recommendations to the Board. Membership of Committees presents valuable opportunities for Board members to gain a deeper understanding of the key issues associated with those committees. This knowledge and understanding will certainly help members to make more informed decisions and to ask more challenging questions at Board level. For this reason, lay members of the Board are strongly encouraged to join at least one sub-committee throughout their tenure on the Board.

Currently, the governance structure provides for lay membership on the following Board of Trustees committees:

- Audit
- Ethics of Research
- Estates
- Finance
- Honorary Degrees
- HR
- IT
- Memberships Appointments and Governance
- Remuneration
- Student Affairs

- i) Typically, each committee meets once per term for approximately three hours. Again, there would be an expectation that members will have read the papers in advance of the meeting and they should allow up to half a day for preparation time. Appointments to Board committees are generally made for an initial term of three-years, or concurrent with Board membership. However, we have previously agreed to co-opt new members for an initial trial year to allow them sufficient time to establish their suitability.

#### Invitations to University Events

- j) Members of the Board of Trustees are regularly invited to all sorts of interesting University and community events. These informal gatherings provide a valuable opportunity for Board members to see the University 'in action' and to meet with staff and students. Whilst attending such events is of course optional, they do provide insights and information which are integral to being an effective governor.

**7. Remuneration**

Members of the Board of Trustees **do not** receive remuneration but the University pays travelling and other expenses incurred in connection with the exercise of their duties as members of the Board (including reasonable costs associated with caring responsibilities). Expenses should be submitted to the Clerk. Directors and Officers Liability Insurance is in place for Board members.

**8. Appointment Process**

Lay members of the Board of Trustees are appointed by Court, usually in December, on the recommendation of the Nominations Committee of Court. The Clerk will confirm members' appointments in writing shortly after formal approval has been given. The letter will set out the approved term of office and other key information that a new member will require.

Lay members are appointed for three-year terms of office, and may stand for re-appointment for a maximum of two additional three-year terms, in accordance with the University Statutes and recognised good practice across the sector.

**9. Resignation**

Any member of the Board of Trustees may resign by a letter sent to the Board through the Clerk.

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