

**UNIVERSITY OF SOUTH WALES
PRIFYSGOL DE CYMRU**

ROLE DESCRIPTION OF MEMBER OF THE BOARD OF GOVERNORS

1. Membership

- a) Members are expected to play an appropriate part in ensuring that the necessary business of the Board of Governors is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business. They are expected to make rational and constructive contributions to debate and to make their knowledge and expertise available to the Board of Governors as opportunity arises.
- b) Governors have a responsibility for ensuring that the Board of Governors 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 to the Governors in any case of uncertainty.
- c) Governors are required to accept collective responsibility for the decisions reached by the Board of Governors. Governors 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.

2. Standards

- a) Attachment 1, below, is the Code of Conduct for Governors, which is intended as a guide for members of the Board of Governors on standards of conduct which are expected of them in carrying out their duties, and as such is aimed at promoting effective governance.
- b) Included within the Code of Conduct are the Seven (Nolan) Principles of Public Life embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership, which governors are expected to observe whilst acting in their capacity as governors. They must at all times regulate their personal conduct as members of the Board of Governors in accordance with these standards.
- c) Governors are responsible for observing the duties set out in the Financial Memorandum which the University has entered into with HEFCW as a condition for receiving public funds and for the proper use of funds derived from other sources.
- d) Governors must make a full and timely disclosure of personal interests to the Clerk in accordance with the procedures approved by the Board of Governor. 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 Governors and its committees may be and may be seen to be maintained.
- e) The University is a charity, governors are also trustees and have a responsibility for ensuring that the Board of Governors 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.
- e) The University is a higher education corporation established under the Education Reform Act 1988, the Board of Governors is responsible for:
 - The determination of the educational character and mission of the University and for oversight of its activities;

- The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
- Approving annual estimates of income and expenditure;
- The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the assignment and appraisal of the Vice Chancellor and the Clerk to the Board of Governors, if the holder of that office is not a member of the University's staff;
- Setting a framework for the pay and conditions of all other staff.

3. Business of the University

- a) Members have a responsibility for ensuring that the Board of Governors 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 Governors has approved.
- b) Governors 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) Members will be appointed by the Board of Governors to at least one committee of the Board of Governors and are expected to play a full part in the business of all committees to which they are appointed.

4. External Role

- a) Members may be asked to represent the Board of Governors and the University externally, and will be fully briefed by the University to enable them to carry out this role effectively.
- b) Governors may be asked to use personal influence and networking skills on behalf of the University (the 'door-opening' role).
- c) Governors 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) Governors will have a strong personal commitment to Higher Education and the values, aims and objectives of the University.
- b) Governors 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 Governors and of committees if which they are a member, or give timely apologies if absence is unavoidable.
- d) Members must participate in procedures established by the Board of Governors for the regular appraisal/review of the performance of individual members. Governors should attend any induction activities arranged by the University and should

participate in appropriate training events such as those organised by AdvanceHE, which will be drawn to their attention by the Clerk.

- e) Membership of the Board of Governors is not remunerated, but governors are encouraged to reclaim all travelling and similar expenses incurred in the course of University business, via the Clerk. Directors and Officers Liability Insurance is in place.

6. Time Commitment

- a) The term of office for an independent member is usually three years (maximum three terms) and for a co-opted member, two years (maximum three terms).
- b) The Board of Governors meets no fewer than four times a year on a regular schedule which is agreed well in advance. Meetings are usually held on Monday afternoon/evening. The Board generally holds at least one 'away day' session each year to debate key strategic issues in more detail, and it is important that governors attend and contribute to these sessions.
- c) There are a number of regular committees of the Board of Governors, most of which meet three times a year, normally on a Monday afternoon/evening. The main committees are Audit Committee, Finance and Resources Committee and Human Resources Committee. In order to spread the workload fairly and to meet quoracy requirements, lay governors are expected to be members of at least one of these committees. See Attachment 2.
- d) In addition, there are other committees such as Nominations & Governance Committee and Remuneration Committee, which meet once or twice a year but otherwise as often as is necessary.
- e) The Boards of Directors of the Royal Welsh College of Music & Drama Ltd (RWCMD) and the Merthyr Tydfil College Ltd (MTC) are responsible to the Board of Governors of the University, which is the sole 'member' of those companies. Governors may be invited to join the Board of Directors of RWCMD and MTC. There are normally four meetings of each Board of Directors plus a strategic review day.
 - f) Co-opted members of committees will be expected to attend the committee meetings of which they are a member; they will not be expected to attend meetings of the Board of Governors, although they are invited to attend Board 'away days'.

UNIVERSITY OF SOUTH WALES HEC
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CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF GOVERNORS

1. Introduction

- 1.1 This Code is intended as a guide for members of the Board of Governors on standards of conduct which are expected of them in carrying out their duties, and as such is aimed at promoting effective governance.
- 1.2 In addition to this Code, members are recommended to familiarise themselves with the following documents which are supplied to them on appointment:
 - a) the University's Instrument of Government
 - b) the University's Articles of Government
 - c) the Financial Memorandum with HEFCW
 - d) the Guide for Members of Governing Bodies of Universities and Colleges in England, Wales and NI, published by the Committee of University Chairmen.
- 1.3 This Code applies to every committee of the Board of Governors to which members may be appointed.
- 1.4 Acceptance of appointment as a governor will be construed as acceptance of this Code.

2. General

Members of the Board of Governors will, whilst acting in their capacity as governors:

- 2.1 observe the highest standards of impartiality, integrity and objectivity in relation to the stewardship of public funds.
- 2.2 observe the Seven Principles of Public Life set out by the Committee on Standards in Public Life (see Appendix 1).
- 2.3 not misuse information gained as a governor for personal gain, for public purpose or to promote private interests or those of closely associated persons, firms or other organisations.
- 2.4 exercise such skill as he/she possesses and such care and diligence as would be expected from a reasonable person in the circumstances.
- 2.5 ensure that they understand their duties, rights and responsibilities.

3. Duties and Responsibilities

- 3.1 Members owe a fiduciary duty to the University. This means that they should show it the highest possible loyalty and act in good faith in its interests. Each member should act honestly, diligently and, subject to provisions of this Code relating to collective responsibility, independently.
- 3.2 Whatever decisions members take at meetings of the Board and its committees must be for the benefit of the University as a whole and not for any improper purpose or for personal motive. Members should not allow any sectional interest to take precedence over the interests of the University as a whole; in particular, members are not appointed as representatives or delegates of any outside body and may not be bound by mandates given by others.
- 3.3 Members must observe the provisions of the University's Instrument and Articles of Government and in particular the responsibilities given to the Corporation by Article 3(1) of the University's Articles of Government.
- 3.4 Members should also have regard to the different, but complimentary, responsibilities given to the Vice-Chancellor as the University's Chief Executive. Whereas it is the Board of Governors' function to decide strategic policy and overall direction and to monitor the performance of the Vice-Chancellor and other senior staff, it is the Vice-Chancellor's role to implement the Board's decisions and to manage the University's affairs within the budget and framework determined by the Board.
- 3.5 Members are responsible for taking decisions which are within the powers of the Corporation as set out in Section 124 of the Education reform Act 1988, as set out in Appendix 2. If a member believes that the Corporation is likely to exceed its powers by taking a particular decision, he/she should immediately refer the matter to the Clerk for advice.
- 3.6 Members are collectively responsible for observing the duties set out in the Financial Memorandum which the University has entered into with HEFCW as a condition of receiving public funds and for the proper use of funds derived from other sources.

4. Conflicts of Interests

- 4.1 Members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
- 4.2 Members should disclose in the Register of Interests any pecuniary, family or other personal interests which members of the public might reasonably think would influence judgement.

- 4.3 Members must disclose any pecuniary, family or other personal interest in any matter which is under discussion at a meeting at which he/she is present and shall, unless otherwise resolved at the meeting, withdraw from that part of the meeting and on no account vote in relation to the matter (see Article 7(18)).
- 4.4 Members must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
5. Collective Responsibility
- 5.1 Decisions of the Corporation are made by members taking collective decisions at meetings of the Board and its committees. Each individual member has a duty to stand by decisions of the Corporation, whether or not he/she was present at the meeting at which the decision was taken.
- 5.2 If a member disagrees with a decision taken by the Corporation, he/she may raise the disagreement in accordance with the procedure detailed in sections 12 & 13 of the Standing Orders.
6. Confidentiality
- 6.1 Members should keep confidential any matter which, by reason of its nature (for example, where it might damage the financial health or commercial interests of the University) the Board or one of its committees are satisfied should be dealt with on a confidential basis.
- 6.2 Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its committees without first having obtained the approval of the Chairman or, in his absence, the Deputy Chairman.
- 6.3 Members should not publicly criticise, canvas or reveal the views of other members which have been expressed at meetings of the Corporation or its committees.
7. Attendance at Meetings
- 7.1 A high level of attendance at meetings of the Corporation is expected so that members can perform their functions properly.
8. Governor Development
- 8.1 Members are encouraged to obtain a thorough understanding of their duties and responsibilities by participating in the induction and development programmes made available by the Corporation.

THE SEVEN PRINCIPLES OF PUBLIC LIFE

Selflessness

Holders of public office should act solely in terms of the public interest.

Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability

Holders of public office are accountable for to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty

Holders of public office should be truthful.

Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

SUMMARY OF THE POWERS OF A HIGHER EDUCATION CORPORATION

1. Under section 124 of the Education Reform Act 1988, the Corporation has power
 - a) to provide higher education;
 - b) to provide further education;
 - c) to carry out research and to publish the results of research

2. It also has the power to do anything which appears to it to be necessary or expedient for the purpose of, or in connection with, the exercise of the powers in 1. above, including in particular the following powers:
 - a) to acquire and dispose of land and other property;
 - b) to enter into contracts, including in particular:-
 - i) contracts of employment for teachers and other staff; and
 - ii) contracts with respect to the carrying on of the Corporation's activities;
 - c) to supply goods and services;
 - d) to borrow such sums as the Corporation thinks fit for the purposes of carrying on its activities;
 - e) to invest any sums not immediately required for the purposes of carrying on its activities;
 - f) to accept gifts of money, land or other property and apply it, or hold and administer it on trust;
 - g) to do anything incidental to the conduct of an educational institution providing higher or further education, including founding scholarships, making grants and giving prizes;
 - h) to provide facilities of any description (including residential accommodation and recreational facilities, and facilities to meet the needs of disabled students) appearing to the Corporation to be necessary or expedient for the purpose of carrying out its activities.

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BOARD OF GOVERNORS COMMITTEE STRUCTURE

