

Ordinance 1

Board of Trustees - Duties, Responsibilities and Standards

1 **Statement of Primary Responsibilities of the Board**

1.1 The statement set out in this **Ordinance 1** defines the scope of the Board's specific primary responsibilities as the University's supreme governing body and board of charity trustees, within the framework provided by the Charter and Statutes and the legal and regulatory framework to which the University is subject as a charitable higher education provider. This statement acts as the terms of reference of the Board. It must be read in conjunction with **Ordinance 3 (Delegation Framework)**.

1.2 The primary responsibilities of the Board of Trustees are:

1.2.1 **Strategic**

- (a) To set and approve the mission, strategic vision and values of the University; the University Strategy; and the University's long-term academic and business plans and key performance indicators, ensuring that these meet the interests of stakeholders, and satisfying itself that cultures are aligned.
- (b) To identify, understand and manage risk appetite and strategic risks and opportunities for the University.
- (c) To ensure that processes and the necessary resources are in place to monitor, evaluate and constructively challenge the performance and effectiveness of the University against the strategy, plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable universities.
- (d) To promote the long-term sustainable success of the University, generating value for stakeholders and contributing to wider society in alignment with the University's civic responsibilities.

1.2.2 **Regulatory**

- (a) To ensure that systems are in place for securing continued compliance by the University as a provider of higher education with the Office for Students' (OfS) ongoing conditions of registration and all of the University's statutory, legal and other regulatory compliance obligations.

1.2.3 **Accountability**

- (a) To ensure the establishment and monitoring of prudent and effective systems of control and accountability, including financial and operational controls and risk assessment and management, value for money arrangements and procedures for handling internal grievances and for managing conflicts of interest.
- (b) To ensure that academic governance is robust and effective and monitor academic risk, ensuring it is appropriately managed.
- (c) To appoint the Vice-Chancellor as head of the University, its chief executive and the Accountable Officer.
- (d) To appoint a Registrar & University Secretary and ensure that there is an appropriate separation in the lines of accountability between that person's

responsibilities to the Board and their managerial responsibilities at the University.

- (e) To ensure a clear separation of roles and responsibilities between the Executive and the Board with delegated authorities to the Vice-Chancellor and any committees.

1.2.4 **Delegation and monitoring**

- (a) To delegate authority to the Vice-Chancellor for academic, corporate, financial, estate and human resources management of the University and to establish and keep under regular review the policies, procedures and limits within such management functions.
- (b) To put in place suitable arrangements for monitoring the performance of the Vice-Chancellor.

1.2.5 **Financial**

- (a) To be the principal financial and business authority of the University, assure that proper books of account are kept, approve the annual budget and financial statements, and have overall responsibility for the University's assets, property and estate.
- (b) To appoint the external and internal auditors of the University.
- (c) To ensure that the Students' Union is accountable for its finances and that it operates in a fair and democratic manner.

1.2.6 **Legal and constitutional**

- (a) To be the University's legal authority and, as such, to ensure that systems are in place for meeting all the University's legal obligations, including under the range of legal regimes which apply to the University's operations and those arising from contracts and other legal commitments made in the University's name. This includes (among a range of other regimes) accountability for health, safety and security and for equality, diversity and inclusion.
- (b) To have the custody and use of the University seal, arms and mace.
- (c) To make, amend, add to or repeal Statutes (subject to the approval of the Privy Council) and make Ordinances (subject to the consent of Senate where required) for the regulation of all matters not required by the Charter to be dealt with by Statute.
- (d) To direct the manner in which the University acts as trustee of any property, legacy, endowment, bequest or gift in furtherance of the Objects of the University.
- (e) To ensure that the University operates in accordance with its governing documents (including the Charter, Statutes, Ordinances and Academic Regulations) and that appropriate advice is available to enable this to happen.

1.2.7 **Employment**

- (a) To be the employing authority for all staff in the University and to be responsible for ensuring that an appropriate human resources strategy is established.
- (b) To ensure that workforce policies and practices are consistent with the University's values and support its long-term sustainable success.
- (c) To accept ultimate responsibility for the health and safety of employees, Students and other individuals while they are on the University's premises and in other places where they may be affected by its operations, and ensure that the University has a written statement of policy on health and safety, and arrangements for the implementation of that policy.

1.2.8 **Students**

- (a) To receive assurance that adequate provision has been made for the pastoral wellbeing of Students, in consultation with Senate and/or the Students' Union Full-time Officers.

1.2.9 **Culture and values**

- (a) To safeguard the good name, reputation and values of the University.
- (b) To promote a culture which seeks to advance the principles of equality, diversity and inclusion across the University.
- (c) To assess and monitor culture and, where the Board is not satisfied that policies, practices or behaviour are aligned with the University's purpose, values and strategy, seek assurance that corrective action has or will be taken.
- (d) To maintain and protect the principles of academic freedom and freedom of expression.
- (e) To ensure that there is a means by which all Students and Staff have opportunities to engage with the governance and management of the University, and to raise concerns in confidence – or anonymously if they so wish. The Board will also ensure that arrangements are in place for the proportionate and independent investigation of such matters and for follow-up action.

1.3 In carrying out its duties and responsibilities, the Board shall:

1.3.1 Conduct the Board's business in accordance with:

- (a) best practice in higher education corporate governance, including the *Higher Education Code of Governance* published by the Committee of University Chairs which, by approving these Ordinances, is formally adopted by the Board; and
- (b) the principles of public life drawn up by the Committee on Standards in Public Life (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) (the Nolan Principles)).

1.3.2 Establish formal and rigorous processes to monitor and evaluate the performance and effectiveness of the Board itself and Board Committees, including the Chair of the Board and the Independent Trustees.

2 Legal duties of Trustees

- 2.1 The Trustees are the charity trustees of the University and the persons with the control and management of its administration. They have broadly the same duties and responsibilities as trustees of registered charities. They have ultimate responsibility for directing the affairs of the University, ensuring that it is solvent, well run and promotes the charitable Objects for the benefit of the public for which it has been established, as set out in the **Charter**.
- 2.2 The Trustees' key legal duties as the University's charity trustees are to:
- 2.2.1 act in the best interests of the University at all times;
 - 2.2.2 ensure that the University's funds are applied only in furtherance of its Objects; and
 - 2.2.3 act within their powers and exercise them for the benefit of the University, for the purposes for which they were given.
- 2.3 Trustees have a range of other specific legal duties under charity law and it is their responsibility to ensure that they understand these, with appropriate advice and support from the Governance Team.
- 2.4 Trustees are required to carry out their duties with such care and skill as is reasonable in the circumstances, having regard in particular:
- 2.4.1 to any special knowledge or experience that a Trustee has or holds himself or herself out as having; and
 - 2.4.2 if he or she acts as Trustee in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- 2.5 Compliance by trustees of universities with their legal obligations is promoted by the OfS as the University's principal regulator as a charity.

3 Trustees' Code of Conduct

- 3.1 In order to enable the Board to operate effectively and collectively in the best interests of the University, each Trustee recognises the importance of observing the requirements set out below. These form the Trustees' **Code of Conduct**.
- 3.2 This Code of Conduct applies to:
- 3.2.1 all Trustees; and
 - 3.2.2 members of Board Committees who are not Trustees (known as as "**Additional Members**") in relation to their Committee membership (and in relation to whom references to the Board shall be read as references to the Committee).
- 3.3 When carrying out their role as Trustees, the Trustees must comply with the following principles:
- 3.3.1 **Conduct**
 - Trustees must:
 - (a) Act responsibly and prudently in respect of the University's resources.
 - (b) Act with honesty and with good faith and not let their decisions be affected by any other Interests, nor misuse information gained in the course of their

membership of the Board for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations.

- (c) Declare all Interests in accordance with **Ordinance 5.14** and accept any decision of the Board in the relation to the management of any Conflict of Interest a Trustee may have.
- (d) Conduct themselves in accordance with the principles of public life drawn up by the Committee on Standards in Public Life (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) (the Nolan Principles)).
- (e) Act in the best interests of the University as a whole, not as representatives of any particular part or constituency of the University or any external stakeholder. University and Student Trustees have the same status and responsibilities as the Independent Trustees (unless the Charter, Statutes or Ordinances provide otherwise). They provide an important link between the Board and the constituency from which they are drawn but do not represent that constituency; they have a responsibility to the Board and the University which overrides any responsibilities they may have (or may perceive to have) to colleagues in their constituencies. They must understand the difference between their two roles and the different responsibilities and reporting requirements for each and remember their duties to keep information obtained in one capacity confidential when acting in any other capacity.
- (f) Recognise the proper separation between governance and management and avoid involvement in the day to day executive management of the University.
- (g) Support and uphold the values of the University.
- (h) Act at all times in accordance with the governing documents (including the Charter, Statutes, Ordinances and Academic Regulations) and policies of the University.

3.3.2 **Commitment**

Trustees must:

- (a) Commit sufficient time and energy to their role as Trustee and make every effort to attend Board meetings and meetings of the Board Committee(s) of which they are members. Trustees will normally be expected to serve on at least one Board Committee.
- (b) Participate actively in their induction process and any relevant training, information-sharing events and effectiveness reviews deemed necessary by the Board and/or the Chair of the Board, keep their own training needs under review and take appropriate action when development needs have been identified.
- (c) Be and remain cognisant with the social, economic, financial and regulatory environment of the University both nationally and regionally.

3.3.3 **Decision-making, collective responsibility and disagreements**

- (a) When making decisions, Trustees must ensure they are sufficiently informed, take any advice that is required, take account of all relevant factors they are aware of, deal with any Conflicts of Interest and take proper professional advice on matters on which they are not themselves competent.
- (b) To enable open discussion and debate within Board and Board Committee meetings, which is actively encouraged and in which responsible objective opinion and analysis is welcomed, Trustees must act responsibly, reasonably and respectfully in the interests of the University in raising, listening to and considering matters.
- (c) The Trustees are responsible collectively for the decisions of the Board. This collective responsibility means that each and all of the Trustees are responsible not only for decisions they are involved in taking and with which they agree, but also for decisions, acts and omissions:
 - (i) for which they were not present;
 - (ii) with which they do not agree (and may have spoken and voted against in Board meetings); and
 - (iii) taken under delegated authority by Board Committees and Staff (provided that the delegated authority is not exceeded).
- (d) Trustees should aim to reach decisions by consensus wherever possible. They should seek to resolve differences constructively (which may mean simply putting them to one side and moving on) and in accordance with the spirit and letter of this Code of Conduct.
- (e) Where a Trustee has a disagreement on any matter, their duty is to contribute towards the collective decision-making by presenting their views or analysis in a reasonable and responsible way to the meeting at which the matter is considered.
- (f) A Trustee who disagrees with, abstains on, or votes against, any motion of the Board may request an appropriate note be made in the minutes. The outcome of such a vote is the formal decision of the Board which all of the Trustees must stand by as their collective decision and for which they have collective responsibility.
- (g) If a Trustee remains in strong disagreement with a decision, to such an extent that they feel unable to abide by the principle of collective decision making and accept the decision, then that Trustee should resign as soon as reasonably possible (and comply with their duties of confidentiality in accordance with **Ordinance 1.3.3.4**, which continue to apply following the Trustee's resignation).
- (h) Trustees must not engage in conversations or any other form of communication, written or oral, with members of Staff or any other person that could, however unintentionally, undermine the collective responsibility of the Trustees.
- (i) While Student Trustees must abide by a Board decision under the principle of collective responsibility, it is recognised that the Students' Union may continue to campaign for a change in that decision.

3.3.4 Confidentiality

- (a) Maintain confidentiality when agenda items or minutes require it.
- (b) Ensure they have adequate security for electronic and hard copy information (and its disposal) and for the conduct of conversations in order to prevent disclosure. The Trustees are reminded that this requirement of confidence and non-disclosure includes ensuring there is no disclosure made within the domestic environment, the maintenance of suitable computer security and of the risks of having conversations and handling or transporting information in public.
- (c) Exercise restraint outside a meeting in relation to comments made within Board or Committee meetings and honour the spirit as well as the letter of this Code of Conduct, when talking about Board matters in any other forum.
- (d) Any loss or accidental disclosure of confidential information as well as the circumstances leading up to it must be notified to the Chair of the Board, to the Registrar & University Secretary and to the Vice-Chancellor.
- (e) These confidentiality requirements continue to apply after a Trustee leaves office for whatever reason.

3.3.5 The University's reputation and external communications

- (a) Trustees must conduct themselves in a way which is consistent with the good reputation of the University and not in any way which risks bringing the University into disrepute.
- (b) Trustees have no authority to act individually on behalf of the University, except when the Board has given them prior delegated authority to do so. This includes speaking, publishing material or answering questions in relation to the University on behalf of the Board.
- (c) Trustees must not, unless authorised, express any opinions or views using communication channels belonging to or associated with the University e.g. any email account, website, social media account, headed paper, events or platforms of the University (except when communicating with other Trustees).
- (d) Trustees should inform the Chair of the Board immediately on becoming aware that any statement they (or anyone else) have made has been or is at risk of being associated with the University and agree to comply with any reasonable requests to take steps to manage that risk.
- (e) From time to time Trustees may be approached by the media, events organisers or other organisations with requests for writing or speaking in their capacity as a Board member of the University. Any such requests should be discussed with the Chair of the Board (or in the Chair's absence the Deputy Chair of the Board) and with the Registrar & University Secretary and/or the Vice-Chancellor. It is never appropriate to raise any concern in relation to the University in the press or media. To do so may seriously damage the reputation of the University, which would cause a breach of duties as a charity trustee, with potential personal liabilities for the Trustee concerned for any resulting loss.

- (f) Trustees should behave responsibly at all times in relation to their use of social media. In particular, they must:
 - (i) Be mindful of how they present themselves and should always represent their own views and must not allude to other people's personal views in internet posts. The inclusion of a statement that a Trustee's view does not represent those of the University should be included in any post (where applicable).
 - (ii) Protect their own privacy and that of others by omitting personal information from posts.
 - (iii) Not post anything that may offend, insult or humiliate others (particularly on the basis of their sex, race, colour, national origin, religion or belief, sexual orientation, disability, marital status, pregnancy or maternity) or that could be interpreted as threatening, intimidating or abusive.
 - (iv) Avoid social media communications that might be construed in a way that could damage the reputation of the University, even indirectly or in a way which would constitute a breach of any of the duties of a charity trustee.

3.3.6 Breach of this Code of Conduct

- (a) If an allegation is made that a Trustee has breached this Code of Conduct, the Chair of the Board (or, if the allegation relates to the Chair, the Deputy Chair of the Board) will promptly assess the allegation and make arrangements for it to be investigated.
- (b) An investigation of any alleged breach must allow for the Trustee in question to receive a copy of the allegation and any other relevant material obtained in the course of the investigation, have an opportunity to consider this information and then meet with the investigator to discuss the circumstances of the alleged breach and to provide any evidence in support of their position.
- (c) If an investigation concludes that there has been a breach of this Code of Conduct, the Chair of the Board (or Deputy Chair of the Board, as the case may be) shall make recommendations in writing to the Board of Trustees regarding any steps proposed to be taken to mitigate its effect and prevent such breaches happening again and whether any sanction should be imposed on the Trustee responsible for the breach.
- (d) The possible sanctions which may be imposed include (without limitation):
 - (i) a reprimand in respect of the Trustee's conduct;
 - (ii) a requirement for a written apology by the Trustee to any person(s) affected by the breach of this Code of Conduct;
 - (iii) a requirement that the Trustee in question should receive additional training;
 - (iv) a direction to the Trustee to resign; and/or
 - (v) a proposal to remove the Trustee in accordance with **Ordinance 2.9.3.**

- (e) Where the recommendations made under **Ordinance 1.3.3.6(c)** include any sanction other than the removal of the Trustee in accordance with **Ordinance 2.9.3** (to which the provisions of **Ordinances 2.9.4 to 2.9.7** apply), the decision about whether or not to impose that sanction must be taken by the Board at a meeting in accordance with the requirements of **Ordinance 2.9.4 to 2.9.7** as if references in those Ordinances to a "resolution to remove a Trustee" and a "Removal Resolution" were references to a "resolution to impose a sanction".
- (f) The provisions of this **Ordinance 1.3.3.6** shall be applied in accordance with the principles of natural justice.

3.3.7 **Whistleblowing**

- (a) Nothing in this Code of Conduct shall prevent or interfere with the operation of the University's whistleblowing policy.

4 **Expenses**

- 4.1 Trustees do not receive remuneration for their role on the Board of Trustees but the University pays reasonable travelling and other expenses incurred in carrying out their duties as trustees including reasonable costs associated with caring responsibilities. Trustees should adhere to the University travel and expenses policy at all times.

5 **Liability and insurance**

- 5.1 The University has corporate responsibility for actions taken by Board members. Trustees will not generally incur personal liability in respect of decisions taken by them, provided they act honestly, reasonably and in good faith in the best interests of the University. Trustees are covered by the University's trustee indemnity insurance policy which applies to actions of the Board as a whole and those of individual Trustees, subject to certain exclusions. The Governance Team provides advice to Trustees in relation to liability and insurance.