

Independent Governor Role Description

Independent Governors contribute to setting and approving the University's Mission, Vision, Strategic Ambitions and Commitments, oversee its delivery, and ensure effective performance management, governance and compliance. They are expected to develop a detailed understanding of the University and its operating context but also to bring knowledge and experience from elsewhere. They work alongside the Chair of the Board.

The Board of Governors

- a) Governors/Trustees ("Governors") make up the Board of Governors of the University, which is also the University's Trustee Board as an exempt charitable body. The Board is collectively accountable for all institutional activities.
- b) The Board is responsible for the stewardship and safeguarding of the University's resources, assets and reputation, and assures itself of compliance with legal and regulatory obligations. Governors should make considered, diligent, informed and constructive contributions to deliberations and decision-making, applying their knowledge and expertise to the business of the Board and its Committees.
- c) Governors should act in accordance with the Instrument and Articles of Government of the University, seeking advice from the Secretary to the Board as required.
- d) The University is an exempt charity and the 'Trustee' status of Governors denotes a responsibility to exercise a 'duty of care' and 'duty of prudence'. This includes advancing the educational and other charitable purposes of the University for the public benefit.

Governors and University Business

- a) Governors have collective responsibility for determining and approving the University's Mission, Vision, Strategic Ambitions and Commitments, reviewing overall institutional performance and associated risks and ensuring financial sustainability and academic excellence.
- b) Governors are collectively and individually charged with ensuring compliance with all legal and regulatory obligations, including those concerning charitable status. Governors should avoid direct involvement in management or operational matters.
- c) Governors should act as a "critical friend", establishing and maintaining effective and robust working relationships that support and challenge the University Executive.
- d) Governors will normally be expected to serve on at least one Board Committee and to attend other panels and ceremonial/social events.

Standards, Conduct and Personal Attributes

- a) Governors are bound to abide by expected governance standards, including:
 - i. the Nolan Principles of Public Life;
 - ii. Office for Students (OfS) standards and conduct expected of 'fit and proper' persons in governance, and of charity trustees by the Charities Commission;
 - iii. the Committee of University Chairs' Higher Education Code of Governance
- b) Governors must adhere to the University's Disclosure and Conflicts of Interest policy, making full and timely disclosure of personal and pecuniary interests.

- c) Governors should avoid being bound, or influenced, by mandates given to them by interest groups, internal or external to the University. Governors are not representatives of any group and are obliged to operate in the best interests of the University.
- d) Governors should exercise independent judgment, acting fairly and impartially in the interests of the University as a whole, maintaining confidentiality on all matters.
- e) Governors should participate in the annual one-to-one discussion with the Chair of the Board to include review of Governor contribution and evaluation of the year and contribute to Board and Committee effectiveness reviews.

Other requirements, including time and wider commitments

- a) The time commitment amounts to at least one day per month, including:
 - the time associated with reading and reviewing Board and Committee papers;
 - attending all meetings of the Board of Governors and its Committees, including an annual away day;
 - being available for fellow Governors, including the Vice-Chancellor, for University Executive members outside formal meetings and for the Secretary to the Board;
 - annual one-to-one discussion with the Chair of the Board to include review of Governor contribution and evaluation of the year;
 - attending events
- b) Induction and ongoing development opportunities will be made available for all Governors.
- c) Governors play an important ambassadorial role. They are encouraged to attend University-led events and on occasion will be invited to attend external engagements to represent the University.
- d) With the exception of the Chair of the Board and the Chairs of its key Board Committees, Governors are not remunerated but may reclaim all reasonable travelling and related expenses incurred in the course of University business.