



HARPER ADAMS UNIVERSITY COLLEGE

Board of Governors

Roles and Responsibilities of Members of the Board of Governors

1. The Board of Governors is the College's governing body and has overall responsibility for the strategic direction and financial health of the institution. A statement of primary responsibilities of the Board is at Annex A. The Board consists of:

- a) 4 *ex officio* staff members (the Principal and Chief Executive Officer and 2 Deans)
- b) The President of the Students Union, who is an *ex officio* member appointed on an annual basis
- c) 2 staff members, who are elected by the academic staff for a four year term and are eligible for a further four year term should they be re-elected
- d) 17 lay members appointed for a four year term which is renewable for a second four year term. The number of terms may be extended if a lay member is elected Chairman or Vice Chairman of the Board.

2. Lay members of the Governing Body are appointed to the Board on the recommendation of the Nominations Committee. Appointments are usually confirmed by the Board at its July meeting but take effect from the following November, which is the Board's Annual General Meeting.

3. Members of the Board are expected to commit themselves to regular attendance at Board meetings (3 half-day meetings and 1 full-day meeting a year) at the College. Members are also expected to serve on a least one Board committee, working group or occasional task force during their period of office. Board committees usually meet 3-4 times a year at the College. Members are invited to attend other events and activities held by the College, including Graduation Day in mid-September. Occasional attendance at the College may be required for special activities such as audit visits by external agencies. It is anticipated that the role will require an average of 12 days a year, plus reading and travelling time.

4. Governors are provided with an induction session in the October prior to joining the Board, which outlines the work of the College and issues relating to Higher Education governance. Governors are encouraged to take part in training and development events organised by the Leadership Foundation for Higher Education (usually in London or other regional city locations) and directly by the College.

5. Governors may be asked to take on a specific area of responsibility to monitor on behalf of the Board and to lead reports on their allocated area at Board meetings. It is expected that Governors taking on these roles will respect the accepted boundaries between the management and Governors of the College, but will familiarise themselves with the particular area of operation, perhaps through occasional meetings with relevant College staff or visits to the College, so that they can discuss developments in their appointed area with the Board. Examples of such areas include Finance, Human Resources, Estates, Student Services etc.

6. The particular responsibilities of members of the Board are set out in the College's Corporate Governance Handbook as follows:

- a) The Board of Governors exists to ensure that the mission of the College is fulfilled. To do this, members of the Board need to keep themselves informed of developments in the College, and in higher education, and of the performance of the College. Members of the Board are expected to participate fully in the development of the College's corporate and operating plans and to ensure the proper allocation and use of the College's resources in meeting the objectives of those plans.
- b) Governing bodies are entrusted with public funds and therefore have a particular duty to fulfil the highest standards of corporate governance at all times and ensure that they are discharging their duties with due regard for the proper conduct of public business. Institutions of higher education were included among the public spending bodies examined by the

Committee on Standards in Public Life (the Nolan Committee), and consequently members of governing bodies, such as the Board of Governors, need to observe the Seven Principles of Public Life drawn up by the Committee. These principles are as follows:

- 1) **Selflessness.** Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefit for themselves, their families or their friends
 - 2) **Integrity.** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties
 - 3) **Objectivity.** In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit
 - 4) **Accountability.** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office
 - 5) **Openness.** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands
 - 6) **Honesty.** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest
 - 7) **Leadership.** Holders of public office should promote and support these principles by leadership and example
- c) The College is a registered charity so members of the Board of Governors are also trustees of the Charity. The charitable objects of the College are the same as those in the Instrument of Government, namely the provision, conduct and development of the College to provide higher education for the industries, professions and communities associated with rural land.
- d) The Board of Governors has procedures for the conduct of its meetings. These are set out in the College' Instrument and Articles of Government. In addition, the relevant provisions of the Instrument (the powers of the Board of Governors), the Articles (on, for example, the Board's responsibilities and procedures for meetings) and the Charity Commission Scheme have been drawn together in terms of reference for the Board. The Committee of University Chairmen Code of Governance Practice also requires the Board to adopt a statement of primary responsibilities.
- e) The Board of Governors is expected to exercise its responsibilities in a corporate manner; that is to say decisions must be taken collectively by the members acting as a body. Members must not act individually or meet in informal groupings to take decisions on Board business on an ad hoc basis outside the constitutional framework of the meetings of the Board and its committees.
- f) It is central to the proper conduct of public business that chairmen and members of public bodies should act, and be perceived to act, impartially and not be influenced in their role as governors by social or business relationships. A member of the Board of Governors who has a pecuniary, business, family or other personal interest in any matter under discussion at any meeting of the Board or one of its committees at which s/he is present is expected, as soon as practicable, to disclose the fact of his/her interest to the meeting and, if required by the Chairman, to withdraw from that part of the meeting. A member of the Board is not, however, considered to have a pecuniary interest in matters under discussion merely because s/he is a member of staff or a student of the institution. Nor does the restriction of involvement in matters of direct personal or pecuniary interest prevent members of the Board from

considering and voting on proposals to insure the members of the Board against liabilities it might incur.

- g) The College has a register of interests of members of the Board of Governors and selected senior staff. The Register, maintained by the Clerk to the Board, is a public document and available to staff, students, or any member of the public who wishes to consult the document, on application to the Clerk. Members of the Board are expected to discuss with the Clerk any potential interests or conflict of interests that may need to be declared in the Register, and to keep their entry in the Register up-to-date and complete. Guidance notes on matters that might need to be entered into the Register of Interest are held with the Register.
- h) Members of the Board who have been sought from particular constituencies are required not to act as if delegated by that group or constituency. Article 7.1 of the College's Articles of Government is relevant in this respect. The Article says that:

Every member shall speak and act in propria persona contributing to the deliberations of the Board whatever special knowledge and advice relevant to the matter in hand is available to him by reason of the circumstances of his membership, but exercising his own judgement to the best of his ability, in the interests and for the good of the College as a whole, in all matters committed to the Board of Governors

To meet the above responsibilities, members of the Board must be able to work with the Chairman and College officers:

- a) To provide vision and strategic direction for the development of the College's work
- b) To act impartially and in the best interests of the College at all times
- c) In conjunction with the Chairman and Principal & Chief Executive, to provide advice, guidance and support to College officers to ensure the successful delivery of the College's mission
- d) To monitor that key decisions are implemented on a timely basis
- e) To help the College liaise with key stakeholders, and to ensure that internal liaison between the Board and the staff and students of the College is effective
- f) To ensure that the College's financial resources are being used prudently and effectively
- g) To ensure that the College complies with relevant statutory and regulatory requirements
- h) On occasion, to represent the College at external functions
- i) To ensure that the Board delivers effective corporate governance for the College in relation to guidance provided for the Higher Education sector on governance issues

7. The position of Governor is voluntary and is not remunerated. Reasonable (standard fare) travel and subsistence expenses are paid in accordance with College Financial Regulations. Approved Governor Training and Development costs are also met by the College.

Board of Governors**Statement of Primary Responsibilities**

A full statement of the responsibilities of the Board of Governors is contained in the Board's Terms of Reference which comprise extracts from the College's Instrument and Articles of Association and Charity Commission Scheme. The primary responsibilities of the Board of Governors, which should be read alongside the Terms of Reference, are as follows:

1. To approve the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.
2. To delegate authority to the head of the institution, as chief executive, for the academic, corporate, financial, estate and personnel management of the institution, and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the institution.
3. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
4. To ensure processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which are, where possible and appropriate, benchmarked against other comparable institutions.
5. To establish processes to monitor and evaluate the performance and effectiveness of the Board of Governors itself.
6. To conduct the business of the Board of Governors in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
7. To safeguard the good name and values of the institution.
8. To appoint the head of the institution as chief executive, and to put in place suitable arrangements for monitoring his/her performance.
9. To appoint a Clerk to the Board of Governors and to ensure that, because the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
10. To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.
11. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the College's assets, property and estate.
12. To be the institution's legal authority and, as such, to ensure that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name.
13. To make such provision as it thinks fit for the general welfare of students, in consultation with the Academic Board.
14. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.

15. To ensure that the institution's constitution is followed at all times and that appropriate advice is available to enable this to happen.

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