HARPER ADAMS UNIVERSITY
GOVERNANCE HANDBOOK
July 2026

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1. The University and its Regulatory Context

Harper Adams University is a company limited by guarantee and is a fully registered charity. Its governance arrangements are set out in its Memorandum and Articles of Association.

The Board's effectiveness is underpinned by a culture of openness, constructive challenge and mutual respect. Governors are expected to engage actively in discussion, providing independent judgement while working collaboratively to support effective decision-making.

The Articles establish the University's governance framework and define the roles and responsibilities of the Board of Governors, the Vice-Chancellor, and the Academic Board. They also set out the powers of the Board, arrangements for membership and committees, and the framework for the governance of academic and administrative matters.

The University holds degree awarding powers and has been granted University title by Order of Council. These documents form part of the legal framework under which the institution operates.

Copies of the Memorandum and Articles of Association and other governance documents are available through the University's Publication Scheme.

The University will review and update its governance arrangements, including this Handbook, as necessary to reflect the Committee of University Chairs (CUC) Code 2026 and any subsequent sector guidance.

Regulatory Environment

As a registered higher education provider and charity, the University operates within a national regulatory framework. The University is regulated by the Office for Students (OfS), which oversees the quality and standards of higher education, financial sustainability and governance arrangements.

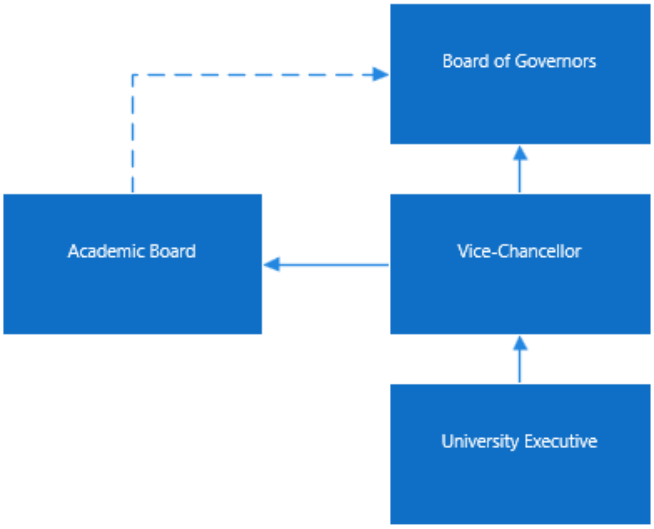
The Board of Governors is responsible for ensuring that the University continues to meet the conditions of registration with the OfS and complies with its legal and regulatory obligations.

As part of the OfS regulatory framework, the University is required to demonstrate compliance with the Public Interest Governance Principles which relate to accountability, sustainability, academic freedom, reputation, governing body independence and governance effectiveness.

Governance Review and Good Practice

The University is committed to maintaining high standards of governance and aligns its practice with the Higher Education Code of Governance published by the Committee of University Chairs (CUC). The effectiveness of the Board and its committees is reviewed periodically to ensure that governance arrangements remain robust, transparent and aligned with sector best practice.

Table 1: Relationship between the Board, the Academic Board, and the University Executive



2. The Role of the Board of Governors

The Board of Governors is the University's governing body and has ultimate responsibility for the strategic direction, sustainability, and good governance of the institution.

Acting collectively, the Board ensures that the University fulfils its mission as a higher education provider and charity, operates in the interests of its students and stakeholders, and complies with its legal and regulatory obligations.

The Board exercises oversight of the University's activities while delegating the day-to-day management of the institution to the Vice-Chancellor and Chief Executive Officer.

The Board is collectively responsible for:

- Setting the University's strategic direction.
- Ensuring financial sustainability and effective use of resources.
- Safeguarding academic quality and standards.
- Protecting the interests of students.

- Overseeing risk management and internal control.
- Ensuring compliance with the Office for Students Regulatory Framework.
- Appointing and holding the Vice-Chancellor accountable.
- Protecting the reputation and long-term success of the University.

3. How Governance Works at the University

Governors act collectively in the best interests of the University. Individual governors cannot act on behalf of the Board unless specifically authorised to do so. The Board normally conducts its work through scheduled meetings and through a committee structure which enables detailed scrutiny in key areas.

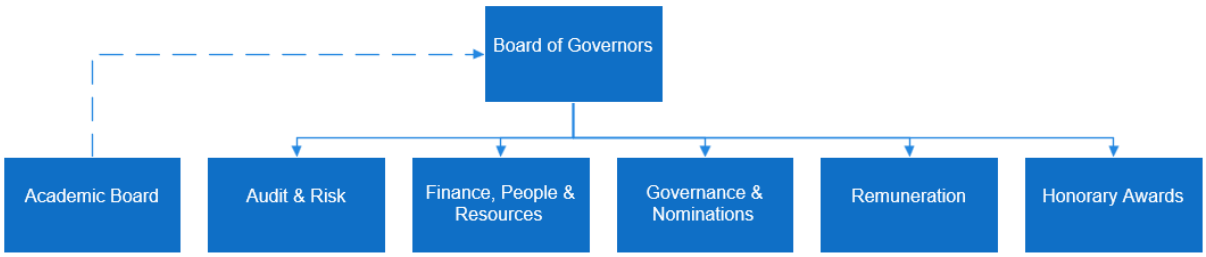
The Board of Governors comprises a majority of independent members, alongside staff and student members in accordance with the University's Articles of Association. Independent members bring a range of professional skills and external perspectives that support the effective governance of the institution. The Chair of the Board is elected from among the independent governors and is responsible for the leadership and effectiveness of the Board.

To support its work, the Board has established sub-committees with delegated responsibilities in key areas, including:

- Audit and Risk Management Committee.
- Finance, People and Resources Committee.
- Governance and Nominations Committee.
- Honorary Awards Committee.
- Remuneration Committee.

These committees undertake detailed scrutiny and provide assurance and recommendations to the Board.

Table 2. The Board of Governors and its Sub-Committees



The Role of the Clerk to the Board

The University Secretary is the Clerk to the Board of Governors and provides independent advice to the Board and its members on matters of governance, constitutional requirements and regulatory obligations. The Clerk supports the effective operation of the Board and its committees and acts as a point of contact for governors seeking advice or information about the University's governance arrangements.

4. The Role of an Individual Governor

Members of the Board of Governors act as charity trustees and share collective responsibility for the governance and long-term success of the University. In carrying out their role, governors are expected to act in the best interests of the University, exercise independent judgement and contribute constructively to Board discussions and decision-making. Governors are expected to:

- Prepare for and attend Board meetings.
- Contribute their skills, experience and expertise to the work of the Board.
- Maintain appropriate standards of integrity, objectivity and confidentiality.
- Declare and manage any conflicts of interest.
- Support the University's mission, values, and strategic objectives.
- Undertake ongoing development to maintain an appropriate understanding of the University's strategic context, regulatory environment and good governance practices.

The University provides induction and ongoing training development opportunities to support governors in their role.

Further information on the responsibilities and expectations of governors is set out in the Code of Conduct (Appendix C) and Governor Role Description (Appendix E).

5. Risk, Assurance and Accountability

The Board of Governors is responsible for ensuring that the University operates within an effective framework of risk management, internal control and regulatory compliance. Detailed scrutiny of these matters is undertaken through the Audit and Risk Management Committee, which provides assurance to the Board regarding the effectiveness of the University's governance, risk management and internal control arrangements. The University operates a system of internal audit, which provides independent assurance on the effectiveness of key systems and processes. The Board also receives assurance through the work of the external auditors, who are responsible for auditing the University's annual financial statements.

The Board regularly reviews the University's risk register and monitors the effectiveness of risk management arrangements across the University. Through these mechanisms, the Board ensures appropriate oversight of the University's financial management, regulatory reporting, and accountability for the use of public funds.

In addition to formal committee assurance, the Board draws on a range of information and insight to support its oversight, including academic assurance provided through Academic Board, internal and external audit, regulatory reporting, and engagement with staff and students. These sources collectively support the Board in forming a holistic view of risk, performance and compliance.

6. Academic Governance and Student Interests

While the Board of Governors retains ultimate responsibility for academic quality and standards, responsibility for detailed oversight is delegated to the Academic Board which is the University's senior academic body. Academic Board advises the Board of Governors on academic matters and provides assurance regarding the quality of the University's learning, teaching, research, and student experience, including student outcomes and completion rates. The University recognises the importance of ensuring that the student voice is represented within its governance arrangements. Students are represented on the Board of Governors and on key committees. The University works closely with the Students' Union to ensure that student perspectives inform decision-making.

The University maintains student protection arrangements as required by the OfS which sets out the measures in place to protect students in the event of course or institutional closure.

The Board receives assurance from Academic Board to enable it to discharge its responsibilities for academic governance effectively.

7. Governance Effectiveness

The University is committed to maintaining high standards of governance and regularly reviews the effectiveness of the Board and its committees.

The Board undertakes regular evaluations of its effectiveness, including performance of the Board, its Committees and the Chair. This may include both internal reflection and external review. Outcomes from these evaluations are used to inform continuous improvement in governance arrangements.

The Governance and Nominations Committee leads Board succession planning, recommending the appointment and reappointment of Governors and maintaining an appropriate balance of skills, diversity, experience and strategic alignment. It also oversees governance effectiveness reviews, member induction, attendance and engagement and advises the Board on governance matters, regulatory expectations and sector good practice, including alignment with the CUC Code.

Ongoing development opportunities are also provided to support governors in fulfilling their responsibilities effectively. Through these processes, the University ensures that its governance arrangements remain effective, transparent, and aligned with sector good practice.

Appendix A: Articles of Association

Articles of Association

Appendix B: Committee Terms of Reference

Please see the Publication Scheme for Committee Terms of Reference and Minutes

Appendix C: Code of Conduct

Statement of Primary Responsibilities

- To set and agree the mission, strategic vision and values of the institution.
- To agree long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders, especially staff, students and alumni
- To ensure processes are in place to monitor and evaluate the performance and effectiveness of the institution against the strategy, plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions. To delegate authority to the head of the institution for the academic, corporate, financial, estate and human resource 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.
- To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, and value for money arrangements and procedures for handling internal grievances and for managing conflicts of interest.
- To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
- To conduct its business 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.
- To safeguard the good name and values of the institution.
- To appoint the head of the institution as chief executive, and to put in place suitable arrangements for monitoring their performance.
- To appoint a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
- To be the employing authority for all staff in the institution and to be accountable for ensuring that an appropriate human resources strategy is established.
- 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 institution's assets, property and estate.
- To be the institution's legal authority and, as such, to ensure 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. This includes accountability for health, safety and security and for equality, diversity and inclusion.
- To receive assurance that adequate provision has been made for the general welfare of students.
- To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
- To ensure that the institution's constitution is always followed, and that appropriate advice is available to enable this to happen.
- To promote a culture which supports inclusivity and diversity across the institution.
- To maintain and protect the principles of academic freedom and freedom of speech legislation.
- To ensure that all students and staff have opportunities to engage with the governance and management of the institution.

This statement of primary responsibilities of the Board of Governors should be read alongside the Terms of Reference for the Board which are available from the Clerk to the Governors.

Appendix D: Procedure for Managing Conflicts of Interest

Procedure for Managing Conflicts of Interest

Appendix E: Governor Role Description

Members of the Board of Governors are responsible for:

Working with the Chair, Vice-Chancellor and other senior staff who act as University officers:

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

Appendix: F: Schedule of Delegation

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