



Report for 2017/18 against the HE Code of Governance

REPORT

The Committee of University Chairs' HE Code of Governance, adopted by the Board of Governors from 1.8.15, states that: 'While the Code is, in a literal sense, voluntary, it sets out principles and practices which any organisation operating within the sector will need to apply in order to show that it conducts its business with due respect for the public interest. The diversity of the HE sector within the UK means that governing bodies will need to decide whether/how best to implement each primary element in order for it to be proportionate and effective . . . Governing bodies will also need to consider how best to communicate to their stakeholders how they apply the primary elements. Reflecting these points, the Code is premised on an 'apply or explain' basis. Reporting on the adoption of the Code is a valuable source of assurance to stakeholders who need to have confidence in the governance arrangements of organisations within the sector. Organisations that adopt the Code confirm that they do so within the framework of publicly available reporting on corporate governance e.g. annual reports or financial statements. The primary elements are the hallmarks of effective governing bodies operating in the UK HE sector and 'apply or explain' means that in order to report that an institution has applied the Code a governing body needs to: 1. be confident that it has in place all of the primary elements. In order to do so it will be necessary for a governing body to meet or exceed the requirements of the supporting 'must' statements that prescribe essential components within the element; or 2. explain where it considers a whole primary element or supporting 'must' statements inappropriate. In such cases the rationale should be clearly noted and the alternative arrangements summarised within an institution's report on its use of the Code'.

The Code also states that: "Throughout the Code, '*should*' statements illustrate the activities that are normally conducted in order to achieve the '*musts*' outlined under each primary element. The '*should*' activities are in turn accompanied by illustrative practice identified with the word '*could*' that describes practices that engender positive governance outcomes. Recognising the strength derived from the diversity and autonomy of the sector, governing bodies are free to achieve the expectations of the 'must' statements by the means and mechanisms appropriate to their own context and do not need to report where arrangements differ from those illustrated by the Code; however governing body members will wish to understand what those alternative mechanisms are and why they are more appropriate than the examples identified within the Code".

A Red-Amber-Green (RAG) rated table assessing the Board's performance against the Code has been produced and is attached below. Green indicates that the University has fully "applied" the relevant primary element, Amber indicates partial application and Red indicates non-application of a primary element. Where the Board has not fully applied a primary element, this is explained.

KEY	
	Non-application of a primary element - <i>see explanation</i>
	Partial application of a primary element - <i>see explanation</i>
	Full application of a primary element

A report by exception against the Code has also been included in the Members' Report for the financial year ended 31.7.18. Under the University's Freedom of Information Publication Scheme, the University's approved Financial Statements and Members' Report for the year ended 31.7.18 are published on the University website. It was agreed at the Board's October 2012 meeting that, in the interests of transparency, the table reporting against the Code should also be published on the University's website. The table forms part of the Board of Governors' annual review of its own effectiveness.

The HE Code of Governance; the 7 primary elements of HE Governance

The primary elements are the hallmarks of effective governing bodies operating in the UK HE sector and 'apply or explain' means that in order to report that an institution has applied the Code a governing body needs to:

- 1. be confident that it has in place all of the primary elements. In order to do so it will be necessary for a governing body to meet or exceed the requirements of the supporting 'must' statements that prescribe essential components within the element; or*
- 2. explain where it considers a whole primary element or supporting 'must' statements inappropriate. In such cases the rationale should be clearly noted and the alternative arrangements summarised within an institution's report on its use of the Code.*

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
1	Primary element 1: The governing body is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit.			
1.1	The governing body has a responsibility for all decisions that might have significant reputational or financial implications (including significant partnerships or collaborations). It must therefore seek assurance that the institution meets all legal and regulatory requirements imposed on it as a corporate body, including through instruments of governance such as statutes, ordinances and articles.		Leeds College of Art was established as a Further Education Corporation, under the Further and Higher Education Act 1992, on 1 April 1993. On 1 August 2011, the Secretary of State for Business, Innovation and Skills, in exercise of powers conferred under the Education Reform Act 1988, transferred the College to the higher education sector. The Department for Education (DfE) confirmed, on 27 July 2017, that the College had met the criteria for university title. The Privy Council confirmed, on 15 August 2017 that it had approved modifications to the Instrument of Government to include a change of title to Leeds Arts University. The University is governed by an Instrument & Articles of Government approved by the Privy Council. The Vice-Chancellor & PVC Assurance & Director of Finance make an annual statement to the Audit Committee on breaches of laws & regulations, actual or suspected frauds, and the existence of related party transactions, which provides assurance for the Board of Governors when signing the letter of representation to the external auditors. See also 1.2.	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
1.2	<p>The regulatory and legal requirements will vary depending on the constitution of individual HEIs, but, for most governing bodies, members are charitable trustees and must comply with legislation governing charities and case law in the exercise of their duties. Some institutions are constituted as companies, and governing body members are normally the company's directors; the primary legislation in this case will be the requirements of the Companies Acts.</p>		<p>The University is a statutory Corporation & an exempt charity which has the Higher Education Funding Council for England (HEFCE) as its principal regulator. The annual Members' report & Financial Statements include statements on the University's legal status & how the Charity Commission's guidance on public benefit has been used to determine the University's charitable objectives including its Mission and strategy.</p> <p>The Vice-Chancellor & PVC Assurance & Director of Finance make an annual statement to the Audit Committee on breaches of laws and regulations, which provides assurance for the Board of Governors when signing the letter of representation to the external auditors.</p> <p>The Vice-Chancellor, as a Governor, signs on behalf of the Board of Governors, an annual assurance return to HEFCE confirming that the University has conducted its affairs in accordance with its status as a charity. The return is approved for submission to HEFCE by the Board of Governors.</p> <p>Induction for new Governors includes Governors' legal responsibilities, including Governors' responsibilities under charity law. See also 1.1.</p>	

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1.3	<p>In both instances members are required to discharge their duties in line with the accepted standards of behaviour in public life, ultimately accepting individual and collective responsibility for the affairs of the institution. The main accountability requirements falling upon the governing body in respect of public funding are set out in financial memoranda issued by the funding bodies and these must be followed.</p>		<p>The Board of Governors' Code of Conduct requires Governors to "Act in accordance with the seven principles of public life laid down by the Nolan Committee i.e. selflessness, integrity, objectivity, accountability, openness, honesty and leadership".</p> <p>The Vice-Chancellor, as Accountable Officer, signs an annual assurance return to HEFCE confirming that the University has met its responsibilities as set out in HEFCE's Memorandum of Assurance & Accountability. The return is approved for submission to HEFCE by the Board of Governors.</p>	
1.4	<p>Student and staff members of the governing body share the same legal responsibilities and obligations as other members and must not be routinely excluded from discussions.</p>		<p><i>The Board of Governors' Standing Orders set out the circumstances in which staff & student Governors would be required to withdraw from meetings e.g. during consideration of senior post-holder remuneration.</i></p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
1.a	<p><i><u>Governing bodies should:</u> Seek assurance that decisions which might have significant reputational or financial risks undergo a rigorous process of due diligence.</i></p> <p><i><u>Options for consideration:</u> Adopting a clear scheme of delegation; Asking their Audit Committee to ensure due diligence processes are reviewed.</i></p>		<p><i>Clear schemes of delegation have been approved by the Board of Governors in the University's Financial Regulations & in the Schedule of Delegation included in the Board of Governors' Combined Governance Policies document.</i></p> <p><i>A clear scheme of delegation, including due diligence processes in relation to donations, is included in the University's Ethical Fundraising Policy approved by the Board of Governors.</i></p>	
1.b	<p><i><u>Governing bodies should:</u> Obtain assurances that appropriate policies and procedures are consistently applied, and that there is compliance with relevant legislation.</i></p> <p><i><u>Options for consideration:</u> Including an opinion to this effect within the annual Audit Committee Report by the governing body.</i></p>		<p><i>The Vice-Chancellor & PVC Assurance & Director of Finance make an annual statement to the Audit Committee on breaches of laws & regulations. The Board of Governors receives the following annual reports: Health & Safety; HR; Equality, Diversity & Inclusion; Safeguarding; Freedom of Information.</i></p>	

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1.c	<p><u>Governing bodies should:</u> Conduct its affairs in an open and transparent manner.</p> <p><u>Options for consideration:</u> Including in its annual report a corporate governance statement which sets out the institution's governance arrangements (including the extent to which it has adopted this Code), policies on public disclosure and making the report widely available. Publishing agendas and minutes of its meetings.</p>		<p>Governors are committed (through the Board of Governors' Code of Conduct) to the Nolan principles on Standards in public life, including Accountability & Openness. The Board of Governors reviews confidential minutes annually & considers whether release from confidentiality is possible. The University's annual Members' Report includes a corporate governance statement, which includes a report on application of this Code. The University's annual Members' Report & Financial Statements, this report against the Code, & non-confidential minutes of the Board of Governors & its Committees are published on the University's website. The University receives an annual Freedom of Information report.</p>	
1.d	<p><u>Governing bodies should:</u> Clearly define and communicate the scope of its own responsibilities in the context of legislation, governing instruments and guidance including the HE code through a Statement of Primary responsibilities.</p>		<p>See report on the Board of Governors' performance against the Statement of Primary Responsibilities, which is attached.</p>	

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2	<p>Primary element 2: The governing body protects institutional reputation by being assured that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are in place, ethical in nature, and followed.</p>			
2.1	<p>In protecting the reputation of the institution the governing body will want to ensure the highest standards of ethical behaviour among its members, who must act ethically at all times in line with the accepted standards of behaviour in public life, and in the interests of the institution.</p>		<p>The Board of Governors' Code of Conduct requires Governors to "Act in accordance with the seven principles of public life laid down by the Nolan Committee i.e. selflessness, integrity, objectivity, accountability, openness, honesty and leadership" and to "Show the highest loyalty to the University and act in its best interests at all times".</p>	
2.2	<p>As such, members of governing bodies must act, and be perceived to act, impartially, and not be influenced by social or business relationships. A member who has a pecuniary, family or other personal interest in any matter under discussion must disclose the interest. A member does not necessarily have a pecuniary interest merely because he/she is a member of staff or a student.</p>		<p>The Board of Governors' Articles of Government & Standing Orders include sections on conflicts of interests. The latter specify when a staff or student member would be expected to withdraw from a meeting. Governors complete a register of interests form. Declarations of interest is a standing agenda item for each meeting.</p>	

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2.3	The governing body must ensure that its decision-making processes are free of any undue pressures from external interest groups, including donors, alumni, corporate sponsors and political interest groups.		<p>The Articles of Government state that Governors must not be bound in their speaking or voting by mandates from other bodies or persons. Under the Board of Governors' Code of Conduct, Governors are committed to the Nolan principles on standards in public life including the principle of Integrity (i.e. the principle that 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).</p> <p>The University has an Ethical Fundraising Policy which states that donations with unacceptable conditions will not be accepted.</p>	
2.4	Members whose views are not consistent with the decisions of the governing body should abide by the principle of collective decision making and avoid putting specific interests before those of the institution. Individually they must not make any agreement for which they do not have authority.		Governors sign a Code of Conduct at appointment which includes the principle of collective responsibility. The principle of collective responsibility is also included in the Board's Standing Orders.	

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2.5	Legislation requires that the governing body must take practical steps to ensure that the students' union or association operates in a fair, democratic, accountable and financially sustainable manner. This requirement is in addition to corporate and charity legislation that many student organisations are independently subject to.		The Board of Governors is aware of its responsibilities in relation to the Students' Union under the Education Act 1994. The Board has approved a Code of Practice for the Students' Union, approves the Students' Union's budget and its annual accounts and receives an annual report on Students' Union activities.	
2.a	<p><i><u>Governing bodies should:</u> Approve a policy framework on ethics which includes appropriate measures of assurance.</i></p> <p><i><u>Options for consideration:</u> Receiving an annual report on the work of appropriate institution committees, possibly supplemented by the work of the Audit Committee; Developing specific policies of compliance and reporting in relation to aspects of research governance which raise particular sensitivities (e.g. animal experimentation) and which have well-established codes of practice.</i></p>		<p><i>An Ethics Policy was approved by the Academic Board on 15 Dec. 2017. The University has an Ethics Sub-Committee, which is advisory to the Research Committee for institutional issues on ethical matters and has the authority to alert the Chair of the Academic Board where matters have the potential to endanger the reputation of the institution, but has delegated authority for individual matters.</i></p> <p><i>The Academic Board receives the minutes of the Research Committee & reports to the Board of Governors through its minutes. The PVC Academic attends Academic Board & Board of Governors' meetings.</i></p> <p><i>No animal experimentation is undertaken but, with reference to student work, ethics are considered within certain course modules to raise awareness on a variety of issues which would include the use of fur, leather and other materials sourced from animals.</i></p>	

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2.b	<p><u>Governing bodies should:</u> Approve a whistleblowing policy.</p> <p><u>Options for consideration:</u> Seek assurance that whistleblowing is effectively managed, for example by getting an annual report on numbers and outcomes of any whistleblowing; it might also ask about the extent to which the associated protocols are widely known within the institution; Asking their Audit Committee to get assurance on 'whistleblowing'.</p>		<p>The University has a Whistleblowing Policy which is approved by the Board of Governors & was last updated & approved in July 2018. The Audit Committee receives an annual report on Whistleblowing incidents.</p>	
2.c	<p><u>Governing bodies should:</u> Receive assurance that its publications provide accurate and honest information about its activities.</p> <p><u>Options for consideration:</u> Asking for an audit review of quality management systems within the publications process.</p>		<p>The PVC Assurance & Director of Finance updated the risk register to include public information accuracy, as agreed at the Nov. 2017 Audit Committee meeting.</p> <p>The PVC Assurance & Director of Finance has confirmed that the 2016/17 internal audit plan does not cover this area however a self-assessment of how the University complies with Consumer Protection Law will be submitted to the Office for Students (OfS) as part of the registration process.</p>	
2.d	<p><u>Governing bodies should:</u> Benchmark institutional policies and practice against sector practice and external requirements.</p> <p><u>Options for consideration:</u> Requesting its Audit Committee discuss with internal auditors how the institution compares with other organisations in areas undergoing audit.</p>		<p>Internal auditors provide sector comparisons in their reports, as appropriate.</p> <p>External auditors provide reports including sector financial benchmark data. The HEFCE/OfS annual risk assessment letter provides sector financial benchmark data.</p>	

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3	<p>Primary element 3: The governing body ensures institutional sustainability by working with the Executive to set the institutional mission and strategy. In addition, it needs to be assured that appropriate steps are being taken to deliver them and that there are effective systems of control and risk management.</p>			
3.1	<p>The governing body is responsible for the mission, character and reputation of the institution at a strategic level, and members will need to be adequately informed in order to carry out this key responsibility. They can expect the head of the institution to help them by providing strategic advice and guidance on the mission and strategic development of the institution.</p>		<p>The Board of Governors' responsibility for strategy, including its responsibility for the educational character & mission of the University is defined in the Articles of Government. Governors receive a report on strategic KPIs at each Board meeting & an annual report in Oct. on the Strategic Plan outcomes.</p>	
3.2	<p>The strategic plan plays a crucial role in ensuring the successful performance of the institution, and the governing body will want to demonstrate its commitment to and support for the plan by formally approving or endorsing it in accordance with its constitution. Aligned to this, it must ensure there is an appropriate financial strategy and be responsible, without delegation, for the approval of the annual budget.</p>		<p>The Board of Governors approves the University's periodic Strategic Plan (i.e. the 2017-23 Plan). The Board approves the University's budget & financial plan annually in July. The commentary accompanying the financial plan demonstrates how it is aligned to the University's strategic priorities as outlined in the Strategic Plan.</p>	
3.3	<p>It must rigorously assess all aspects of the institution's sustainability, in the broadest sense, using an appropriate range of mechanisms which include relevant key performance indicators (KPIs) not just for the financial sustainability of the institution but also for its impact on the environment.</p>		<p>Governors receive a report on strategic & financial KPIs at each Board meeting. Strategic KPIs includes KPIs relating to environmental impact. Governors monitored sustainability using a broad range of key performance indicators including KPIs for academic & financial sustainability.</p>	

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3.4	<p>In ensuring sustainability, the governing body must be in a position to explain the processes and the types of evidence used and provide any assurances required by funders. Where such assessments indicate serious issues which could affect future sustainability, the governing body must undertake appropriate remedial action.</p>		<p>Under the Articles of Government, the Board of Governors is responsible for ensuring the solvency of the University. The financial strategy underpinning the financial plan approved by the Board of Governors' annually is designed to ensure the sustainability of the University. The Vice-Chancellor as Accountable Officer provides assurance on appropriate notification to HEFCE of any material adverse changes in the annual assurance return.</p> <p><u>Year to date:</u> no 'material adverse' change circumstances &/or serious incident which, in the judgement of the Accountable officer and the Board of Governors, could have a substantial impact on the interests of the University.</p>	
	<p>Regulatory requirements</p>			
3.5	<p>The governing body must receive assurance that the institution is meeting the conditions of funding as set by regulatory and funding bodies and other major institutional funders which include the requirements of the financial memoranda. These include the need to: use public funds for proper purposes and achieve good value for money; have a sound system of risk management, financial control and governance; ensure the use of regular, reliable, timely and adequate information to monitor performance and track the use of public funds; and safeguard institutional sustainability.</p>		<p>The Board of Governors confirm in the approved annual financial statements that monies spent are in accordance with Memorandum of Assurance and Accountability & for other sources are properly applied.</p> <p>The OfS undertook a periodic assurance review of the University in June 2018, the outcome of which was positive.</p>	

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	Regulatory requirements <i>(continued)</i>			
3.6	The governing body must periodically review the delegated authority of the accountable officer (usually the Vice-Chancellor) and inform its funding body of any ‘material adverse’ change in its circumstances and any serious incident which, in the judgement of the accountable officer and the governing body, could have a substantial impact on the interests of the institution.		<p>The Vice-Chancellor is the Accountable Officer. The Board of Governors reviews authority delegated to the Vice-Chancellor when reviewing the Schedule of Delegation in the Board of Governors’ Combined Policies document & when undertaking the annual review of the Financial Regulations.</p> <p>The Vice-Chancellor, as Accountable Officer, confirms in the Annual Assurance Return to HEFCE whether there have been any material adverse changes that should have been notified during the period covered by the return that now need to be brought to HEFCE’s attention in line with paragraph 57 of the Memorandum of Assurance and Accountability.</p> <p><u>Year to date:</u> no ‘material adverse’ change circumstances &/or serious incident which, in the judgement of the Accountable officer and the Board of Governors, could have a substantial impact on the interests of the University.</p>	

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	Regulatory requirements (<i>continued</i>)			
3.7	Requirements of governing bodies as stipulated by the funding bodies relating to audit include: appointing the Audit Committee; considering and, where necessary, acting on the annual report from the Audit Committee; appointing the external auditors; considering the annual report of the internal audit service; and receiving and approving the audited annual financial statements (this responsibility to be reserved to the governing body for its collective decision, without delegation).		The Board of Governors: appoints the Audit Committee; receives & considers the annual report from the Audit Committee; appoints the external auditors; considers the annual report of the internal audit service; and receives and approves the audited annual financial statements (a non-delegable responsibility).	
3.8	Data submitted for funding purposes on behalf of the governing body must comply with directions published by the respective funding body and includes: annual accountability returns; any data requested by the Higher Education Statistics Agency (HESA); any information needed for the purpose of charity regulation; and other information the funding body may reasonably request to understand the institution's risk status.		The Audit Committee receives and annual report from the University on data quality. The Audit Committee's annual report to the Board of Governors includes an opinion on the adequacy and effectiveness of the University's arrangements for the management & quality assurance of data submitted to the Higher Education Statistics Agency, the Student Loans Company, HEFCE and other bodies.	
	Day-to-day operations			
3.9	Operational financial control will be exercised by officers of the institution under delegation from the governing body, and responsibility for financial management and advising on financial matters is generally delegated to the Director of Finance (or equivalent). That individual must have access to the head of the institution whenever he/she deems it appropriate.		Responsibility for financial management and advising on financial matters is delegated to the PVC Assurance & Director of Finance, who has access to the Vice-Chancellor whenever she deems it appropriate.	
3.10	The governing body must get assurance that there are effective arrangements in place for the management and quality assurance of data. To do so the governing body could seek assurance from the Audit Committee about data quality.		See 3.8 above.	

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	Audit			
3.11	<p>The Audit Committee needs to be a small, well-informed authoritative body which has the expertise and the time to examine risk management control and governance under delegation from the governing body. It cannot confine itself to financial matters, and its role extends to all areas of institutional activity. While responsibility for devising, developing and maintaining control systems lies with the Executive, internal audit provides independent assurance to the governing body which should have an approved annual audit plan (<i>it can delegate to its Audit Committee the power to agree the plan on its behalf</i>).</p>		<p>The Audit Committee includes members with an appropriate skills mix e.g. members have expertise in audit, accountancy, finance, law, and education.</p> <p>The Board of Governors approves an annual internal audit plan on the recommendation of the Audit Committee.</p>	
3.12	<p>The Audit Committee must be composed of a majority of independent members (who may also be drawn from outside the governing body) and produce an annual report for the governing body, including: its opinion on the adequacy and effectiveness of the institution's risk management, control and governance arrangements; processes for promoting value for money (VFM) through economy, efficiency and effectiveness; and (in institutions receiving funding body support) the management and quality assurance of data.</p>		<p>The Audit Committee is composed of a majority of independent members & produces an annual report for the Board of Governors, including: its opinion on the adequacy and effectiveness of the institution's risk management, control and governance arrangements; processes for promoting value for money (VFM) through economy, efficiency and effectiveness; and the management and quality assurance of data.</p>	

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	Remuneration			
3.13	The proper remuneration of all staff, especially the Vice-Chancellor and his/her immediate team, is an important part of ensuring institutional sustainability and protecting the reputation of the institution. Accordingly governing bodies must establish a Remuneration Committee to consider and determine, as a minimum, the emoluments of the Vice-Chancellor and other senior staff as prescribed in constitutional documents or by the governing body.		The Board of Governors has established a Remuneration Committee which determines the remuneration of the Board's designated senior post-holders as defined in the Instrument of Government i.e. the Vice-Chancellor, the PVC Assurance & Director of Finance, the PVC Academic, the PVC Student Experience & Resources, & the Clerk to the Board of Governors. The PVC Academic, the PVC Student Experience & Resources were designated by the Board of Governors as senior post-holders from Jan. 2018.	
3.14	The Remuneration Committee composition must include the Chair of the governing body, be composed of a majority of independent members (who, as with audit, may also be drawn from outside the governing body) and have appropriate experience available to it. The Vice-Chancellor or other senior staff may be members of, or attend, Remuneration Committee but must not be present for discussions that directly affect them.		<p>The Chair of the Board of Governors is a member of the Remuneration Committee but is not the Chair of the Committee. The Committee is composed of a majority of independent members. The Vice-Chancellor was a member of the Committee until Jan. 2018, when changes approved by the Board of Governors to the Remuneration Committee's terms of reference meant that the Vice-Chancellor could no longer be a member of the Committee.</p> <p>The Clerk to the Board of Governors attends the Committee but, under the Committee's terms of reference, neither the Clerk nor the Vice-Chancellor (when she was</p>	

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3.14 (cont.)			<p>a member) could be present for discussions that directly affect them.</p> <p>Members have appropriate experience e.g. experience in audit, accountancy, finance, law. Members receive advice & reports from external consultants, as appropriate.</p>	
3.15	<p>The Remuneration Committee must consider comparative information on the emoluments of employees within its remit when determining salaries, benefits and terms and conditions and ensure that all arrangements are unambiguous and diligently recorded. It must report on its decisions and operation at least annually to the governing body; such a report should not normally be withheld from any members of the governing body.</p>		<p>The Remuneration Committee considers comparative sector information when determining salaries, benefits and terms and conditions of designated senior post-holders. All arrangements are recorded in the Committee's minutes, which are presented to the Board of Governors, with the exception of staff and student members. An annual report on the operation of the Remuneration Committee & a note on senior post-holder remuneration is included in the annual Members' Report & Financial Statements, which is presented to the full Board of Governors.</p>	

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3.16	Remuneration Committee members must consider the public interest and the safeguarding of public funds alongside the interests of the institution when considering all forms of payment, reward and severance to the staff within its remit.		The Remuneration Committee considers the public interest & the safeguarding of public funds when considering the remuneration of designated senior post-holders. The July 2018 Remuneration Committee meeting reviewed the CUC Remuneration Code (June 2018) & a checklist showing the Board of Governors' compliance against the Code. An annual statement, based on the Committee's annual report to the Board of Governors, as required by the Code, would be produced in 2019.	
3.a	<p><i><u>Governing bodies should:</u> Be assured that the strategy is realistic, supported by, and aligned to other institutional strategies.</i></p> <p><i><u>Options for consideration:</u> Considering, approving and reviewing a number of sub-strategies - This will vary according to type of institution, but might, for example, include the widening participation strategy, financial and other resource strategies and internationalisation strategy; Looking to the head of the institution to provide reports and updates on those aspects of the strategic plan being implemented in the year in question, and the resulting actions and results (such a report might explicitly demonstrate how the different sub-strategies are aligned and support the delivery of the overarching strategy); Requiring an annual report including appropriate benchmarks to be produced and published.</i></p>		<p><i>The University's Strategic Plan is aligned to the University's financial plans, both of which are approved by the Board of Governors & include KPIs. Strategic & financial KPIs are reviewed by the Board of Governors at each meeting & a full report of progress against the Strategic Plan is reviewed by the Board annually. Following review, the Board approves amended KPIs, where necessary. The Strategic plan 2017-2023, including revised KPIs, was approved at the Board of Governors' June 2017 meeting.</i></p> <p><i>The Board of Governors approves the University's Access & Participation Plan widening participation (WP) targets.</i></p>	

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3.b	<p><i><u>Governing bodies should:</u></i> Be clear how institutional performance is measured, and identify what institutional-level KPIs and other performance measures are to be adopted within a risk-based framework and monitor these on a regular basis.</p> <p><i><u>Options for consideration:</u></i> Taking advice from the head of institution and other relevant sources (such as the ASSUR (annual sustainability assurance report) guidance), while being clear that the adoption of agreed KPIs is a governing body responsibility.</p>		<p><i>See 3.a. above.</i></p> <p><i>See 3.a. above. The ASSUR report is an optional HEFCE Accountability return & was not produced by the University in 2017/18, as agreed by the Board of Governors.</i></p>	
3.c	<p><i><u>Governing bodies should:</u></i> Be confident that the needs and interests of all stakeholders are adequately reflected in the strategic plan.</p> <p><i><u>Options for consideration:</u></i> Look for specific references to some or all indicators of student satisfaction, research quality, business engagement, student experience and supporting graduate employment.</p>		<p><i>Key stakeholders were consulted when the Strategic Plan was being drafted.</i></p> <p><i>The University's annual report against the Strategic Plan includes reports on indicators of student satisfaction, research quality, student experience and supporting graduate employment.</i></p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
3.d	<p><i><u>Governing bodies should:</u> Have oversight of its approach to corporate and social responsibility.</i></p> <p><i><u>Options for consideration:</u> Receive reports from an appropriate committee, or agree a policy and ask for monitoring reports on implementation.</i></p>		<p><i>Leadership Foundation for Higher Education (LFHE) Resource for Governors on Corporate Responsibility states: “For Hefce, Corporate Social Responsibility (CSR) is about 'how we take account of the impact of our work on the economy, society and the environment' ”.</i></p> <p><i>The Board of Governors’ approved approach to corporate and social responsibility is set out in the University's Strategic Plan 2017-23 aims & enablers i.e. Strategic aim 1 (To provide student-centred teaching and learning in a studio and practice based environment which nurtures excellence, leads to graduate success, and supports economic growth and artistic enrichment); Strategic aim 2 (To continue to develop and progress relevant research practice which enhances teaching and learning, is globally significant and contributes positively to society); Strategic aim 3 (To consolidate our reputation as an influential specialist arts university, collaborating with external partners to support student success and cultural advancement); Strategic enabler 1 (To foster a dynamic and professional culture which attracts, recruits and retains student-centred staff who actively engage in self-development and make a full contribution to the</i></p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
3.d (cont.)			<p><i>Method (BREEAM) Very University); Strategic enabler 2 (To have a high quality physical environment and underlying infrastructure that supports students and staff in their aspirations and increases engagement with the wider community); Strategic enabler 3 (To ensure institutional sustainability by generating sufficient surpluses and using funding effectively so that appropriate investment can take place).</i></p> <p><i>The Board monitors the achievement of the above aims through an annual report, regular monitoring through (KPIs, including the setting and monitoring of Access & Participation Plan Agreement targets. With reference to strategic aim 7, the University building project has been formulated with reference to the BRE Environmental Assessment Good rating.</i></p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
3.e	<p><i><u>Governing bodies should:</u> Have clear policies on a range of institutional-level processes that it deems significant.</i></p> <p><i><u>Options for consideration:</u> Periodically reviewing policies, for example, on access, alumni and development, treasury management, investment management, debt management and grants and contracts; Requesting that these processes are properly examined by the institution's auditors.</i></p>		<p><i>Under the Schedule of Delegation in its Combined Governance Policies document, approval of the following key policies is reserved to the Board of Governors: health & safety; equality & diversity; safeguarding; risk management; using external auditors for non-audit services; fraud, bribery, corruption & irregularities; the financial regulations (including treasury management); code of practice on freedom of speech & expression; students' union constitution & code of practice; criminal facilitation of tax evasion; ethical fundraising; whistleblowing.</i></p>	
3.f	<p><i><u>Governing bodies should:</u> Have confidence in the arrangements for the provision of accurate and timely financial information, and in the financial systems used to generate such information.</i></p> <p><i><u>Options for consideration:</u> Relying on assurances from its auditors.</i></p>		<p><i>Management accounts are presented to each meeting of the Board of Governors.</i></p> <p><i>The annual report from the external auditors includes an unqualified audit opinion.</i></p>	
3.g	<p><i><u>Governing bodies should:</u> Understand the financial implications of their institution's pension arrangements and any potential deficits.</i></p> <p><i><u>Options for consideration:</u> Asking for a briefing from their Director of Finance; Commissioning an independent review by appropriate external firms.</i></p>		<p><i>The financial implications of the University's pension arrangements & any potential deficits are considered annually by the Audit Committee and Board of Governors when reviewing the external auditors' management letter and the University's annual Members' Report & Financial Statements.</i></p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
3.h	<p><i><u>Governing bodies should:</u> Obtain assurance that potential deficits on pension funds are properly reported in the annual accounts.</i></p> <p><i><u>Options for consideration:</u> Receiving assurance from its auditors.</i></p>		See 3.g above.	
3.i	<p><i><u>Governing bodies should:</u> Ensure that the Audit Committee undertakes regular reviews of its effectiveness, including benchmarking against good practice for audit committees in HE and more widely as appropriate.</i></p> <p><i><u>Options for consideration:</u> Incorporating an assessment of compliance within any assessment of governance effectiveness</i></p>		The Audit Committee assesses its effectiveness annually using a checklist based on a model from the CUC Handbook for members of Audit Committees in HEIs, with the addition of a HEFCE/OfS accountability schedule compliance checklist. It also reviews its performance against its terms of reference annually.	
3.j	<p><i><u>Governing bodies should:</u> Have an agreed annual audit plan.</i></p> <p><i><u>Options for consideration:</u> Delegating to its Audit Committee the power to agree the plan.</i></p>		The Board of Governors approves annual internal & external audit plans on the recommendation of the Audit Committee.	
3.k	<p><i><u>Governing bodies should:</u> Approve financial regulations.</i></p>		The Board of Governors has approved Financial Regulations, which are reviewed annually & amended as necessary.	
3.l	<p><i><u>Governing bodies should:</u> The annual corporate governance statement should describe the work of the Remuneration Committee.</i></p>		The annual corporate governance statement describes the work of the Remuneration Committee.	
4	<p>Primary element 4: The governing body receives assurance that academic governance is effective by working with the Senate/Academic Board or equivalent as specified in its governing instruments.</p>			

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
4.1	<p>A high-quality student experience and, where appropriate, research portfolio are determinants of institutional sustainability and are therefore core governing body responsibilities which it shares with the wider institutional community. This, taken with the governing body's responsibility for the long-term reputation of the institution, means that it must satisfy itself that academic governance is operating effectively.</p>		<p>The Board of Governors' responsibilities under the Articles of Government include responsibility for "the determination of the educational character and mission of the University and for oversight of its activities" (3.1.1) & "the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets" (3.1.2). The Articles also state that "There shall be an Academic Board of the University, whose membership shall be set out in rules or bye-laws approved by the Board of Governors" (3.3). The Articles define the responsibilities of the Academic Board (3.3.1 - 3.3.3) and the Vice-Chancellor, including the latter's responsibility for "the determination, after consultation with the Academic Board, of the University's academic activities, and for the determination of its other activities" (3.2.4).</p> <p>The University's Strategic Plan 2017-23 approved by the Board of Governors included the following strategic aims: 1 (<i>To provide student-centred teaching and learning in a studio and practice based environment which nurtures excellence, leads to graduate success, and supports economic growth and artistic enrichment</i>); Strategic aim 2 (<i>To continue to</i></p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
4.1 (cont.)			<i>develop and progress relevant research practice which enhances teaching and learning, is globally significant and contributes positively to society); Strategic aim 3 (To consolidate our reputation as an influential specialist arts university, collaborating with external partners to support student success and cultural advancement).</i>	
4.2	The underlying principles of sound academic governance are based upon collegiality, and it follows that the governing body must therefore respect the role, as defined within charters, statutes or articles, of the Senate/Academic Board and other bodies involved in academic governance. However governing bodies will still wish to receive assurance that academic risks (such as those involving partnerships and collaboration, recruitment and retention, data provision, quality assurance and research integrity) are being effectively managed.		The Articles of Government state that "Subject to the provisions of these Articles, to the overall responsibility of the Board of Governors, and to the responsibilities of the Vice-Chancellor, the Academic Board shall be responsible for: 3.3.1 general issues relating to the research, scholarship, teaching and courses at the University, including criteria for the admission of students; the appointment and removal of internal and external examiners; policies and procedures for assessment and examination of the academic performance of students; the content of the curriculum; academic standards and the validation and review of courses; the procedures for the award of qualifications and honorary academic titles; and the procedures for the expulsion of students for academic reasons. Such responsibilities shall be	

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4.2 (cont.)			<p>subject to the requirements of validating and accrediting bodies; 3.3.2 considering the development of the academic activities of the University and the resources needed to support them and for advising the Vice-Chancellor and the Board of Governors on those matters; and 3.3.3 advising on such other matters as the Board of Governors or the Vice-Chancellor may refer to the Academic Board.</p> <p>Student recruitment and retention reports are provided in the CEO's report incl. the Strategic Plan KPI report (received at each Board of Governors' meeting), the University's annual report on Strategic Plan outcomes & the FE Self-Assessment Report (SAR). The Audit Committee receives a University report on data quality annually & data quality is a core area of assurance considered by the University's internal auditors. The Audit Committee provides an opinion in its annual report to the Board of Governors the adequacy and effectiveness of the University's arrangements for: risk management, control and governance; economy, efficiency and effectiveness (value for money; the management and quality assurance of data submitted to the Higher Education Statistics Agency, the Student</p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
4.2 (cont.)			<p>Loans Company, HEFCE/OfS and other bodies. The University is subject to periodic review by external bodies e.g. QAA, Ofsted, HESA, HEFCE/OfS.</p> <p>The University does not have significant partnerships or collaborations.</p> <p>The University is continuing to develop its research strategy.</p>	
4.3	<p>The governing body must understand and respect the principle of academic freedom, the ability within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges, and its responsibility to maintain and protect it as enshrined in freedom of speech legislation.</p>		<p>Section 7.2. of the Articles of Government states " the Board of Governors shall have regard to the need to ensure that academic staff of the University shall have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or any privileges they may have at the University".</p> <p>The Board of Governors has approved a Code of Practice on Freedom of Speech & Expression which noted that the University is "obliged under section 43 of the Education (No. 2) Act 1986 to take reasonable measures to protect freedom of lawful speech. In addition, a principle of freedom of lawful expression is enshrined in Article 10 of the European Convention on Human Rights".</p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
4.a	<p><i><u>Governing bodies should:</u></i> Oversee an effective academic strategy that it has approved. This strategy need not be a separate document, but may be embedded in an overall institutional strategy or be articulated in separate teaching, research and other strategies</p> <p><i><u>Options for consideration:</u></i> Receiving reports from Academic Board/Senate and monitoring with relevant performance measures that are credible to the academic community; examining the outcomes of academic governance effectiveness reviews and requesting that they be regularly conducted (nominally every four years); adopting and reviewing an internationalisation strategy (if active internationally).</p>		<p><i>The University's overarching academic strategy is contained within the Strategic Plan 2017-23 approved by the Board of Governors.</i></p> <p><i>The Board of Governors receives the Academic Board minutes with an accompanying summary report from the Vice-Chancellor as Chair of the Academic Board. The Board of Governors includes a Governor nominated by the Academic Board & the Students' Union President is a member of the Board of Governors ex officio (who is also a member of the Academic Board ex officio).</i></p> <p><i>The effectiveness of Academic Governance is regularly reviewed, with the last review resulting in the adoption of the University's current deliberative committee structure.</i></p> <p><i>Between autumn term 2014 & autumn term 2015, the University's academic & governance processes were subject to assessment by the QAA's Taught Degree Awarding Powers (TDAP) assessors. TDAP was awarded in Sept. 2016. In August 2017 (i.e. after the 2016/17 financial year), the University was awarded university title.</i></p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
4.b	<p><u>Governing bodies should:</u> Have oversight of all major academic partnerships involving significant institutional-level risks.</p> <p><u>Options for consideration:</u> Agreeing a scheme of delegation and a process of due diligence that defines major risk and allocates responsibility for decisions; receiving annual reports from relevant committees on the current status of high-risk partnerships.</p>		<p><i>The University does not currently have any major academic partnerships involving significant institutional-level risks.</i></p>	
4.c	<p><u>Governing bodies should:</u> Actively encourage student engagement in academic governance.</p> <p><u>Options for consideration:</u> Receiving regular reports from students' union or association officers and/or institution/student representation committees; receiving assurance that honest, accurate and timely information is provided to students, stakeholders and the public about all aspects of academic provision.</p>		<p><i>The Students' Union President is a member of the Board of Governors ex officio & is also a member of the Academic Board ex officio.</i></p> <p><i>The Students' Union President provides an annual report to the Board of Governors.</i></p> <p><i>In line with HEFCE requirements, the Board of Governors confirmed at its Nov. 2017 meeting, with reference to 2016/17 and to the date of the signing of the relevant assurance statement, that "The governing body has received and discussed a report and accompanying action plan relating to the continuous improvement of the student academic experience and student outcomes. This included evidence from the provider's own periodic review processes, which fully involve students and include embedded external peer or professional review".</i></p>	

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4.c (cont).			<p>The PVC Assurance & Director of Finance has updated the risk register to include public information accuracy, as agreed at the Nov. 2017 Audit Committee meeting.</p> <p>The PVC Assurance & Director of Finance has confirmed that the 2016/17 internal audit plan does not cover this area however a self-assessment of how the University complies with Consumer Protection Law will be submitted to the Office for Students (OfS) as part of the registration process.</p>	
4.d	<p><u>Governing bodies should:</u> Seek assurance that student complaints are effectively addressed and that the welfare and wellbeing of students are secured.</p> <p><u>Options for consideration:</u> Requiring that summary reports are produced and considered (at least annually) on student complaints and appeals, taking into account - where appropriate - the requirements of the Office of the Independent Adjudicator.</p>		<p>Reports on student complaints are discussed in the Academic Board minutes, which are presented to the Board of Governors.</p>	
5	<p>Primary element 5: The governing body works with the Executive to be assured that effective control and due diligence take place in relation to institutionally significant external activities.</p>	<p><i>In so far as it applies - see 5.2 (& 5.d) below</i></p>		

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
5.1	As already noted, the governing body has a responsibility to ensure the long-term sustainability of the institution and maintaining its reputation. It will therefore want assurance on external activities with significant potential financial or reputational risks. Where such activities involve commercial transactions, care must be taken to ensure that arrangements conform to the requirements of charity law and regulation. This is particularly the case where institutions have established subsidiary entities, for example separate operating companies or charitable trusts.		The University currently has no external activities with significant potential financial or reputational risk.	
5.2	The governing body will also want to ensure that fund-raising, donations, corporate sponsored research and partnerships and similar activities do not inappropriately influence institutional independence, mission or academic integrity.		The Board of Governors approved an Ethical Fundraising Policy (June 2015) which includes procedures for appropriate due diligence in relation to donations. The policy was reviewed & updated in June 2018.	
5.a	<p><i><u>Governing bodies should:</u></i> Get assurance on external activities with significant, institutional-level financial or reputational risks.</p> <p><i><u>Options for consideration:</u></i> Agreeing a scheme of delegation to make clear the authorisation requirements for approving such arrangements, including the circumstance where governing body approval is required.</p>		<i>The University currently has no external activities with significant potential financial or reputational risk.</i>	
5.b	<p><i><u>Governing bodies should:</u></i> Get assurance that the board of any subsidiary entity possesses the attributes necessary to provide proper stewardship and control.</p> <p><i><u>Options for consideration:</u></i> Appointing suitably qualified directors or trustees to its board; requiring the entity's board to conduct its business in accordance with a recognised and appropriate code of governance.</p>		<i>The University currently has no external activities or subsidiary entities with significant potential financial or reputational risk.</i>	

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5.c	<p><u>Governing bodies should:</u> Be clear about its responsibilities in relation to any other corporate governance arrangements and associated reporting.</p> <p><u>Options for consideration:</u> Incorporating into its standing orders (or equivalent) its responsibilities regarding any group structures.</p>		<p><i>The University currently has no external activities or subsidiary entities with significant potential financial or reputational risk.</i></p>	
5.d	<p><u>Governing bodies should:</u> Retain unambiguous responsibility for approving and monitoring a clear institution-wide policy on development and fund-raising which identifies the processes for the scrutiny of proposed donations.</p> <p><u>Options for consideration:</u> Receiving an annual report on development and fund-raising activity.</p>		<p><i>The University's Ethical Fundraising Policy states that an annual report on fundraising activity will be compiled by the Alumni Relations and Development Officer and submitted to the Senior Management Team and the Board of Governors i.e. with the report to Governors being within the CEO's report.</i></p>	
6	<p>Primary element 6: The governing body must promote equality and diversity throughout the institution, including in relation to its own operation.</p>			
6.1	<p>HEIs are required by law to comply with extensive equality and diversity legislation, and governing bodies are legally responsible for ensuring the compliance of their institution. The legislation covers the individual rights of staff and students not to suffer discrimination on the grounds of a number of protected characteristics. Legislation in this area does not distinguish between domestic and international students and staff.</p>		<p>The Board of Governors receives an annual report from the University on equality, diversity & inclusion (EDI).</p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
6.2	Beyond this there is evidence that board diversity promotes more constructive and challenging dialogue, which in turn can improve governance outcomes by helping to avoid 'groupthink' and that as a result there is a strong business case for diversity alongside legal and moral expectation.		<p>The Board of Governors' Search & Nominations Committee monitors Board of Governors' diversity. A report on Board diversity is also included in the University's Annual Report & Financial Statements.</p> <p>The 2016 WomenCount: Leaders in Higher Education survey recorded that women made up 36% of HE governing bodies overall. During 2016/17, the Search & Nominations Committee sought to ensure that there was equal gender representation on the University's Board of Governors, with recorded female representation varying during the year i.e. being 47% in September 2017, falling to 45% (7/16) between Mar. 2018 and June 2018 and increasing to 50% from September 2018. The University's Equality, Diversity & Inclusion Report 2016/17, which was presented to the March 2018 meeting of the Board of Governors, recorded 60% of employees and 77% of students as female.</p> <p>Black & Minority Ethnic (BME) representation on the Board of Governors was 6.25% in 2017/18, which was just above the percentage shown in the University's Equality, Diversity & Inclusion Report 2016/17 for staff (5.4%) and significantly below that for students (14.3%).</p>	The Search & Nominations Committee will continue to seek to address any under-representation on the Board of Governors when searching for new Governors during 2018/19.

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
6.3	<p>The governing body must ensure that there are arrangements in place to:</p> <ul style="list-style-type: none"> • eliminate unlawful discrimination, harassment and victimisation; • advance equality of opportunity between people who do and do not share a protected characteristic; and • foster good relations between people who share and those who do not share a protected characteristic. 		The Board of Governors' receives an annual report from the University on EDI.	
6.4	This means going further than simply avoiding discrimination, and it requires the active promotion of equality in a number of defined areas. The governing body must therefore satisfy itself that agreed action plans to implement the equality and diversity strategy are progressed throughout the institution.		The Board of Governors' receives an annual report from the University on EDI.	
6.5	The governing body must also routinely reflect on its own composition and consider taking steps to ensure that it reflects societal norms and values.		The Board of Governors' Search & Nominations Committee monitors Board of Governors' diversity. A report on Board diversity is also included in the University's Annual Report & Financial Statements.	As above at 6.2: The Search & Nominations Committee will continue to seek to address any under-representation on the Board of Governors when searching for new Governors during 2018/19.
6.a	<p><u>Governing bodies should:</u> At a minimum, receive an annual equality monitoring report detailing work done by the institution during the year, identifying the achievement of agreed objectives, and summarising data on equality and diversity that institutions are required to produce (e.g. on staff recruitment and promotion).</p> <p><u>Options for consideration:</u> Discussing reports based on HESA data on staff and student profiles, the National Student Survey and material from the Equality Challenge Unit.</p>		<p>The Board of Governors' receives an annual report from the University on EDI which includes analysis of relevant staff & student data.</p> <p>The University's annual report includes HESA data on staff and student profiles & material from the Equality Challenge Unit. National Student Survey (NSS) data is considered as part of the Board of Governors' annual review of Strategic Plan outcomes.</p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
6.b	<p><u><i>Governing bodies should:</i></u> Demonstrate through its own actions and behaviour its commitment to equality and diversity in all aspects of its affairs, particularly by agreeing its policy on recruiting new members.</p> <p><u><i>Options for consideration:</i></u> Requiring its committees to explain within their annual reports how decisions have taken account of the institution's equality and diversity policy; setting itself targets in terms of its own membership; advertising vacancies locally and nationally, including in local ethnic-minority publications, and via social media; using alumni, particularly as they may give access to a more diverse and younger pool of potential applicants; drawing on search consultancies who can sometimes access a broader pool; building a diverse pool for the future by providing training for potential governors, appointing them to sub-committees to gain experience, and providing other opportunities for their participation in board-related events.</p>		<p>The Board of Governors' Search & Nominations Committees considers gender and ethnic balance on the Board of Governors when reviewing Governor vacancies. Vacancies are advertised nationally, where appropriate, including in newspapers and on appropriate job (e.g. accountancy) & gender specific websites (e.g. Women on Boards) in addition to the University websites. University networks are used for targeted recruitment where appropriate e.g. using creative industries & equality & diversity networks.</p>	
6.c	<p><u><i>Governing bodies should:</i></u> Approve, review and report on the institution's approach to equality and diversity and its agreed indicators that measure performance.</p> <p><u><i>Options for consideration:</i></u> Ensuring that the human resource management strategy takes equality and diversity into account and is monitored; approving and monitoring the delivery of a stand-alone equality and diversity strategy; including in its annual report a description of its policy on diversity, including any measurable objectives that it has set, and outlining progress on implementation; producing a separate equality and diversity report with a simple cross reference to the annual report.</p>		<p>The Board of Governors' receives an annual report from the University on Equality, Diversity & inclusion (EDI). The EDI report is separate from the University's annual HR report.</p>	
7	<p>Primary element 7: The governing body must ensure that governance structures and processes are fit for purpose by referencing them against recognised standards of good practice.</p>			

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
7.1	The governing body must have a majority of external members, who are independent of the institution. All members should question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside governing body meetings.		The Instrument of Government provides for a majority of external Independent Governors e.g. the Board of Governors approved composition is 16 Governors in total, of which 10 are Independent Governors. External inspectors and reviewers have commented positively on the quality of Governor debate e.g. Ofsted, TDAP assessors.	
7.2	The governing body must have the power to remove any of its members from office, and must do so if a member breaches the terms of his/her appointment.		The Articles of Government & the Board of Governors' Standing Orders provide for Governor removal e.g. for non-attendance, on the grounds of inability or unfitness e.g. for breach of Governors' Code of Conduct.	
7.3	The governing body must establish a Nominations Committee (or similar) to advise it on the appointment of new members and the terms of existing members as well as the perceived skills balance required on the governing body. Normally final decisions on appointment are taken by the governing body.		The Board of Governors has established a Search & Nominations Committee which reports on skills gaps & makes recommendations to the Board of Governors on Governor appointments & re-appointments.	
7.4	The governing body will need to ensure suitable arrangements exist for the continuation of business in the absence of the Chair. In some cases arrangements for a Deputy Chair are codified within institutions' governing instruments; where they are not, the Nominations Committee can advise the governing body on what arrangements should be.		The Instrument & Articles of Government & the Board of Governors' Standing Orders provide for the appointment of a Chair & a Deputy Chair. The Board's Standing Orders provide that, should both the Chair and Deputy Chair be absent from any meeting of the Board, Governors shall choose one of their number to act as Chair for that meeting.	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
7.5	The Chair and Secretary will want to ensure all members receive an appropriate induction to their role and the institution as necessary.		An induction for new Governors is arranged with presentations from the Vice-Chancellor, PVC Assurance & Director of Finance & the Clerk. The Search & Nominations Committee receives regular reports on Governor induction & training. There is an induction & training section on the Board of Governors' section of eStudio (the University's virtual learning environment).	
7.6	There is an expectation, often enshrined within the constitutional documents of HEIs, that governing bodies will contain staff and student members and encourage their full and active participation.		The Instrument of Government provides for staff & student members of the Board of Governors. The Board's approved composition includes 1 Staff Governor nominated by the Academic Board, 1 elected & co-opted Staff Governor, the Students' Union President <i>ex officio</i> & an elected Student Governor.	
7.7	<p>Current normal practice is not to remunerate external members and to pay only travelling and other incidental expenses. However, if the governing body decides it is appropriate to remunerate, it will need to consider the:</p> <ul style="list-style-type: none"> • provisions of charity and employment law; • implications for the division of responsibilities between the governing body and the executive; • public service ethos which applies generally among HE governors; • need to be explicit about time commitments; • need to apply a formal process of appraisal to the remunerated governor. <p>Where it is decided to remunerate, payments would need to be both commensurate with the duties carried out and reported in the audited financial statements.</p>		Governors are not remunerated but travelling and other incidental expenses may be reimbursed.	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
7.8	The Secretary (or Clerk) is responsible to the governing body for the provision of operational and legal advice in relation to compliance with governing instruments, including standing orders. He/she is also responsible for ensuring information provided to the governing body is timely, appropriate and enables an informed discussion so that it may effectively discharge its responsibilities.		The Articles of Government provide that “Board of Governors shall appoint a Clerk to the Board of Governors, and shall determine the Clerk's functions” (s.5.1). The responsibilities outlined in 7.8 are reflected in the Clerk’s job description.	
7.9	All members of the governing body must have access to the services of the Clerk. Arrangements for the appointment or removal of the Secretary/Clerk may be defined by governing instruments; where they are not, it must be a decision for the governing body as a whole.		All Governors have access to the Clerk. Under the Articles of Government, the appointment of the Clerk is a non-delegable responsibility of the Board of Governors (s.4.3.4).The Articles also state that the Board of Governors may not delegate the consideration of the case for dismissal of the Clerk and the power to determine an appeal in connection with the dismissal of the Clerk other than to a committee of members of the Board of Governors (s.4.4).	
7.10	Governing bodies need to adopt an approach of continuous improvement to governance, in order to enhance their own effectiveness and provide an example to institutions about the importance of review and evaluation.		The Board of Governors’ approved Governor Role Description states that: “Members are expected to take part in the Board of Governors' periodic governance effectiveness review and in the individual member appraisal/ review process conducted by the Chair or Deputy Chair of Governors”. Progress on actions arising from reviews are reported to the Search & Nominations Committee and the Board of Governors.	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
7.11	<p>Accordingly, governing bodies must conduct a regular, full and robust review of their effectiveness and that of their committees, the starting point for which should be an assessment against this Code and the statutory responsibilities alongside those which it has assumed and articulated independently (e.g. through a statement of primary responsibilities). Many governing bodies find an external perspective in this process useful, whether provided by specialist consultants or peer support from other governing bodies.</p>		<p>See the evidence at 7.10 above.</p> <p>An online governance effectiveness review (based on a model commissioned by the LFHE) is used to inform Governors' periodic governance effectiveness review.</p> <p>The Board of Governors' committees complete undertake an annual review of their effectiveness using self-assessment checklists.</p> <p>The Audit Committee receives an annual report against the Code and Statement of Primary Responsibilities, the results of which are published on the University's website. In addition, the Board of Governors states, in the Statement of Corporate Governance and Internal Control which is included in the University's annual Members' Report & Financial Statements, how it has complied with the principles set out in the UK Corporate Governance Code issued by the Financial Reporting Council.</p> <p>The Board of Governors have not used an external consultant when undertaking reviews but have used self-assessment checklists & questionnaires produced by external bodies e.g. the LFHE. Governance was also reviewed by Quality Assurance Agency (QAA)</p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
7.11 (cont.)			assessors in 2014/15 & 2015/16 as part of the University's successful application for Taught Degree Awarding Powers (TDAP), which provided a degree of externality.	
7.12	Codes of governance in other sectors adopt a period of two or three years. Recognising the need to balance the cyclical nature of HE and the impact this can have on the implementation and embedding of new practices, and the swiftly evolving HE and broader legislative environment, reviews must be conducted at least every four years with, as a minimum, an annual summary of progress towards achieving any outstanding actions arising from the last effectiveness reviews.		<p>The online governance effectiveness review (based on a model commissioned by LFHE) which used to inform Governors' periodic governance effectiveness review was last used in 2017.</p> <p>Progress on actions arising from reviews are reported to the Search & Nominations Committee & to the Board of Governors.</p>	The online governance effectiveness review is next due to be completed by Jan. 2019.
7.a	<u>Governing bodies should:</u> Ensure that the governing body has sufficient skills, knowledge and independence, including through the appointment of an independent Chair, to enable it to discharge its responsibilities.		<i>The Search & Nominations Committee reviews a Governor skills audit table at each meeting. Under the Articles of Government, the Chair & Deputy Chair are required to be Independent Governors.</i>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
7.a (cont.)	<p><i>Options for consideration:</i> Regularly refresh their skills and knowledge through development activities funded by the institution, including annual appraisal with the Chair; appointing members for a given term, renewable subject to satisfactory performance; renewals therefore are at the recommendation of the Nominations Committee and not an automatic process; external members not normally serving for more than two terms of four years, or three terms of three years, except where subsequently undertaking a new and more senior role (for example as Chair); satisfying itself that members are able to allocate sufficient time to undertake their duties effectively; giving an indication of the time expected of its members; the formalisation of the role of a ‘Deputy Chair’, a role which - in addition to acting for the Chair in his/her absence - can provide a sounding board for the Chair, can act as an intermediary with other members as may be required, and potentially can be helpful if there are significant differences of view within a governing body or with the Executive. As a Deputy Chair may assume the responsibilities of the Chair, the expectation is they would be similarly independent of the institution; satisfying itself that plans are in place for an orderly succession of its membership, so as to maintain an appropriate balance of skills and experience with the progressive refreshing of key roles.</p>		<p><i>Governors’ annual schedule of business includes 2 in-house training/development sessions, an annual Governor & Executive meeting (used for Governor training/development &/or strategic planning). External training/ development events & online courses (e.g. offered by LFHE/AdvanceHE, the local authority, audit firms) are brought to Governors’ attention & there is a target of 3 Governors attending such events annually (funded by the University), which is monitored by the Search & Nominations Committee. The Search & Nominations Committee receives regular reports on Governor training & induction. Governors are normally appointed for 2 terms of 4 years. Time commitment is included in the Governor role description & considered at interview. The Search & Nominations Committee considers Governor succession planning. The Instrument & Articles of Government & the Board of Governors’ Standing Orders provide for the appointment of a Chair & a Deputy Chair.</i></p>	<p>The Search & Nominations Committee will continue to monitor overall Governor attendance and attendance at training events and take appropriate action, including review of training dates.</p> <p>Revised individual Governor training plans will be developed in 2019.</p>

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
7.b	<p><u>Governing bodies should:</u> Be of sufficient size that its responsibilities can be undertaken effectively and speedily, without being so large that it becomes neither unwieldy nor too small.</p> <p><u>Options for consideration:</u> Establishing a size within the range of 12-25 members, although there is no optimal governing body size, and total membership should depend on numerous factors including the nature and history of the HEI, the range of skills and experience required and the number of internal members deemed necessary.</p>		<p><i>The composition of the Board of Governors is regularly reviewed by the Search & Nominations Committee & is considered to be an appropriate size for a small, specialist University i.e. a Board of Governors of 16 members.</i></p>	
7.c	<p><u>Governing bodies should:</u> Ensure it has rigorous and systematic processes agreed by the governing body for recruiting and retaining governors (including the Chair), on the basis of personal merit and the contribution they can bring to a governing body.</p> <p><u>Options for consideration:</u> Including written role descriptions and an analysis of the skills, experience and attributes required for membership; widely advertising vacancies in order to increase the pool of talent available; communicating and funding development opportunities within their networks; appointing external members with direct senior experience of HE could also be considered to provide such understanding.</p>		<p><i>The Board of Governors has established a Search & Nominations Committee which reports on the Board's skills mix & any skills gaps & makes recommendations to the Board of Governors on Governor appointments & re-appointments. Discussion of recommendations on Governor appointments, including the reasons for appointment, are recorded in the Committee's minutes.</i></p> <p><i>The Board of Governors have approved role descriptions for Governors, the Chair & Deputy Chair.</i></p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
7.d	<p><u>Governing bodies should:</u> Issue an annual corporate governance statement describing the work of the key committees.</p> <p><u>Options for consideration:</u> Including the governing body's recruitment policy and practices, and a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation within the corporate governance statement.</p>		<p><i>The Board of Governors includes a Statement of Corporate Governance and Internal Control which is included in the University's annual Members' Report & Financial Statements, which includes its commitment to exhibiting best practice in all aspects of corporate governance and states how it has complied with the principles set out in the HE Code of Governance & Statement of Primary Responsibilities & in the UK Corporate Governance Code issued by the Financial Reporting Council & includes reports on the work of the Board's committees.</i></p> <p><i>The Statement of Corporate Governance and Internal Control refers to the Board's approved recruitment & appointment procedure which states that "in identifying candidates for recommendation to the Board, the Search and Nominations Committee will take into account the need to establish and maintain an appropriate balance of membership among the Board; so far as is possible, ensure that the Board is representative of the community which it serves, having regard to the University's equality and diversity policies; seek to ensure that the Board maintains a balance of skills, knowledge and experience among its membership</i></p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
7.d (cont.)			<i>which enables it to carry out its responsibilities as set out in the Articles of Government. The Committee discharges these responsibilities by reviewing at each of its scheduled meetings the Board's skills audit and data relating to gender and Black and Minority Ethnic (BME) representation on the Board". See also 6.2 above.</i>	
7.e	<p><u>Governing bodies should:</u> Annually reflect on the performance of the institution as a whole in meeting strategic objectives and associated measures of performance, and the contribution of the governing body to that success.</p> <p><u>Options for consideration:</u> Reflecting on the extent to which it and its committees have met their terms of reference and - where they exist - their annual work plans; benchmarking its performance and processes against other comparable HEIs, and relevant institutions outside the HE sector; annual review meetings of members with the Secretary compiling a report on the feedback provided; asking the Clerk to do an annual self-assessment (which could simply be an update from previous year) to assure the governing body that it properly and appropriately adheres to the principles of the Code; taking account of the views of the Executive, and relevant bodies such as the Senate/Academic Board, and staff and student communities.</p>		<p><i>An annual report on the outcome of the Strategic Plan aims (including external benchmarking where appropriate) is considered by the Board of Governors.</i></p> <p><i>An online governance effectiveness review (based on a model commissioned by LFHE) is used to inform Governors' periodic governance effectiveness review & the Chair conducts reviews/ development meetings with individual Governors. The Board's committees undertake an annual review of their effectiveness using self-assessment checklists. Progress on actions arising from reviews are reported to the Board of Governors.</i></p> <p><i>The Audit Committee receives an annual report against the Code and Statement of Primary Responsibilities, the results of</i></p>	

NO.	THE 7 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
7.e (cont.)			<p><i>which are published on the University's website.</i></p> <p><i>While governance effectiveness was not benchmarked against external institutions, in 2016/17 governance was reviewed by Quality Assurance Agency (QAA) assessors in 2014/15 & 2015/16 as part of the University's successful application for Taught Degree Awarding Powers (TDAP), which provided a degree of externality.</i></p> <p><i>The Board of Governors includes a Staff Governor nominated by the Academic Board, an elected Staff Governor, the elected Students' Union President and an elected Student Governor, who contributed to Board of Governors' discussions.</i></p> <p><i>The Chair of the Board of Governors would specifically seek the views of Staff and Student Governors at Board of Governors' meetings as relevant.</i></p> <p><i>Governor training sessions led by staff members from academic and support areas provided an opportunity for Governors to engage with staff.</i></p> <p><i>The annual Governors and Executive meeting provided the opportunity for strategic discussion.</i></p>	

Report for 2017/18 against the Statement of Primary Responsibilities

REPORT

The Board of Governors adopted the attached Statement of Primary Responsibilities from 1.8.15, which is derived from the model Statement included in the CUC's HE Code of Governance. The Statement is largely unchanged from the version adopted by the Board of Governors on 1.8.11.

A Red-Amber-Green (RAG) rated table assessing the Board's performance against the Statement has been produced and is attached below. Red indicates non-application, Amber indicates partial application and Green indicates the Statement has been applied.

KEY	
	Non-application
	Partial application
	Applied

A report by exception against the Statement has also been included in the Members' Report for the financial year ended 31.7.18. Under the University's Freedom of Information Publication Scheme, the University's approved Financial Statements and Members' Report for the year ended 31.7.18 are published on the University website. It was agreed at the Board's October 2012 meeting that, in the interests of transparency, the table reporting against the Statement should also be published on the University's website. The table forms part of the Board of Governors' annual review of its own effectiveness.

Statement of Primary Responsibilities

The principal responsibilities of the governing body should be set out in its Statement of Primary Responsibilities, which must be consistent with the institution's constitution. While there may be some variations because of different constitutional provisions, the principal responsibilities are likely to be as follows.

NO.	STATEMENT OF PRIMARY RESPONSIBILITIES	APPLICATION LEVEL	COMMENTS	ACTION TO BE TAKEN
1	To approve the mission and strategic vision of the University, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.		Applied. Strategic Plan 2017-2023, approved at the June 2017 Board of Governors' meeting.	
2	To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the University against the plans and approved key performance indicators, which should be - where possible and appropriate - benchmarked against other comparable institutions.		Applied. See response at 3.1-3.3 (HE Code of Governance report) above.	
3	To delegate authority to the Vice-Chancellor, 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 Vice-Chancellor.		Applied. See Vice-Chancellor's responsibilities as defined in Articles of Government & authority delegated to Vice-Chancellor in the Board's schedule of delegation - see also response at 1.a (HE Code of Governance report) above.	
4	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.		Applied. Monitored by the Board's Audit Committee & reported on in the Audit Committee's opinion in its annual report to the Board of Governors.	
5	To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.		Applied. See response at 7.10-12 & 7.e (HE Code of Governance report) above.	
6	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.		Applied. See response at 1.3, 1.c, 2.1 & 2.3 (HE Code of Governance report) above.	

NO.	STATEMENT OF PRIMARY RESPONSIBILITIES	APPLICATION LEVEL	COMMENTS	ACTION TO BE TAKEN
7	To safeguard the good name and values of the University.		Applied. Through ensuring relevant codes of conduct for Governors, staff & students, including policy against fraud, bribery & corruption & Whistleblowing Policy.	
8	To appoint the Vice-Chancellor as chief executive, and to put in place suitable arrangements for monitoring his/her performance.		Applied. The Vice-Chancellor's performance is monitored at annual appraisal and with reference to key strategic objectives and KPIs - see also response at 2 (Statement of Primary Responsibilities report) above.	
9	To appoint a Clerk 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.		Applied. See response at 7.8-9 (HE Code of Governance report) above. Clerk has no other managerial responsibilities in the University.	
10	To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.		Applied. The Board of Governors is the legal employer of all staff. Under Article of Government 3.1, the Board of Governors is responsible for the appointment of senior post-holders (a non-delegable responsibility), pay & conditions of senior post-holders (responsibility may be delegated) and for setting a framework for the pay and conditions of service of all other staff (responsibility may be delegated).	

NO.	STATEMENT OF PRIMARY RESPONSIBILITIES	APPLICATION LEVEL	COMMENTS	ACTION TO BE TAKEN
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 institution's assets, property and estate.		Applied. Under Article of Government 3.1, the Board of Governors is responsible for the effective and efficient use of resources, the solvency of the University and the Corporation and for safeguarding their assets; approving annual estimates of income and expenditure (non-delegable responsibilities).	
12	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 those arising from contracts and other legal commitments made in the University's name.		Applied. The Board monitors the University's legal obligations e.g. through annual reports on health & safety; safeguarding; HR; equality & diversity; compliance with HEFCE's/OfS requirements in its memorandum of assurance & accountability/terms & conditions of funding with the University and as the University's principal charity regulator. From 1 from Dec. 2016, the Board also provides assurances to HEFCE/OfS on academic quality & the Prevent Duty.	
13	To receive assurance that adequate provision has been made for the general welfare of students.		Applied e.g. the Board approved the University's OFFA Access Agreement in 2016, considered the Student Charter in 2013, has appropriate welfare policies including an equality scheme and safeguarding children policy) and has a Governor with responsibility for safeguarding & the Prevent duty.	

NO.	STATEMENT OF PRIMARY RESPONSIBILITIES	APPLICATION LEVEL	COMMENTS	ACTION TO BE TAKEN
14	To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University.		Applied with requirements of HEFCE/OfS as University's principal charity regulator.	
15	To ensure that the University's constitution is followed at all times and that appropriate advice is available to enable this to happen.		Applied. The Board has appointed a Clerk to advise on its constitution. The Clerk would take legal advice as appropriate.	