

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
5.4	An effective governing body has a culture where all members can question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside governing body meetings.		Debate and/or challenge by Governors are both reflected in the minutes of the Board of Governors and its committees. External inspectors and reviewers have commented positively on the quality of Governor debate e.g. Ofsted, TDAP assessors.	
5.5	An effective governing body ensures the Board culture reflects the articulated values and culture of the institution. It also receives assurance that the prevalent behaviours in the institution are consistent with its articulated values.		<p>The University has codes of conduct for Governors, staff and students. The Board of Governors has approved policies against fraud, bribery, corruption & irregularities and against the criminal facilitation of tax evasion, a whistleblowing policy, an ethical fundraising policy, a code of practice on freedom of speech & expression and a Students' Union Constitution and Code of Practice.</p> <p>Members of the University's senior management team (SMT) make an annual statement to the Audit Committee on breaches of laws & regulations, actual or suspected frauds, and the existence of related party transactions.</p> <p>The Audit Committee receives an annual report from the University on any fraud, bribery, irregularity and whistleblowing events.</p>	

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
5.6	The governing body needs to focus on strategic risks and emerging opportunities for the institution and have enough flexibility to respond to these quickly and effectively.		<p>The Board of Governors approves the University's periodic Strategic Plan i.e. the 2017-23 Plan. The University's Strategic Plan is aligned to the University's financial plans, both of which are approved by the Board of Governors and include KPIs. Strategic and financial KPIs are reviewed by the Board of Governors at each meeting (where data has been updated since the previous meeting) and a full report on progress against the Strategic Plan is reviewed by the Board annually in Oct. Historically, the prudent basis of budgets approved by the Board of Governors has provided contingency and flexibility, where required, while permitting appropriate investment.</p> <p>The Audit Committee reviews the University's risk register at each meeting (where it has been updated since the previous meeting). The risk register is presented to the Board of Governors annually in Nov. i.e. at the meeting at which the Board of Governors also considers the statement of corporate governance & internal control in the University's annual report & financial statements. The external and internal audit plans approved by the Board of Governors are risk-based. Identification of new risks is a standing agenda item for the Board of Governors and its committees.</p>	

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
5.7	The governing body needs a suitable arrangement for the continuation of business in the absence of the Chair. Arrangements for a Deputy Chair may be codified within the institution's governing instruments; if not, the Nominations Committee or equivalent can advise the governing body.		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.	
5.8	<p>The governing body also needs to consider the benefits of appointing a Senior Independent Governor (SIG) or equivalent role and explain the rationale for decisions made in this regard. Their role is seen in other sectors as an important aid to good governance; to help advise the Chair, to be an intermediary for other Board members and to help facilitate an annual appraisal of the Chair.</p> <p>The role of the SIG is different to the Deputy Chair, who should be part of the leadership of the Board and deputise for the Chair as well as take on specific duties which are assigned to them. The SIG should be a voice and a sounding board for other governors to sense-check the effectiveness of the governance arrangements, and to formally lead the appraisal of the Chair (and the Deputy Chair).</p>		<p>The Board of Governors first agreed to appoint 'a Senior Independent Governor (SIG) in Nov. 2015. Four Independent Governors have held the role to date.</p> <p>The Board of Governors approved at its July 2021 meeting a role description and person specification for the SIG which includes the responsibilities at sub-section 5.8 left with the following exception: under the role descriptions for the Chair and Deputy Chair of the Board of Governors, the annual appraisal/review meeting of the Deputy Chair is undertaken by the Chair.</p>	The Oct. 2021 meeting of the Search & Nominations Committee noted there was a vacancy for a SIG and agreed action to be taken.

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
5.9	<p>The governing body needs a formal process to ensure that its members are fit and proper persons.</p> <p>The governing body also needs the power and process to remove any of its members from office, and must do so if a member breaches the terms of their appointment.</p>		<p>The Clerk undertakes a fit and proper person review of Governor candidates and reports to the Search & Nominations Committee.</p> <p>Governors complete an eligibility statement which requires them to confirm that: they are/continue to be eligible for membership of the Board of Governors and that none of the ineligibility definitions set out in the relevant sections of the Standing Orders of the Board of Governors apply to them; they have taken into account the Office for Students (OfS) 'fit and proper' person indicators and that none of the indicators which would indicate that they were not a fit and proper person to be a Governor apply to them; they have taken into account current guidance to trustees from the Charity Commission and the guidance on the www.gov.uk website and that none of the reasons for disqualification in force now or from 1st August 2018 apply to them.</p> <p>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.</p>	

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
5.10	<p>A Nominations Committee (or equivalent) is an effective way to advise a governing body on the appointment of new members, and must be established. The Nominations Committee can provide advice to the governing body on terms of office, the perceived skills balance required on the governing body, succession planning and skills refreshment. Normally, final decisions on appointment are taken by the governing body.</p>		<p>The Board of Governors has established a Search & Nominations Committee which reports on skills gaps, Governor term of office and succession planning and makes recommendations to the Board of Governors on Governor appointments and re-appointments.</p>	

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
5.11	<p>In making decisions about terms of office, the governing body needs to ensure there is a planned and progressive refreshing of membership - this includes evaluating the performance of governing body members.</p> <p>The terms of office for governing body members should not be more than nine years (either two terms of four years or three terms of three years) unless there is exceptional justification. This is in line with other Codes and recommended practice.</p>		<p>Instrument 6.1 of the Instrument of Government states that 'The Board of Governors shall determine the period of office of members in each of the variable categories set out in paragraph 3(2) above. Such members shall hold and vacate office in accordance with the terms of their appointment and shall, on ceasing to be a member on completion of their period of office, be eligible for reappointment. Independent members shall not normally serve for more than a maximum period of office of two terms of four years or three terms of three years, as the Board of Governors shall determine. The Board of Governors may extend an independent member's period of office beyond the maximum determined term where the independent member undertakes a new and more senior role, for example as Chair of the Board of Governors'. The wording of Instrument 6.1 was discussed with and approved by the Privy Council.</p>	

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
5.12	<p>Governing body members need induction, updates and development which supports understanding of their role and changes in their operating environment.</p>		<p>An induction for new Governors is arranged with presentations from the Vice-Chancellor, PVC Assurance & Director of Finance, the Clerk and the Chair of the Board of Governors.</p> <p>The Search & Nominations Committee receives regular reports on Governor induction and training. There is an induction and training section on the Board of Governors' section of eStudio (the University's virtual learning environment).</p> <p>Governors' annual schedule of business includes 1 in-house training/development session, an annual Governor & Executive meeting (used for Governor training/development &/or strategic planning). External training/development events & online courses (e.g. offered by AdvanceHE, the local authority, audit firms) are brought to Governors' attention and there is a target of 3 Governors attending such events annually (funded by the University), which is monitored by the Search & Nominations Committee.</p>	

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
5.13	<p>HEIs must conduct a regular, full and robust review of governance effectiveness with some degree of independent input. This will provide assurance to internal and external stakeholders and allow a mechanism to focus on improvement and chart progress towards achieving any outstanding actions arising from the last effectiveness review. It is recommended this review takes place every three years.</p>		<p>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".</p> <p>An online governance effectiveness review (based on a model commissioned by the LFHE) is used to inform Governors' periodic governance effectiveness review. The last periodic review took place in 2019 and the next is due to take place in 2023.</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 this 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>Search & Nominations Committee: to consider whether the next periodic governance effectiveness review should be brought forward from summer 2023 to summer 2022 to meet the recommended 3-year timescale in the <i>Code</i>.</p>

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
5.13 (cont.)			<p>The Board of Governors have not used an external consultant when undertaking reviews but have used self-assessment checklists and questionnaires produced by external bodies e.g. the LFHE.</p> <p>Progress on actions arising from reviews is reported to the Search & Nominations Committee and the Board of Governors.</p>	

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
Element 6	<p>Engagement - Governing bodies understand the various stakeholders (especially staff and students) of the institution globally, nationally and locally, and are assured that appropriate and meaningful engagement takes place to allow stakeholder views to be considered and reflected in relevant decision-making processes.</p>			
6.1	<p>The governing body needs to ensure the activities of the institution are in the interests of students (current and future) and other stakeholders.</p> <p>Donations, partnerships and similar activities must not inappropriately influence the institution's independence mission or academic integrity.</p> <p>Governance processes and structures should be clearly visible to staff and students (current and future) who should have opportunities to engage with the governance of the institution should they choose.</p>		<p>Governor induction includes reference to Governors' duties as charity trustees, including their duty to act in the interest of the charity's beneficiaries i.e. current, prospective and graduating students.</p> <p>The Charity Commission's guidance on public benefit has been used to determine the University's charitable objectives including its Mission and strategy. The University's annual report and financial statements includes a public benefit statement.</p> <p>Due diligence processes in relation to donations are included in the University's Ethical Fundraising Policy approved by the Board of Governors. The policy also states that donations</p>	

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
6.1 (cont.)			<p>with unacceptable conditions will not be accepted.</p> <p>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.</p> <p>The University currently has no external activities with significant potential financial or reputational risk.</p> <p>There is a Governance section on the University website at: https://www.leeds-art.ac.uk/about-us/governance/</p> <p>The Board of Governors' approved composition includes 2 staff and 2 student Governors.</p>	

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
6.2	The governing body needs assurance of regular effective two-way communication with students, staff and other stakeholders and must be advised of any major issues arising.		<p>In general, brief reports on University communication with students, staff and other stakeholders would be included in the CEO's report which is presented to each meeting of the Board of Governors.</p> <p>With reference to specific reports and presentations: National Student Survey (NSS) data is considered as part of the Board of Governors' annual review of Strategic Plan outcomes (e.g. in Oct 2020 and Oct. 2021); the Pro-Vice-Chancellor Student Experience & Resources and the Compliance Officer gave a presentation in April 2021 demonstrating how the University had complied with Consumer Protection Law during 2020/21, including a timeline detailing communication with students.</p>	

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
6.3	<p>The governing body must promote and ensure the social cultural economic and environmental impact of the institution and ensure that institutional success and achievements are reported to stakeholders. The governing body must also ensure that relevant stakeholders are advised of any material changes adverse or other in policy or circumstance.</p>		<p>The Board of Governors' approved approach to corporate and social responsibility is set out in the University's Strategic Plan 2017-23 aims and enablers i.e.</p> <ul style="list-style-type: none"> • 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); 	

NO.	THE 6 PRIMARY ELEMENTS OF HE GOVERNANCE	APPLICATION LEVEL	EVIDENCE/COMMENTS	ACTION TO BE TAKEN
6.3 (cont.)			<ul style="list-style-type: none"> • 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). <p>Institutional success and achievements are reported to external stakeholders through the University website and social media.</p>	
6.4	<p>Governing bodies need to promote a collegiate collaborative and cooperative approach to liaison with students, staff and other stakeholders and ensure that interactions are guided by the values ethics and culture of the institution.</p>		<p>All Governors are required to abide by the Board of Governors Code of Conduct which includes a requirement to 'Support the values, aims and objectives of the University'.</p>	

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 the 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.	