Code of Conduct for Members of Council and Senior Officers

Version Number 5.3

Effective from July 2026

University Secretary's Office

1.0 Scope

This Code of Conduct applies to all members of the Council as well as senior officers of the University serving on either the University Leadership Team (ULT) or the University management team.

2.0 Introduction

2.1 Legal Status of the University

Institutions of higher education are legally independent corporate institutions which have a common purpose of providing teaching and undertaking research. The University of Salford also contributes to socially inclusive economic growth through teaching, research and enterprise and developing links with industry, the public sector and the community.

The University was granted the status of an exempt Charity by a Statutory Instrument passed in May 1967. As an exempt Charity under the terms of the Charities Act 2006, the University has due regard to the Charity Commission's guidance on the reporting of public benefit and particularly to its supplementary guidance on the advancement of education, in accordance with the requirements of the Office for Students (OfS) as the principal regulator of English higher education institutions under the Higher Education and Research Act 2017.

The Council is the supreme governing body of the institution and carries responsibility for ensuring the effective management and administration of the institution and for planning its future development. It has ultimate responsibility for the affairs of the institution, overseeing its activities and determining its mission and future direction. The constitution and powers of the Council are laid down in, and limited by, its Charter and associated Statutes.

2.2 University Governance

In developing its governance framework, the University recognised the distinction between management and governance. Governance describes the processes of decision making which grant authority (for example, institutional strategy and policy), define expectations and verify performance (for example, through pro-active monitoring). Council's adherence to the principles of corporate decision making is set out in paragraph 5.4.

2.3 University Management

The Vice-Chancellor is the institution's chief executive and principal academic and administrative officer, and this includes responsibility to OfS as the designated accountable officer. As such, the Vice-Chancellor has a general responsibility to the Council for maintaining and promoting the efficiency and good order of the University. Members of the University Leadership Team and the University management team share the Vice-Chancellor's general responsibility and are responsible to the Vice-Chancellor either directly or through another senior officer for their conduct and performance. Management is distinct from governance (see definition in 2.2 above), as it refers to the process of directing and controlling an entity for the purpose of co-ordinating and harmonising the organisation towards accomplishing a goal, deploying, and directing human, financial, technological, and natural resources to that end.

2.4 Proper Conduct of Public Business

The University's Council, and through it the University's senior officers, are entrusted with funds, both public and private, and have a particular duty to observe the highest standards in the conduct of governance and management. The Council and senior officers are charged with ensuring and demonstrating integrity and objectivity in the transaction of business, and wherever possible following a policy of openness and transparency in the dissemination of decisions.

This Code of Conduct has been drawn up to provide guidance to members of Council and senior officers in these matters. It draws upon good practice in relation to corporate governance, in particular:

i) the Higher Education Code of Governance published by the Committee of University Chairs (CUC) in 2014, revised September 2020 (see section 4 below)

ii) the reports of the Nolan Committee on Standards in Public Life (see section 3 below)

This Code of Conduct will be regularly reviewed so that it reflects and helps to deliver the highest standards of corporate governance.

3.0 Principles

3.1 Seven Principles of Public Life

Universities were included among the public spending bodies examined in the Second Report of the Committee on Standards in Public Life (the 'Nolan Committee'), published May 1996. Consequently, members of Council and senior officers should observe the 'Seven Principles of Public Life' drawn up by the Nolan Committee in its First Report. These principles are as follows:

Selflessness

Holders of office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity

Holders of 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.

Objectivity

In carrying out business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of office should promote and support these principles by leadership and example.

3.2 Declaration on appointment and reappointment

On appointment and reappointment, and in order to comply with HM Revenue and Customs requirements for charity trustees and regulatory compliance, members of Council are asked to confirm that they:

- are not disqualified from acting as a charity trustee;
- have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as spent);
- have not been involved in tax fraud;
- are not an undischarged bankrupt;
- have not made compositions or arrangements with creditors from which they have not been discharged;
- have not been removed from serving as a charity trustee, or been stopped from acting in a management position within a charity;
- have not been disqualified from serving as a Company Director;
- will at all times seek to ensure charitable funds and charity tax reliefs received by the University are used only for charitable purposes;

To make this declaration and effect compliance, members of Council are required to complete and sign the Office for Students' Definition of a Fit and Proper Person checklist (as laid out in the OfS's public interest governance principles).

4.0 CUC Higher Education Code of Governance

4.1 Implementation of the Code

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. 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. The University is committed to the adoption of the Code and reports on this commitment in its annual returns to OfS.

4.2 Primary Elements of the Code

The Code adopts and builds on the Nolan Principles of Public Life in setting out the following primary elements, which provide an ethical framework for the personal and collective behaviour of governors:

- **Accountability:** The governing body is collectively responsible and accountable for institutional activities, approving all final decisions on matters of fundamental concern within its remit.
- **Sustainability:** Working with the Executive, the governing body sets the mission, strategic direction, overall aims and values of the institution. In ensuring the sustainability of the institution the governing body actively seeks and receives assurance that delivery of the strategic plan is in line with legislative and regulatory requirements, institutional values, policies and procedures, and that there are effective systems of control and risk management in place.
- **Reputation**: the governing body safeguards and promotes institutional reputation and autonomy by operating in accordance with the values that underpin this Code, its various elements and the principles of public life.
- **Equality, inclusivity and diversity**: the governing body promotes a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the institution, including in the governing body's own operation and composition. This includes ensuring under-representation and differences in outcomes are challenged and, where practicable, corrective action is taken to ensure fair outcomes for all. .
- **Effectiveness**: the governing body ensures that governance structures and processes are robust, effective and agile by scrutinising and evaluating governance performance against this Code (and other Codes where an institution's constitutional form requires it), and recognised standards of good practice.
- **Engagement**: governing bodies understand the various stakeholders 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.

  (Six Primary Elements, reproduced from the CUC Higher Education Code of Governance 2020, pg.8)

5.0 Conduct of Council Business

5.1 Meetings of Council and its Committees

The Council meets around five times a year. There are four Standing Committees of Council: Audit and Risk; Finance and Resources; Governance, Nominations and Ethics; and

Remuneration. In addition, there is one committee established jointly with the University's Senate: Honorary Awards.

The Standing Committees of Council are normally scheduled to complement the cycle of Council meetings. Other special or ad hoc working groups may be established from time to time and will meet as appropriate. Members of the Council may be appointed to serve on one or more of these committees. The dates of these meetings are fixed and published in advance.

The University's website provides further information about Council and its committees.

5.2 Lead Members

Independent members of Council may be appointed to serve as Lead Members in relation to specific areas of activity to support the delivery of the University Strategy, providing assurance to Council on its implementation and performance against associated KPIs. On behalf of the Council, Lead Members work with relevant managers Their role is not to manage the business area but to provide assurance to Council that recommendations and decisions arising from the business area are sound and evidence based, have followed appropriate processes, and are aligned to corporate strategy. To guide their dual assurance role, Lead Members are encouraged to address and challenge on such issues as:

- To what extent are the objectives in the corporate strategy and operational plans relating to the business area being delivered?
- Are risks sufficiently identified and mitigated?
- Is communication between the Lead Member and the senior manager sufficient?

Other Council members have the opportunity to raise questions about and probe issues raised by Lead Members either with the Lead Members themselves or with the relevant senior manager. The role relies upon understanding and recognition of the distinctive roles of governance and management and an effective working relationship between the Lead Member and the senior manager, enabling effective liaison between relevant portfolio areas and Council.

Lead Members provide an important link between Council and the regular management activities of the University Leadership Team ; Lead Members have responsibility for ensuring feedback to allow Council members appropriate scrutiny of relevant operational and strategic issues.

5.3 Standing Orders

In order to function efficiently, the University operates rules for the conduct of meetings of Council and Senate and their committees. The standing orders are appended to the University Ordinances.

5.4 Corporate Decision Making

The Council should exercise its responsibilities in a corporate manner, , decisions should be taken collectively by the members acting as a single body. Members of Council should not act individually or in informal groupings to take decisions on Council business on an ad hoc basis

outside the constitutional framework of the meetings of the Council and its committees (including Lead Member arrangements).

5.5 Role of the Chair

The Chair is responsible for the leadership of the Council. As Chair of its meetings, they should promote its wellbeing and efficient operation, ensuring that its members work together effectively and have confidence in the procedures laid down for the conduct of business. The Chair should take particular care that the Council observes the principles set out in section 3 above and that matters central to the proper conduct of the Council's business are reported appropriately to the Council. The Chair should ultimately also be responsible for ensuring that the Council operates effectively, discusses all relevant issues and discharges its responsibilities in a business-like way.

Through leadership of the Council, the Chair plays a key role in the business of the University but should take care not to be drawn into the day-to-day executive management. For the Council to be effective there must be a constructive working relationship between the Chair and the Vice-Chancellor who is chief executive of the institution. The relationship should be mutually supportive but must also incorporate the checks and balances imposed by the different roles each has within the University's constitution.

5.6 Role of the Deputy Chair

The Deputy Chair provides appropriate advice and support to the Chair, including attending internal and external meetings where necessary, maintaining relationships with Council members and other members of standing committees; and positively representing the Council within the University.

On occasions, when the Chair is unable to discharge their office as Chair, the Deputy Chair assumes the role of Acting Chair to chair meetings of Council and relevant standing committees. This also extends to representing the Council or the University in circumstances where the Chair would otherwise fulfil this role.

5.7 Role of other Council Members

Independent members of the Council, whether appointed as Lead Member or not (see paragraph 5.2 above for Lead Member roles) should take care not to become involved in the day-to-day executive management of the University. This also applies to the staff and student members of the Council, except that in the course of their employment or in their activities as students or student representatives, they may have executive responsibilities of some kind within the University. A Statement of Expectations/Role Description for Independent Members of Council is provided as Annex B.

5.8 Role of the Vice-Chancellor in Relation to the Council

The specific responsibilities of the Vice-Chancellor in relation to the Council are:

a) implementing the decisions of the Council or ensuring that they are implemented through the relevant part of the institution's management structure;

b) initiating discussion and consultation including, where appropriate, consultation with the staff and the Senate[1] on proposals concerning the University's future development, and ensuring that such proposals are presented to the Council;

c) personal responsibility to the Council, as the accountable officer designated by the Council under the terms of the University's registration with the OfS and for ensuring compliance with the conditions of registration and for providing OfS with clear assurances to this effect.

5.9 Role of the University Secretary in relation to the Council

At the University of Salford, the University Secretary performs a dual role of Secretary to Council and Senior Officer; this means that, in addition to the University Secretary's formal role as Secretary to Council, the post holder holds a senior officer role in the University.

In respect of the role as Secretary to Council, the post holder is solely, primarily, and independently responsible to the Council and therefore reports directly to the Chair of Council for the conduct of Council business and ensuring the integrity of governance.

In respect of the senior officer role, the post holder is responsible to the Vice-Chancellor.

The University and the University Secretary must exercise great care in maintaining a separation of the two functions. The Council has agreed guidance on how to deal with conflicts of interest, actual or potential, on any matter between the University Secretary's two roles (see Annex A).

The Chair and members of the Council should look to the University Secretary for guidance about their responsibilities under the Charter, Statutes, Ordinances, and policies of the University to which they are subject, including legislation and the requirements of OfS, and on how these responsibilities are to be discharged. It is the responsibility of the University Secretary to alert the Council if any proposed action would exceed the Council's powers or be contrary to legislation, to regulation, or to the OfS Terms and Conditions of Funding for Higher Education Institutions, or expose the University to any significant risk.

The University Secretary is responsible for providing legal advice to or obtaining it for the Council and advising it on all matters of procedure. The University Secretary should also advise the Chair in respect to any matters where conflict, potential or real, may occur between the Council and the Vice-Chancellor.

5.10 Role of the Chief Finance Officer in relation to the Council

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[1] Senate is the academic authority of the University. Its primary duty is the oversight of academic quality and standards. The University Charter sets out:

i) Council's duty to refer to the Senate any matter which Council considers should be dealt with by the Senate; and

ii) Senate's duty to bring before the Council any matter before Senate which Senate considers to have financial implications or in any way to affect the general well-being of the University and its relationship with persons and bodies outside the University.

At the University of Salford, the role is combined with that of Deputy Chief Executive Officer (Deputy Chief Executive and Chief Finance Officer). The Chief Finance Officer is responsible for preparing, annually, a revenue budget, capital programme, rolling five-year financial plan and such financial forecasts as are required by the OfS. These are all considered by the University Leadership Team and the Finance and Resources Committee, prior to their submission to and approval by the Council.

The Chief Finance Officer has a general responsibility to advise Council on all financial matters and for the regular submission of budget monitoring reports. The Chief Finance Officer also carries responsibility for the preparation of the annual financial statements.

6.0 Standards of Conduct

To give practical effect to the 'Seven Principles of Public Life' set out in section 3, the University has implemented a number of policies and procedures. which apply not just to Council members and senior officers but to all staff.

6.1 Conflict of Interests

A register of interests is kept by the University Secretary in which any third party pecuniary or non-pecuniary interests may be registered if the member of Council or senior officer considers that a conflict of interest could arise or be perceived to arise. The full procedure is set out in the Management of the Conflicts of Interest Policy.

6.2 Whistleblowing

Whistleblowing (sometimes known as 'making a disclosure in the public interest' or 'public interest disclosure') is the process by which an employee in an organisation raises a concern about a danger or risk so that it may be investigated. The University's Whistleblowing Policy details the procedure for reporting concerns and applies to all staff, associates and members of University Council and its committees.

A qualifying disclosure is where a member of the University reasonably believes (and it is in the public interest to report it) that one or more of the following matters is either happening, has taken place or is likely to happen in the future:

- A criminal offence;
- The breach of a legal obligation;
- A miscarriage of justice;
- A danger to the health and safety of any individual (including risks to the general public as well as to other employees or students of the University);
- Damage to the environment;
- Deliberate attempt to conceal any of the above.

6.3 Theft, Fraud, Bribery and Corruption

Within the set of wrongdoings or failures listed above there will, very infrequently, be suspicions in respect of theft, fraud, bribery and corruption or some other financial irregularity.

The University's Counter Fraud Policy & Response Plan and Anti-Bribery Policy set out how such suspicions should be reported and how senior officers should respond. It is extremely important that all University staff are aware of the steps which should be followed in such cases.

It is the duty of all members of staff, management and the Council to notify the Deputy Chief Executive and Chief Finance Officer immediately whenever any matter arises which involves, or is thought to involve, irregularity, including theft, fraud, bribery, corruption or any other impropriety. The Deputy Chief Executive and Chief Finance Officer shall immediately invoke the Counter Fraud Policy & Response Plan and/or the Anti-Bribery Policy (as relevant).

Any incident involving significant fraud (upwards of £25,000) will be reported without delay to the Vice-Chancellor who shall inform the Chair of Council and the Chair of Audit and Risk Committee

Any significant cases of fraud or irregularity shall be reported to OfS in accordance with their requirements.

If the suspected fraud is thought to involve the Deputy Chief Executive and Chief Finance Officer the member of staff shall notify the University Secretary directly of their concerns regarding irregularities.

6.4 The Inclusive University

The University of Salford is committed to being a truly inclusive institution, integrating equality and human rights concepts into everything it does including in key operational strategies and underpinning policies, working practices, decision making, partnership and procurement activities as well as its organisation values.

The University seeks to create a culture where diversity is valued, where people from different backgrounds and lived experiences get on well together and can achieve their potential in a safe, fair and dignified environment. Fundamental to this aim is the belief that everyone has the same rights to be treated fairly and with respect, irrespective of their cultural background, disability, race, gender, sexual orientation, religion or belief, or age.

The University recognises that every individual has the right to work in a healthy and safe environment, where diversity is respected and people are actively supported to achieve their potential and contribute to the aims and objectives of the University.

The University recognises that an inclusive organisation is one where the human rights principles of fairness, respect, equality, dignity and autonomy are promoted and are part of the organisation's values.

The University expects everyone to share and champion inclusion, to challenge and eradicate practices and behaviours that are contrary to this aim, and to play an active role in ensuring that staff and students enjoy equality of opportunity and can achieve their potential.

6.5 Dignity at Work and Study

Universities are by their nature, diverse and challenging environments in which to work and study. They are places in which the individual's right to respect and dignity should not only be protected but should be promoted.

The University of Salford is therefore committed to providing a working and learning environment in which everybody shows respect and consideration for one another. It wishes to ensure that members of its community have the right to work and/or study in an environment which enables them to fulfil their potential and is free of harassment and other types of behaviour which may undermine their dignity.

The right to dignity at work and study may be threatened by harassment or bullying. The University seeks to protect this right through policies and procedures which seek to prevent harassment and bullying arising and, where they do arise, deal with them in a sensitive manner. The Dignity at Work and Study Policy outlines the main principles and signposts to underlying processes and procedures.

7.0 Personal Liability

The law relating to the personal liabilities of members of Council or of senior officers is complex and its interpretation is ultimately a matter for the Courts. Whilst the University is a separate legal entity, distinct from its members or officers, and will usually be the target of any legal action, members and senior officers should note that:

a. individual named officers may be joined with the University in any legal action by a third party;

b. certain legislation (in areas such as Health and Safety and Anti-Bribery particularly) provides for action to taken against individuals (irrespective of whether or not they are 'employed' by the University).

The University has taken out insurance cover for members of Council and staff who face claims of negligence in carrying out their duties. This cover would not extend to instances where a member of Council or staff has acted recklessly or in clear contravention of regulations of which they should have been aware.

To this end, members of Council and senior officers should always:

a. act honestly, diligently and in good faith; this includes full compliance with the University's Anti-Bribery Policy and Guidelines and specifically not participating in bribery or any conduct that may be perceived as bribery;

b. be satisfied that the course of action proposed is in accordance with the University's Statutes and other regulations.

c. not bind the University to a course of action which it cannot carry out;

d. seek to ensure that the University does not continue to operate if it is insolvent;

e. seek to persuade colleagues by open debate and register dissent if they are

concerned that the action would be contrary to any of the above;

f. avoid putting themselves in a situation where there is actual or potential conflict between their interests and those of the University.

8.0 Removal from Office

The University's Ordinances lay down procedures whereby members of Council, the Vice-Chancellor and the University Secretary may be removed for good cause by the Council.

9.0 Annexes

Annex A: The role and responsibilities of the University Secretary as Secretary to Council

Annex B: The role of Council members

Annex C: The role of Chair of Council

Document Control Information			
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Revision History (published versions)			
Author	**Summary of Changes**	**Version**	**Authorisation (Role/Board: Date)**
J. Makin	General revision	V3.0	University Secretary: Aug 2017
J. Lloyd	References to HEFCE replaced by Office for Students (OfS); further information on the role of University Secretary and Deputy Chair of Council included.	V4.0	Council: July 2018
E Pateman Salt	Annual review, including – General references to OfS and conditions of registration; Updated references to the CUC HE Code of Governance 2020, including revision of the Primary Elements; removal of the role of Registrar in reference to the University Secretary; updated hyperlinks; general typographical accuracy and consistent use of non-gender specific pronouns.	V5.0	Council: July 2021
E Pateman Salt	Miscellaneous revisions relating to nomenclature and line management structures, grammar, and membership appointments.	V5.1	Through delegated authority of Council: March 2024
E Pateman Salt	Miscellaneous revisions relating to nomenclature and line management structures, grammar, and membership appointments.	V5.2	Council, July 2024 Readopted July 2025
C Gray	Revisions to the Lead Members responsibilities	V5.3	Council, July 2026
Review Due	Annually by July		

Annex A: The role and responsibilities of the University Secretary as Secretary to the Council

1.0. The post of University Secretary

The University Ordinances provide for the appointment of a University Secretary upon such terms and conditions as it shall determine. The University Secretary combines the role of Secretary to the Council with responsibilities as a senior officer. The job description for the post draws a clear distinction between these different roles.

2.0. Purpose of this note

Universities need to ensure that the conduct of their business is regulated by a system of checks and balances to ensure accountability and to guard against unlawful or inappropriate practice on the part of the Council or the officers it employs. Whilst the Council itself holds responsibility for the proper conduct of its business, the University Secretary has a key role in helping to ensure this. The purpose of this note is to assist the University Secretary in fulfilling this role and to make clear to other officers or members of the Council the distinctive role that the University Secretary fulfils. It is intended to complement the Higher Education Code of Governance published by the Committee of University Chairs (CUC) in 2020. This document was informed by the Second Report of the Committee on Standards in Public Life (the 'Nolan Committee'), published in 1996. More recently the CUC and the AdvanceHE have published reports to support governing bodies, including in relation to the role and influence of the Secretary. The Corporate Resources webpage (teamsite) provides links to external resources.

3.0. The role of the University Secretary – rationale

The Council carries a significant range of responsibilities and is accountable for their proper discharge. Business is conducted largely by discussion in formal meetings of the Council, communication between Lead Members and managers, or committees of the Council established for particular purposes. Meetings of the corporate body or agreement in correspondence are the sole means through which the Council can take decisions other than any which it has specifically delegated to its committees, the Chair, or the Vice-Chancellor. The Council recognises that its systems of governance need to be reviewed regularly so that best practice is maintained.

The Council has to be seen:

- to act within its powers laid down in the Statutes;
- to comply with the requirements of the law; and
- to establish a system of governance which is acceptable and open.

The legitimacy of the Council's actions depends upon these actions being within powers and procedures that are established in law, in the University's Charter, Statutes, Ordinances, etc., and in agreed procedures and standing orders. Every member of the Council shares responsibility for the proper conduct of its business. In fulfilling this responsibility, members of the Council are individually and collectively entitled to guidance on procedures.

The Council must also maintain an agreed record of its meetings and the decisions it has taken.

The essence of the role of the University Secretary as Secretary to the Council is therefore:

- to have regard to requirements of legal compliance and corporate governance with a view to achieving accountability and best practice;
- to ensure the efficient management of Council business;
- to ensure that procedures are followed, and that applicable rules and regulations are complied with;
- to provide guidance to members of the Council on their responsibilities and be a source of professional advice;
- to keep a formal record of Council meetings;
- to keep under continuing review the institution's system of governance to ensure best practice is maintained.

4.0. The role of the University Secretary – independence

The University Secretary combines the role of Secretary to the Council with senior management responsibilities in the institution. Indeed, the nature of the Secretary's role is such that it will need to be undertaken by a senior member of staff who has a close understanding of, and engagement with, the key business of the institution. They also need to have sufficient knowledge, expertise and standing within the University to carry weight and authority on governance issues with senior colleagues and members of the Council.

To be effective, the Secretary to the Council nevertheless requires an appropriate measure of independence. The Secretary to the Council needs to remain detached from the discussions and decisions of the Council and its committees, not participating in them except to give advice on procedural and other issues or, when the occasion demands it because of their other responsibilities, as a senior officer.

It is incumbent on the University Secretary to make clear to the Council in which capacity they are speaking if there is the possibility of any ambiguity. In circumstances where it is necessary for the University Secretary to report to the Council or one of its committees on matters for which they carry senior management responsibility, the University Secretary should raise the matter with the appropriate chair beforehand. If, in the view of either party, the University Secretary's reporting responsibilities could reasonably be construed as conflicting with their responsibility to give independent advice and guidance to the committee/Council on the conduct of the particular business, then separate arrangements will be made to provide an alternative independent Secretary to the committee/Council for that item of business.

The University Secretary is the servant of the Council and must in that capacity be able to preserve independence from the management of the University despite the need (when acting as a senior manager but not as Secretary) to participate as a member of senior management. It is important that all those involved understand that the University Secretary is responsible to the Council, and not to the Vice-Chancellor, for fulfilling their duties as Secretary, and that appropriate working arrangements are devised which reflect this.

5.0. The role of the University Secretary – corporate governance

The University is a corporate body established by Royal Charter entitled to act as a single person with a separate identity from that of its individual members. While the University Secretary needs to establish and maintain a close working partnership with the Chair of the Council, lead members and the chairs of its committees on a day-to-day basis, and from time to time to advise individual members of the Council, their ultimate responsibility is to the Council as a whole.

The role of University Secretary in this respect and the relationship with the members of the Council is analogous to that of a company secretary and the board of directors of a company except that a company secretary may also be a member of the board, and this is not the position for the University Secretary. The Code of Practice recommended by the Cadbury Committee in its report The Financial Aspects of Corporate Governance (1992) states that:

"All directors should have access to the advice and services of the company secretary, who is responsible to the board for ensuring that board procedures are followed and that the applicable rules and regulations are complied with."

The question can arise as to whether any Council business should ever be confidential from the University Secretary. The central issues are those of propriety, public confidence, and the trust between the members of the Council and the University Secretary. Except in respect of the University Secretary's own appointment, conditions and remuneration and other matters in which the University Secretary's involvement is an issue, it is unwise for the Council to exclude the University Secretary from any of its business.

For the University Secretary to be able to exercise their role properly, a relationship of trust should exist between the members of the Council and the University Secretary. The members should be able to trust the University Secretary not to disclose confidential matters or to discuss publicly any disagreements or difficulties which arise during the discussion of Council business. Equally the University Secretary may on occasion need to offer unwelcome advice and the members of Council should trust that such advice is properly considered and offered in there and the University's best interests.

6.0. Relationships and communications

The effective operation of the Council will depend heavily on a sound working relationship and good communications between the University Secretary, the Chair of Council and the Vice-Chancellor. It is a *sine qua non* for the effectiveness of the relationship between all three that a climate of trust and confidence is in place.

Whilst the University Secretary must retain the right to approach the Chair of Council on any matter of concern and to give advice to the Chair of Council without going through the Vice-Chancellor, this will only happen in rare and extreme circumstances. It is essential to the smooth running of the institution that the Vice-Chancellor, the University Leadership Team and the Council are aware of each other's needs and concerns. The University Secretary is an important conduit for communication between the Vice-Chancellor, the Chair, and the members of the Council.

Senior officers are responsible for making sure that the Council and its committees are fully aware of developments that touch on their responsibilities, of the information which needs to be provided to them, of decisions they may be asked to take and of progress in responding to requests by members for reports or information. To a large extent, this will be achieved through discussions between the Chair of Council and the Vice-Chancellor, or between senior officers and either chairs of the relevant committees or lead members. The University Secretary needs, however, to play a pro-active role in assisting the progress of business by liaising with senior colleagues. In order to do this the University Secretary needs to be kept informed on matters that involve, or will involve, the members of Council. The University Secretary should also be seen by senior staff, who are preparing matters for Council or committee consideration, as a source of advice on procedure, presentation, propriety, legality, compliance, and timing.

The University Secretary is appointed to serve the whole Council and any member should have access to their services and be able to seek assistance from them about any aspect of their member responsibilities. The University Secretary in turn has a responsibility for ensuring that members of Council are receiving the appropriate level of information to enable them to fulfil their responsibilities.

From time-to-time complaints about the institution will be made direct to members of Council. Whilst such complaints should be acknowledged, members of Council should not seek to investigate or respond themselves unless and until the University's agreed complaints procedures require them to become involved. The University has clearly defined procedures for dealing with complaints including whistleblowing, as recommended in the Second Report of the Nolan Committee. The University Secretary has a key role in such procedures, acting as a conduit for complaints and overseeing compliance with process.

Annex B: The Role of Council Member

The majority of our Council members are external to the University; that is, they are not employees or students. They have been invited to participate as a member of Council because they have appropriate, recent professional expertise and knowledge relevant to the successful operation of a large or complex organisation in either the public or private sector. Council members are encouraged not only to actively engage in meetings of Council, but also to participate in at least one committee.

The principal responsibilities of members are to hold the University Leadership Team to account for its leadership and management of the University, provide constructive challenge and support, ensure that adequate systems of control and risk management are in place and assure that it is sustainable and financially viable.

Members may also be asked to play, as appropriate, an ambassadorial role for the University. Members must accept collective responsibility for their decisions and, if appointed by a particular body, should not act as if primarily representing that group. A Register of Interests of members is maintained (public access through application to the University Secretary)

Members must also ensure that they act in accordance with accepted standards of behaviour in public life, that Council conducts itself in accordance with the University Charter and Statutes and that they manage their personal behaviour as members of Council in accordance with this Code of Conduct.

They are expected to commit sufficient time and energy to the role, devoting adequate time to prepare for meetings and to develop an understanding of the University. This commitment will amount to approximately 10-15 days a year, inclusive of five regular Council meetings, at least one strategy meeting and, if appropriate, four to six committee meetings.

Responsibilities

Council leads in its assurance role. A Council member's role is to:

- Hold the University Leadership Team to account for its leadership and management of the University;
- Consider, develop and approve the University's strategic objectives and oversee and provide assurance with regard to the implementation plan;
- Provide constructive challenge and support to the University Leadership Team in delivering the University's strategy;
- Monitor the University's performance against strategic objectives;
- Ensure that adequate systems of control and risk management are in place and followed;
- Assure that the University is sustainable and financially viable;

- Support the University Leadership Team in further enhancing the University's relationships with its stakeholders and with its regulators;
- Play, as appropriate, an ambassadorial role for the University; and
- Undertake the functions outlined in the Charter and Statutes.

Assurance

- Ensure that any activity delegated by Council is managed effectively in line with the seven Standards of Public Life, as contained in the Code of Conduct for members and senior officers;
- Maintain a constructive and supportive working relationship with the Vice-Chancellor and their team, ensuring that challenge is conducted fairly and in a constructive way;
- Recognise and enhance best practice in the differentiation between governance and executive management.
- Maintain the focus of assurance around strategic issues that will affect the ability of the University to operate within the present higher education climate;
- Be conversant with the current higher education landscape;
- Have appropriate and recent professional expertise and knowledge relevant to the successful operation of a large and diverse organisation;
- Have experience of operating at a sufficient level of seniority and strategic influence (board level or equivalent) in an organisation of similar complexity to the University, to contribute effectively to the work of Council;
- Have the ability to understand and digest complex arguments and discussions;
- Commit sufficient time and energy to fulfil the role requirements, devoting adequate time to prepare for meetings and to develop an understanding of University and wider higher education issues;
- Have the ability to develop and maintain an excellent working relationship with the Chair of Council, the Vice-Chancellor, the University Secretary and other members of the University Leadership Team, as appropriate, respecting the proper separation between governance and executive management;
- Have a good understanding of, and commitment to, the strategic mission of the University and student experience, being empathetic towards current challenges facing higher education;
- Be prepared to actively engage in Council meetings and, where relevant, Committee meetings, and work collaboratively;
- Be politically astute, with the ability to grasp relevant issues and understand relationships between interested parties;

- Use, as appropriate, personal influence and networking skills on behalf of the University; and
- Act fairly and impartially, always in the best interests of the University.

Approximate Time Commitment

- Approximately 10-15 days a year, inclusive of five meetings, at least one strategy meeting and, if appropriate, four to six committee meeting

Annex C: The role of the Chair of Council

The Chair leads Council to enable the University's strategic ambition to be realised, recognising that it is collectively responsible for the success of the institution. Together with Council, the principal responsibilities of the Chair are to hold the University Leadership Team to account for its leadership and management of the University, provide constructive challenge and support, ensure that adequate systems of control and risk management are in place and assure that it is sustainable and financially viable. In order to be effective, the Chair develops and maintains an excellent working relationship with the Vice-Chancellor and University Leadership Team, respecting the proper separation between governance and executive management.

In their ambassadorial role on behalf of the University, the Chair's personal influence, networking skills and credibility play a significant part.

In addition to chairing meetings of Council, the Chair serves (ex officio) on the Remuneration Committee, Finance and Resource Committee, Governance Nominations and Ethics Committee and Honorary Awards Committee. The overall time commitment is approximately four days a month, inclusive of five regular Council meetings, at least one strategy meeting and four – six committee meetings, as well as regular meetings with the Vice-Chancellor and other members of Council.

The Chair must act in accordance with accepted standards of behaviour in public life, manage their personal behaviour as a Chair in accordance with this Code of Conduct and ensure that Council conducts itself in accordance with our Charter and Statutes.

Responsibilities

The Chair of Council leads the University Council in its assurance role. Together with the Council, the Chair's role is to:

- Hold the University Leadership Team to account for its leadership and management of the University;
- Consider and approve the University's strategic objectives and, with the University Leadership Team, develop a road map for implementation;
- Provide constructive challenge and support to the University Leadership Team in delivering the University's strategy;
- Monitor the University's performance against strategic objectives;
- Ensure that adequate systems of control and risk management are in place and followed;
- Assure that the University is sustainable and financially viable;
- Support the University Leadership Team in further enhancing the University's relationships with its stakeholders and with its regulators;
- Ensure that Council reflects an appropriate mix of skills and experience effectively to fulfil its responsibilities;
- Establish performance objectives for the Vice-Chancellor;

- Conduct an annual appraisal of performance against those objectives;
- Undertake the functions outlined in the Charter and Statutes;
- Develop a succession plan for the role;
- Work to drive an agenda for change which will deliver the University's strategic ambitions and ensure it is fit for the future; and
- Ensure that the governance framework of the institution represents best practice and enables council members to contribute to maximum effect to the future success of the institution in a rapidly changing external environment.

Leadership

- Chair the Council, and other agreed Council committees, in an efficient and effective manner, consistent with the conduct of public business and in accordance with the Charter and Statutes of the University;
- Manage the Council, ensuring sufficient time for discussion of issues;
- Encourage active engagement by all Council members at meetings;
- Focus Council on the strategic direction of the University and its financial sustainability;
- Play an active ambassadorial role, regionally and nationally for the University, and discuss any potential external business opportunities or developments with the Vice-Chancellor and the University Leadership Team;
- Ensure that members work collaboratively for the benefit of the University and exercise collectively responsibility, contributing their skills and expertise as appropriate, and seek to build consensus among them;
- Ensure that all members are reviewed annually in accordance with an established procedure and encourage members to participate in appropriate training and development;
- Be responsible for the appointment of the Vice-Chancellor and reviewing their performance through relevant timely appropriate reviews and through the Remuneration Committee; and
- Ensure an active and visible presence on campus, as appropriate.

Assurance

- Ensure that any activity delegated by Council is managed effectively in line with the Standards of Public Life, as contained in the Code of Conduct;
- Ensure that any conflicts of interest are managed in line with the Code of Conduct;
- Maintain a constructive and supportive working relationship with the Vice-Chancellor, ensuring that challenge to the University Leadership Team is conducted fairly and in a constructive way;

- Recognise and enhance best practice in the differentiation between governance and executive management;
- Maintain the focus of assurance around strategic issues that will affect the ability of the University to operate within the present higher education climate;
- Be conversant with the current higher education landscape to enable appropriate challenge and relevant assurance; and
- Act, at all times, in accordance with the established protocols for the use of delegated authority, including reporting the use of Chair's Action at Council meetings.

Person Specification

- Have appropriate and recent professional expertise and knowledge relevant to the successful operation of a large and diverse organisation;
- Have relevant recent experience as a member of a board of directors of a large organisation or one of similar complexity to the University;
- Have the ability to understand and digest complex arguments and discussions and to identify and summarise key themes and issues;
- Have a highly developed commercial acumen, including the ability to understand and challenge financial information;
- Have a demonstrable and unwavering commitment to equality, inclusion and diversity;
- Commit sufficient time and energy to fulfil the role requirements, devoting adequate time to prepare for meetings, developing an understanding of University and wider higher education issues and through this establishing credibility amongst colleagues and peers;
- Have the ability to develop and maintain an excellent working relationship with the Vice-Chancellor, the University Secretary and other members of the University Leadership Team, as appropriate, respecting the proper separation between governance and executive management;
- Have the ability to develop rapport with other chairs of university councils and boards, and maximise networking opportunities;
- Have a strong understanding of, and commitment to, the strategic mission of the University and student experience, being empathetic towards current challenges facing higher education;
- Have highly developed communication skills with the ability, as appropriate, to deploy personal influence and networking skills on behalf of the University to further enhance its reach and reputation; and
- Have high levels of integrity and probity, and the ability to act fairly and impartially, always in the best interests of the University.

Remuneration

- Provision is made for the role of Chair of Council to be remunerated.

Annex D: The role of the Deputy Chair of Council

Responsibilities

The role of the Deputy Chair of Council is to support the Chair of the University Council (as prescribed in Annex C: the role of the Chair of Council).

The Deputy Chair serves on the Remuneration Committee (ex officio) and the Honorary Awards Committee (ex officio).

The Deputy Chair's role is to:

- Provide appropriate advice and support for the Chair;
- On occasions when the Chair is unable to discharge their office as Chair as a result of a potential conflict of interest or unavoidable absence, assume the role of Acting Chair, and to chair meetings of Council and relevant standing committees;
- Support the Chair in the fulfilment of their duties, including (without limitation);
    - Representing Council or the University (in circumstances where the Chair would otherwise fulfil this role);
    - Attending internal and external meetings as necessary;
    - Maintaining relationships with Council members and other members of standing committees; and
    - Representing Council within the University and maintaining a positive profile with students, staff and wider stakeholders.