

Board of Governors

Governor Responsibilities and Role

The Board of Governors are the Managing Trustees of the University and are responsible for the overall governance of the University. The Board has a strategic role in forming the character and mission of the University, and as such has an approved set of responsibilities and role.

RESPONSIBILITIES¹

As set out in paragraph 16 of the Articles of Association (Powers and Duties of the Board of Governors) the Board is responsible for:

- a) the determination of the educational character and objectives of the University and for the oversight of its activities. (1. Public Benefit)
- b) the effective and efficient use of resources, the solvency of the University and for safeguarding its assets. (4. Manage resources responsibly)
- c) approving annual estimates of income and expenditure. (4. And 5. Act with reasonable care and skill)
- d) the determination of identity of the Designated Staff, save that the Vice Chancellor, and the Clerk shall always be members of the Designated Staff. (5.)
- e) the assignment of duties and of the appraisal of the Vice -Chancellor. (5.)
- f) the appointment, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the Designated Staff. (6. Accountability)
- g) ensuring that a framework for the pay and general conditions of employment of the Staff who are not Designated Staff is set.
- h) ensuring that after consultation with the recognised representatives of the Staff, rules relating to the conduct of the Staff are made.
- i) the appointment of Auditors. (6.)
- j) With the University, take such steps as reasonably practicable to ensure that freedom of speech within the law is secured and promoted for members, students and employees of the University and for visiting speakers. (2. Compliance with governing documents and the law)
- k) Assurance that the conditions of registration set by the Higher-Education regulator for good governance, for standards of institutional quality, for student experience and outcomes, for financial sustainability and accountability, and for access and

¹ Where necessary it has been noted where these responsibilities correspond with the six main duties of trustees as determined by the Charity Commission. This guidance can be found here: [Charity trustee: what's involved \(CC3a\) - GOV.UK](#)

participation are being met. This will include any responsibilities determined from time to time, in the future, by Higher Education and any other relevant regulators. (2., 4., 5., and 6.)

- l) Assurance that the whole student experience is supported, and the interests and welfare of all students are protected. (1.)
- m) Assurance that the educational character and the academic standards of the institution are being upheld. (1.)
- n) To continue to develop the strategic vision and the foundational mission of the institution. (1.)
- o) Assurance that the institution continues to be financially viable and that all resources are being managed in a sustainable fashion. (3. Best interests, and 4.)
- p) Assurance that the University has systems in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name. This includes accountability for health, safety and security and for equality, diversity and inclusion. (2.)
- q) The governance of employment related matters in order to support and develop the culture of the institution and to receive assurance on the conditions, welfare, and the conduct of staff. (3.)

ROLE

1. The Board functions in a non-executive capacity and is not involved in the day-to-day operational management of the University. Members of the Board should always redirect operational enquiries, whether they are internal or external, to the University's executive leadership team. Unless explicitly directed by the Board, they should not act in an executive, operational or business capacity.
2. Governors are individuals duly appointed as Governors of the University as provided by the Articles of Association and are directors of the University. Governors are appointed by the Board of Governors upon the recommendation of its Nominations Committee.
3. The Board will consist of no fewer than 14 and not more than 18 people. Members can be drawn from the members of the public, the private sector, the Winchester Diocese and from the University alumni. Members will also be elected/appointed from the University's Academic members of the Senate and from the Professional Services Staff. Nominated Governors will be expected to be independent and not to act solely as representatives of those who elect/appoint them.

4. There are four Ex-Officio Governors. These are the Bishop of Winchester, the Vice-Chancellor, a member of the Senior Staff nominated by the Vice-Chancellor, and the President of the Students' Union.
5. With the exceptions of *Ex Officio* Governors, Governors hold office for a term of three years. Governors are eligible for reappointment up to a maximum of three terms of three years each in total.
6. Governors will be required to complete a 'Fit and Proper Person' review prior to their appointment. Upon the start of appointment Governors will complete a 'Declaration of Office'. They are also required to complete a 'Register of Interests' annually and update in the year where necessary. The Register of Interests will be open for inspection by the Governors, staff and students at the University and will be made available to the University's auditors.
7. Governors are appointed to serve as members of Board Committees and, where appropriate, as members of other committees and groups. The Board Committees are Finance and Resources Committee, Risk and Audit Committee, People and Culture Committee, Nominations Committee, Honorary Awards Committee and Remuneration Committee.
8. The Board of Governors normally meets in September, November, January, March and July in each Academic year. Board Committees normally meet three times a year.
9. Governors are expected to make every effort to attend all meetings of the Board and meetings of any Board Committee to which they are appointed. In addition, Governors are expected to attend the annual Governors and Senior Staff Strategy Day. It is hoped that Governors will also attend at least one Graduation ceremony. Governors are encouraged to attend University events, such as opening/unveiling ceremonies, and Public Lectures. **(5. – Act with reasonable care and skill)**
10. Governors are expected to conduct themselves at all times in accordance with 'The Seven Principles of Public Life' (Committee on Standards in Public Life - Nolan Report).
11. Governors will have an 'ambassadorial role' on behalf of the University. Any talk relating wholly or partly to the University that Governors are giving at any event, particularly when the media are likely to be present, should be discussed with the University's Press Office beforehand for information/comment.
12. There is a mandatory Induction Programme for all new Governors.
13. The Clerk to the Governors provides support to all members of the Governing Body.