

Role Description

Role of Governor on University Council

The members of University Council are holders of public office. Working with the Vice Chancellor & Rector as Chief Executive, they share ultimate and collective responsibility for all the business transacted at Liverpool Hope University and for acting as ambassadors for its work in the outside world. All persons appointed to Council are expected to have a commitment to the institution's mission and values and to observe the highest standards of corporate governance in exercising their responsibilities.

University Council has adopted the *Seven Principles of Public Life* espoused by the Committee on Standards in Public Life (the Nolan Committee).

To be effective, governors need a good working knowledge of Liverpool Hope University, of its history and traditions, its ecumenical nature and of its place within the higher education system and the wider community.

Time commitment

The minimum requirement of a member of the Board of Governors is to attend the following events on an annual basis:

- Four evening meetings, commencing at 4pm and usually lasting around two hours;
- Training sessions to ensure they are able to fully engage in decision-making at Council
- Commitment to join at least one standing committee of Council and to attend regular meetings (three to four meetings a year, depending on the committee).

Meetings are usually held at Hope Park Campus in Childwall, though some events may take place at the University's Creative Campus in the City Centre.

In addition to attending meetings, members will need to set aside sufficient time for the proper consideration of Board and Committee papers and for advising on business which may need to be conducted in between scheduled meetings.

Members may also be asked to Chair, or to serve on panels concerned with the later stages of staff and/or student appeals and on recruitment panels for the selection of senior post holders. They may also be asked to take the lead when particular business comes up at meetings of Council, according to the particular responsibilities they have been allocated.

Members of Council receive invitations to a range of academic events, such as inaugural lectures by recently appointed, or promoted members of the professorial staff; ceremonies, such as graduation ceremonies; and social occasions, such as events organised by the Vice-Chancellor and President. These provide opportunities for members to meet students and staff outside the structure of formal committee meetings, and to understand how students and staff experience their relationship with the organisation. The presence of independent governors at events attended by other members of our community is a valued part of their role and is something we strongly encourage.

In accepting an appointment to Council, members are thus expected to play as full a part as they are able to in university life and to act as ambassadors for our aspirations in their various external networks. This expectation should be understood by independent governors in accepting an appointment.

The average time commitment is estimated to be a **minimum of one day per month**. However, it must be recognised that this is an indicative figure and governors might be called upon to provide more time at some points during the year.

Formal responsibilities

The formal responsibilities derive from the Instrument and Articles of Government and other national guidance and are as follows:

Proper conduct of public business: Members must ensure that Council operates to the highest standards of corporate governance by personally demonstrating objectivity and accountability in the transaction of business, and wherever possible advocating a policy of openness and transparency in the dissemination of decisions. Governors must oversee the proper use of public funds.

Strategic planning: As part of their responsibility for educational character and mission, members contribute to the development of the strategic plan, and to other plans which derive therefrom.

Monitoring performance: Members contribute to reviews of the performance of the institution against its planned strategies and operational targets, and report to the Office for Students on its effectiveness.

Financial regulation: Working with other members of Council and with officers, Independent Governors are required:

- To ensure the solvency of the institution and to safeguard its assets.
- To approve the annual financial strategy.
- To approve the annual operating statements and budgets and to ensure that they are consistent with the strategic plan.

- To ensure the existence and integrity of financial control systems and, if appointed to the Finance & General Purposes Committee, to monitor the effectiveness of these.
- To receive and approve the annual accounts and financial statements.
- To approve the annual Financial Forecasts.

Internal control and risk management: Governors must ensure that proper arrangements for internal and external audit, and risk management are in place.

Estate management: Governors oversee the strategic management of the institution's land and buildings and approve and keep under review the estates strategy.

Charitable status: Governors must ensure that the property and income of the institution are applied only in support of purposes which are charitable in law.

Staffing: Governors exercise responsibility for the institution's employment policy, including:

- Ensuring that pay and conditions of employment are properly determined and implemented, and;
- Exercising responsibility for appointing and setting the terms and conditions for the Vice-Chancellor and Rector and other relevant senior posts.

Students' union: Governors are required by law to take all reasonable steps to ensure that the students' union operates in a fair and democratic manner and is accountable for its finances, in accordance with the Education Act 1994 Part II: Student Unions.

Health and safety: Governors must ensure that a written statement of policy on health and safety is in place, and that arrangements for the implementation of that policy are satisfactory and effective.

Compliance: Governors oversee and ensure compliance with all relevant legislation. The University's governance framework is informed by the Higher Education Code of Governance, which can be found at: <https://www.universitychairs.ac.uk/wp-content/files/2018/06/CUC-HE-Code-of-Governance-publication-final.pdf>



Person Specification

Essential skills and qualities

- Independence of judgement
- Clear understanding of the role of non-executive directors
- A strong personal commitment to higher education and the mission, values and aims of the University
- Sympathy for the culture of the University, its ecumenical Christian nature and its staff and students
- Ability to understand and comply with the regulatory framework for higher education in England
- A willingness to devote the necessary time and effort to their duties as governor
- A clear understanding of effective governance processes
- The authority to command the respect and confidence of Board members and the senior executive team
- A strong commitment to equity and diversity
- Ability to deal with conflict in a constructive and diplomatic way
- Good understanding of financial issues and of risk management
- Strong skills of networking, influencing and advocacy

Desirable skills and experience

- Experience of acting as an independent trustee
- Experience of chairing boards or committees
- A strong understanding of and a personal commitment to the economic and social regeneration of the Liverpool region.
- We are particularly interested to speak to people with a background in the provision of education, including higher education
- Significant experience in one or more of the fields identified as a priority skillset for the Liverpool Hope University Council: audit, accountancy, digital and IT security, risk management, quality assurance, employment/HR

Additional Information

University Council responsibilities

Fundamentally, Council has ultimate responsibility for the Mission, Vision, Values, Ethics, Culture and Corporate Strategy of the University which will be shaped and delivered by the Vice-Chancellor.

University Council is the foremost governance body of the University and has responsibility for determining the 'educational character' of the University. This is a general way of saying that the Board has oversight of the academic mission and policy of the University in the widest sense; the shape of the institution and its academic delivery, the partnerships which support or jointly deliver its programme, and the ultimate basis for its existence as an educational entity.

The Board's other key responsibilities, which cannot be delegated, include:

- The effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets;
- Approving the financial strategy, annual budget and estimates of income and expenditure;
- Employment policy, pay and conditions of service;
- Major capital expenditure
- Appointment, removal and remuneration of external auditors
- Appointment or removal of members of University Council and The Vice Chancellor
- Major changes to accounting practices
- Internal controls
- Legal and Regulatory Compliance
- Policy for Directors' & Officers' insurance and indemnity
- Pensions policy, major changes to pension provision and pensions funding
- Ensuring that the property and income of the University are applied only in support of purposes which are charitable in law.
- Ensuring that the Students' Union operates in a fair and democratic manner and is accountable for its finances, in accordance with the Education Act 1994 Part II: Student Unions.
- Ensuring that a written statement of policy on health and safety is in place, and that arrangements for the implementation of that policy are satisfactory and effective.
- Ensuring compliance with all relevant legislation

The duties of Council Members

To be effective, governors need a good working knowledge of Liverpool Hope University, of its history and traditions, its ecumenical nature and of its place within the higher education system and the wider community. Governors also need to know what is expected of them, both individually and collectively, particularly where the expectation has a legal basis to it, and Governors could be held accountable for their acts and/or omissions.

The members of the Board of Governors are holders of public office and are expected to observe the Nolan Principles of Public Life.

Working with the Vice-Chancellor as Chief Executive, they share ultimate and collective responsibility for all the business transacted by the University and for acting as ambassadors for its work in the outside world. All persons appointed to the Board are expected to have a commitment to our values and to observe the highest standards of corporate governance in exercising their responsibilities

The duties of Directors as codified in the Companies Act 2006 are equally applicable to the Board Members in a University setting:



- To act within powers of the organisation; not to exceed decision-making powers or indeed make decisions beneath its powers;
- To promote the success of the University: what this means is necessarily subjective, but acting in the interests of the university and in good faith, is therefore key;
- To exercise independent judgement: for judgement not to be impaired by personal or other interest;
- To exercise reasonable care, skill and diligence: the need to ensure scrutiny in Board business and avoid misinformation or misapplication or negligence in undertaking the role;
- To avoid conflicts of interest and conflicts of loyalty;
- To not accept benefits from third parties as a result of the role;
- To declare an interest in proposed transactions or arrangements.

Committees of the Board

In order for the Board to discharge its duties and to operate effectively, the Board delegates some of these duties to 'Board sub-committees'. These committees are made up of members of the Board and are delegated to act on behalf of the Board. Their purpose and 'terms of reference' are all agreed by the Board and they report back to the Board on all activities within their remit.

Positive Commitments

Specific rules and procedures operate for the conduct of Board meetings, some drawn from the common law, company law or recommended best practice in governance. The provisions are specified in the University's Articles of Government.

These include the following:

- The requirement for members to attend meetings or risk removal from the Board in the event of successive absences;
- The need for a quorum for a meeting to be valid;
- The need for a reasonable notice period to be given for meetings;
- Rules around the publication of agendas and minutes;
- Rules for passing of motions and voting.

However, fundamentally the conditions for effective Board meetings centre on:

- Displaying the attributes and behaviours enshrined in the Nolan Principles;
- Respecting and listening to the opinions and views of other members, and attendees presenting to or advising the Board;
- Promoting frank, open debate;
- Constructive challenge and scrutiny;

- Seeking consensus wherever possible and the setting aside of personal or partisan perspectives to act in the collective interests of the University;
- Identifying and managing conflicts of interests (their own and of other members) and ensuring those affected by conflicts take no part in decisions relating to them.

Terms of Office

All Independent Governors are normally appointed for an initial three-year term of office. The exception to this is for student Governors who serve sabbatical terms of office with the Students' Union of one year, but who may be re-elected for one further and final consecutive year term.

Governors may serve up to two further three- year terms of office making a maximum period of nine years, noting that appointment for a second and third three-year term of office is not automatic, and subject to review by the Nominations Committee.

All new Governors receive an appointment letter specifying the commencement and end dates for their initial term of office. Termination of the appointment and disqualification of a governor is exceptional and the grounds for this are covered later on in this section.

Specific arrangements exist for Staff Governors (as set out in the Articles of Association), namely stating that those Governors shall not be eligible to serve on committees dealing with financial or staffing matters.

More information on the members of Council can be found here:

<https://www.hope.ac.uk/aboutus/governance/universitycouncil/>

If you wish to express an interest or arrange a discussion about the role, please contact:

Mr James Leyshon, Head of Governance: leyshoj@hope.ac.uk