

Role Descriptor Independent Member of the Board of Governors

The Board of Governors

The Board of Governors is responsible for overseeing the activities of the University, including determining its future direction and educational character, and securing its solvency.

Collectively, the Board must

- Set the strategic direction of the University;
- Agree and monitor high-level University KPIs against the agreed objectives;
- Secure the effective and efficient use of resources and safeguard the University's assets;
- Ensure that the standards of the academic awards given in the University's name are appropriate to those of a UK Higher Education institution;
- Take responsibility for all decisions reached as a Board;
- At all times act in accordance with the Instrument and Articles of Government and the University's internal rules and regulations;
- Recognise and respect the proper separation between governance and executive management;
- Carry out its business efficiently, effectively and in the manner appropriate to the proper conduct of public business.

The Board follows the Committee of University Chairs' HE Code of Governance and acts in accordance with the Code's Six Key Elements:

<https://www.universitychairs.ac.uk/publications/>

The Governors

Individually, governors are the members of the University of Lincoln Higher Education Corporation and trustees of the University as a charity. As such, they are expected to carry out their duties in accordance with the accepted standards of public life as set out in the Nolan Principles, and to ensure that the University's strategy, performance and use of resources are directed towards furthering its charitable purposes.

Individually, governors must

- Act fairly and impartially in the interests of the University as a whole, without reference to any particular constituency or external interest group;
- Abide by the principle of collective decision-making and avoid putting specific interests before those of the institution. Governors must not make any agreement for which they do not have authority;
- Respect the confidentiality of the Board at all times;
- Play a full, regular and constructive part in the work of the Board, participating in induction, training and development events and any performance review as established by the Board;
- Disclose any personal interests in a full and timely manner, to maintain the integrity of the business of the Board;
- Represent the Board and the University externally when required and at all times act as supporters and ambassadors for the University in the wider world;

- Take time to engage with and understand the work of the University and support its activities through attendance at major functions and events.

The Nolan Principles can be located at: <https://www.gov.uk/government/publications/the-7-principles-of-public-life>

Knowledge, Experience and Qualities

Members appointed to the Board will be expected to possess a range of the following skills, experience and personal qualities:

- a strong personal commitment to higher education as a public good;
- an understanding and sympathy with the concept of public service;
- a high level of personal integrity ;
- knowledge and understanding of the higher education sector at policy level;
- a specific commitment to the values, aims and objectives of the University of Lincoln;
- the energy and interest to engage fully with the work of the University;
- senior level experience of one or more branches of business, industry, professional or public sector work;
- previous experience of non-executive board membership or trusteeship of a charity;
- a national or significant regional profile in their own field;
- experience of leadership and management in large, diverse and complex institutions;
- an understanding of one or more of audit, business planning, change management, community relations, compliance assurance, equality and diversity and health and safety issues;
- specific expertise in one or more of education, finance, law, human relations, estate management, ICT, entrepreneurship, or other professional experience likely to be of value to a multi-million pound business operating in a competitive global market.

Terms of Engagement

- Members are appointed for four years, normally starting on 1st August, ending on 31st July;
- Following appointment, Governors will be offered an induction to the University, including an initial discussion with the Chair and the Vice Chancellor, and may be assigned an existing Governor as mentor for the first six months of appointment;
- Members may apply for a second four-year term when approaching the expiry of their first. Re-appointment will be on the recommendation of the Nominations Committee, whose decision will be based on the contribution of the Member and the overall balance and needs of the Board;
- In exceptional circumstances, and for a specific and defined purpose, a Governor who has reached the end of his/her eighth year in office may be re-appointed for up to a maximum of two further years;
- Governors may step down at any time, should personal or other circumstances make this necessary;
- This is a voluntary unpaid role. All reasonable travel and subsistence expenses incurred on University business will be reimbursed;
- Directors' and Officers' Liability Insurance is in place;
- Members may be asked to undertake a Disclosure and Barring Service check;
- Governors whose performance is sustainably unsatisfactory, for example through non-attendance or indiscretion, or where a long-term conflict of interest arises, will be expected to step down.

Board Business

- The Board usually meets six times a year, with one strategic Away Day combined with one of the formal meetings. Members are expected to give priority to attendance, and also to attend training and development days, sub-group project work as required, and any exceptional Board meeting that may be called should urgent business require a full Board decision;
- Board meetings will focus on core governance business: determining the educational character and setting the overall strategy of the University; ensuring the effective and efficient use of resources to support the strategy; ensuring the solvency of the University; approving the annual budget; and monitoring institutional and executive performance;
- Key performance indicators will include academic, resource, staff and student indicators. Scrutiny of performance against KPIs will support focus by Governors on major issues, avoiding interventions in the detail of operational implementation of policy;
- All core business is conducted at full Board level. The standing sub-committees are the Audit Committee, Finance, Investment and Infrastructure Committee, Honours Committee, Nominations Committee, Remuneration Committee and the FE & HE Apprenticeships Oversight Group;
- Special project sub-groups, including in relation to financial matters, will be set up as and when needed to oversee specific issues or responses to immediate situations on a 'task and finish' basis. Recurrent but not frequent business may also be handled by *ad hoc* sub-groups, set up to deal with the detail of the specific task and report to the full Board;
- It is within the power of the Board to agree to establish further standing sub-committees in future as required.

Internal Engagement

- Governors will be expected to engage themselves with University activities and interact with staff and students. In such activities, members of the Board must always be mindful of their role as governors, conduct themselves appropriately and in accordance with the Nolan Principles of public life;
- Governors will not seek to encroach upon the proper business of operational management or in any way undertake activities which might conflict with their proper independence. They will not, therefore, serve as members of internal University boards such as College/School advisory boards while they remain governors. This will also serve to ensure they do not become seen as partisan or appear as conduits of influence outwith the established management channels.