

BOARD OF GOVERNORS: MEMBERSHIP AND STATEMENT OF PRIMARY RESPONSIBILITIES

Meeting occurrence:

At least six times a year

Sub-committees:

Audit Committee

Nominations Committee

Remuneration Committee

Ventures Committee

Membership:

- 9 Independent Governors, of whom 1 shall be Chair and 1 shall be Deputy Chair
- Vice-Chancellor & Chief Executive
- 1 Student Governor (Falmouth President of the joint Students' Union)
- 1 Academic Staff Governor
- 1 Co-opted Professional Services Staff Governor
- Up to 4 Co-options, who shall have voting rights, nominated by the Chair

In attendance:

- Relevant members of the Executive
- Secretary to the Board of Governors
- Clerk to the Board of Governors

Statement of Primary Responsibilities (Terms of Reference)

These responsibilities are consistent with the Falmouth University Articles and Instrument of Government.

1. To set and agree the mission, strategic vision and values of the University with the Executive.
2. To agree long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.
3. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the University against the strategy, plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.
4. To delegate authority to the Vice-Chancellor, as Chief Executive, for the academic, corporate, financial, estate and human resource management of the University. And, to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Vice-Chancellor.

5. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and procedures for handling internal grievances and for managing conflicts of interest.
6. To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
7. To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
8. To safeguard the good name and values of the University.
9. To appoint the Vice-Chancellor as Chief Executive, and to put in place suitable arrangements for monitoring their performance.
10. To appoint a Secretary to the Board of Governors and to ensure that, if the person appointed has managerial responsibilities in the University, there is an appropriate separation in the lines of accountability.
11. Through Remuneration Committee, to review and agree the remuneration of senior staff. And, through delegated authority to the Vice-Chancellor, to be responsible for establishing a human resources strategy and a framework for the pay and conditions of other staff.
12. To ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the University's assets, property and estate.
13. To ensure that systems are in place for meeting all the University's legal and regulatory obligations, including those arising from contracts and other legal commitments made in the University's name.
14. To receive assurance that adequate provision has been made for the general welfare of students.
15. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University.
16. To ensure that the University's Articles and Instrument of Government are followed at all times and that appropriate advice is available to enable this to happen.
17. To promote a culture which supports inclusivity, diversity and sustainability across the University.
18. To maintain and protect the principles of academic freedom and freedom of speech.
19. To ensure that all students and staff have opportunities to engage with the governance and management of the institution.

Quorum

To be quorate, six members must be in attendance, four of whom must be independent members. If a meeting is quorate, but less than half the members present are independent members, a majority of the independent members present are able to require that a decision be deferred to the next meeting. No decision can be deferred more than once under this provision.

Conduct of meetings

Decisions

Every decision should be determined by a majority of Governors present, which may require voting on the question. In the case of an equality of votes on any matter, the Chair of the meeting shall have a second or casting vote.

Confidentiality

All Board of Governors reports and minutes have confidential status by default. Staff and students are able to request copies of reports and minutes from the Clerk or Secretary. Such requests may be declined, or copies redacted depending on the sensitivity of the information contained.

Meeting dates

Notification of ordinary meeting dates will be circulated to the members of the Board of Governors, normally not less than six months before the meeting is to take place.

An extraordinary meeting shall be convened either at the Chair's discretion or on receipt of a request from three Independent Governors.

Meeting papers

Board papers will be circulated to the members of the Board of Governors in advance of the meeting, normally not less than one week before the meeting is to take place.

Approved by:

Board of Governors on 25 September 2020
