



St Mary's  
University  
Twickenham  
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# **GUIDANCE FOR GOVERNORS**

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# **ST MARY'S UNIVERSITY, TWICKENHAM**

## **NOTES FOR GOVERNORS**

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## 1 GOVERNORS

### 1.1 Governors: role

Governors should refer to the *Articles of Association*, the *Regulations*, the *Scheme of Delegation* and other key documents including the HEFCE *Memorandum of Assurance and Accountability* and the CUC *HE Code of Governance* which are published on the [governance pages of the University website](#).

The Governors are responsible for the overall strategic direction of the University in accordance with its Catholic mission and values. They also act as Charity Trustees and their main duties are set out in Appendix A.

Their role is to monitor and assess the performance of the University and take steps to ensure that the University performs well against the objectives which the Governors have approved, and in accordance with the *Articles* and *Regulations* and with the University's internal rules and regulations.

Committed Governors are crucial to the University's current and future success. The role of Governor provides an important opportunity to contribute to the shape and development of the University.

Governors are appointed for a three-year term of office which may be renewed up to a maximum of nine years' service.

During their period of office, Governors must be able to commit sufficient time to attend formal meetings not only of the full Board but also of the committee(s) on which they are asked to serve. They are also asked to participate in appropriate induction and training events and the Board also has an annual strategic 'away day'.

The Board has agreed a Policy and Procedure for the Induction and Continuous Development of Governors (Appendix B).

Governors are also encouraged to have an involvement in the work of the University. There are presentations on particular topics before meetings of the Board and Governors are invited to social and other events on campus, including graduation ceremonies; these provide a good opportunity for developing knowledge of the University, its people and its work.

Overall, the time commitment required is likely to be 20 or more days per year, especially where the Governor is chairing one of the Board's committees or leading on a particular task on behalf of the Board.

### 1.2 Governors: expected standards of behaviour

As underlined by the HEFCE *Memorandum of assurance and accountability* and the CUC *Code* Governors are expected to adhere to the Nolan principles of behaviour in public life:

- **Selflessness:** Holders of public 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 public 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 public interest, including making public appointments,

awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choice 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 are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **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 public office should promote and support these principles by leadership and example.

In the *Memorandum of assurance and accountability* HEFCE underlines that governing bodies are accountable for their decisions and actions and 'must submit themselves to whatever scrutiny is appropriate for their office. They should also be as open as possible about all the decisions and actions that they take that may affect funding provided by HEFCE'.

In addition to the above, Governors should:

- Declare any conflicts of interest
- Not act as if delegated by any group they represent or have links with or be bound in any way by mandates given to them by others
- Generally be respectful and avoid bias and discrimination
- Avoid behaviour bringing the institution or office into disrepute
- Recognise that decisions regarding the governance of the University are – and should be - made collectively by Governors operating on a corporate basis
- Observe the confidentiality of papers and discussion

Governors complete declarations of other interests and connections on an annual basis. The *Regulations* set out more detail.

### **1.3 Governors: a 'person specification'**

Governors are expected to have an interest in higher education and a strong commitment to the role. Applicants must be comfortable working within the framework of the Catholic ethos, mission and values of the University. In particular, they should support wholeheartedly the University's commitment to education for social justice, the service of others, and the common good.

All appointments to the Board – with the exception of the *ex-officio* and Staff and Student Governors – are made by the Board on the recommendation of the Nominations and Governance Committee.

Governor appointments will take account of personal skills and experience in the context of the overall composition of the Governing body, whose membership should reflect a balance of expertise and interests and be in conformity with the requirements of equality legislation.

## **1.4 Governors: the expected competencies**

Ideally a Governor should:

- Be an excellent communicator with appropriate negotiation, presentation and influencing skills
- Have strong analytical and problem solving skills
- Be able to work constructively as a member of a team
- Be able to act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate
- Be able to evaluate and monitor the work of the University in a constructively critical fashion without breaching the boundaries between governance and operational management
- Be able to be an ambassador for the University
- Be able to demonstrate sufficient Board level numeracy for the critical evaluation and interpretation of financial reports and information
- Be IT literate

## **1.5 Governors: experience to help in discharge of their role**

General experience:

- Experience of leadership and executive management in organisations within the private, public or not for profit sectors
- Experience of operating at a strategic level in a professional role
- Experience as a member of senior committees or Boards

In addition, experience in particular areas or professions will be required from time to time to ensure the necessary balance of expertise on the governing body.

## **1.6 Appraisal**

The Policy and Procedure for the Induction and Continuous Development of Governors (Appendix B) highlights that Governors will be appraised annually. Appraisals provide the opportunity for regular reflection and identification of training/development needs, as well as an opportunity, perhaps not always available, for a general discussion on the Board's operation in an informal setting.

## **1.7 Indemnity insurance for Governors**

The University maintains indemnity insurance for Governors.

This covers liability at law for damages, contributions, judgements or settlements, claimant's costs and expenses and all other costs and expenses ordered by a court or other legally authorised tribunal or incurred with the insurer's written consent in respect of claims made against them jointly or severally arising from any wrongful act committed by them in their respective capacities as a Governor.

In the event of the death, incapacity, insolvency or bankruptcy of a Governor, the insurers may indemnify the Governor's legal representatives in respect of liability incurred for which indemnity would otherwise have been provided.

The insurers may also indemnify the Governor in respect of costs and expenses incurred with the insurers' written consent (and not otherwise recoverable) for:

- An official investigation, examination or other proceedings ordered or commissioned by the Department of Trade and Industry, the Financial Conduct Authority or other national financial regulatory body
- The prosecution (criminal or otherwise) of a Governor arising out of any wrongful act which is the subject of indemnity cover

The indemnity covers investigation proceedings or prosecution begun and notified to the insurers during the period of indemnity.

Governors should always act within their powers and responsibilities, and exercise a 'duty of care' - to exercise such care and skill as is reasonable in the circumstances.

## **2 SUPPORT FOR THE BOARD AND GOVERNORS**

### **2.1 Clerk**

The Clerk to the Board and Company Secretary is appointed by the Board. The Clerk's primary duties are:

To be responsible to the Board of Governors for:

- The provision of operational and legal advice in relation to compliance with the University's governing instruments, and any relevant legal and statutory responsibilities
- Ensuring the timely and appropriate provision of information to the Board and its committees, enabling informed discussion and the effective discharge of the Board's responsibilities
- Advising the Board on an appropriate approach to the effectiveness of governance

To act in accordance with the Companies Act as the Company Secretary to the University and any of its subsidiary companies.

### **2.2 Expenses**

Governors are encouraged to claim expenses incurred in the course of service such as travel, and claim forms are available from the Clerk.

At its meeting held on 30 June 2016, the Board agreed to establish the 'Chair's Project Fund' to assist individual Governors in specific projects to take the Corporate Plan forward. Any work will be approved by the Chair and the Vice-Chancellor, and the Vice-Chancellor will exercise general oversight as Accountable Officer for HEFCE.

The Articles, Regulations and the University's Financial Regulations determine how any payment to Governors will be made and contractual issues which have to be considered. Further information is available from the Clerk.

### **2.3 Car parking**

Car parking at St Mary's is very limited and controlled during the day in term time, and no spaces are available for prior reservation. Parking places are clearly marked for 'day' permits or 'staff' permits.

All Governors are issued with car parking passes at the beginning of the academic year and any Governor attending a meeting before 4pm is asked to park in a space marked for 'staff', and not one of the 'day' spaces.

Parking restrictions are lifted at 4pm and Governors attending meetings after that time can park in any available space.

Staff on Reception can advise on locating spaces.



## **2.4 Events**

Governors are invited to a range of major University events from annual Graduation to lectures by distinguished guests. Governors are sent the University's Newsletter on a regular basis and that gives details of University events which may be of interest.

## **2.5 Resources**

The [governance pages of the University website](#) have links to key resources for Governors.

**MAIN DUTIES AND RESPONSIBILITIES OF CHARITY TRUSTEES AND COMPANY DIRECTORS**

<b>TRUSTEE DUTIES</b>	<b>DIRECTORS DUTIES</b>
<b>Main Responsibilities</b>	<b>Main Responsibilities</b>
<ul style="list-style-type: none"> <li>Trustees have and must accept ultimate responsibility for directing the affairs of a charity, and ensuring that it is solvent, well-run, and delivering the charitable outcomes for the benefit of the public for which it has been set up.</li> </ul>	<p>The board of directors of a company is primarily responsible for:</p> <ul style="list-style-type: none"> <li>determining the company's strategic objectives and policies;</li> <li>monitoring progress towards achieving the objectives and policies;</li> <li>appointing senior management;</li> <li>Accounting for the company's activities to relevant parties, e.g. members and regulatory bodies.</li> </ul>
<b>Compliance– Trustees must:</b>	<b>The fiduciary duty</b>
<ul style="list-style-type: none"> <li>Ensure that the charity complies with charity law, and with the requirements of the Charity Commission as regulator; in particular ensure that the charity prepares reports on what it has achieved and Annual Returns and accounts as required by law.</li> </ul>	<ul style="list-style-type: none"> <li>A fiduciary relationship is a relationship of trust which places a duty on company directors to act within the best interests of the company in good faith and honestly.</li> </ul>
<ul style="list-style-type: none"> <li>Ensure that the charity does not breach any of the requirements or rules set out in its governing document and that it remains true to the charitable purpose and objects set out there.</li> </ul>	<b>The duty of skill and care</b>
<ul style="list-style-type: none"> <li>Comply with the requirements of other legislation and other regulators (if any) which govern the activities of the charity.</li> </ul>	<ul style="list-style-type: none"> <li>Under section 174 (CA 2006) a director must exercise reasonable care, skill and diligence. This means the care, skill and diligence that would be exercised by a reasonably diligent person with:             <ul style="list-style-type: none"> <li><b>(a)</b> The general knowledge, skill and experience which may reasonably be expected of a person carrying out the functions carried out by the director in relation to the company; and</li> <li><b>(b)</b> The general knowledge, skill and experience that the director has</li> </ul> </li> </ul>
<ul style="list-style-type: none"> <li>Act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets.</li> </ul>	<b>Statutory Duties– Directors must:</b>

<p><b>Duty of prudence – Trustees must:</b></p>	<ul style="list-style-type: none"> <li>• <b>Act within the powers of the company</b> (section 171 CA 2006)</li> <li>• (a) act in accordance with the company’s constitution and</li> <li>• (b) only exercise powers for the purposes for which they are conferred.</li> </ul>
<ul style="list-style-type: none"> <li>• Ensure that the charity is and will remain solvent.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Promote the success of the company</b> (section 172 CA 2006)</li> <li>• <b>(a)</b> a director must act in the way that he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole.</li> <li>• <b>(b)</b> required to ‘have regard’ to each of the following list of matters: <ul style="list-style-type: none"> <li>• the likely consequences of any decision in the long term</li> <li>• the interests of the company’s employees</li> <li>• the need to foster the company’s business relationships with suppliers, customers and others</li> <li>• the impact of the company’s operations on the community and the environment</li> <li>• the desirability of the company maintaining a reputation for high standards of business conduct, and</li> <li>• the need to act fairly as between members of the company.</li> </ul> </li> </ul>
<ul style="list-style-type: none"> <li>• Use charitable funds and assets reasonably, and only in furtherance of the charity’s objects.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Exercise independent judgment</b> (section 173 CA 2006)</li> <li>• Firstly, the duty to exercise independent judgement is not infringed if the director acts in accordance with an agreement duly entered into by the company which restricts the future exercise of discretion by the directors. And secondly, the duty is not infringed if</li> </ul>

	<p>the directors act in a way that is authorised by the company's constitution.</p>
<ul style="list-style-type: none"> <li>Avoid undertaking activities that might place the charity's endowment, funds, assets or reputation at undue risk.</li> </ul>	<ul style="list-style-type: none"> <li><b>Avoid conflicts of interest</b> (section 175 CA 2006)</li> <li>a director must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.</li> </ul>
<ul style="list-style-type: none"> <li>Take special care when investing the funds of the charity, or borrowing funds for the charity to use.</li> </ul>	<ul style="list-style-type: none"> <li><b>Not accept benefits from third parties</b> (section 176 CA 2006)</li> <li>a director must not accept a benefit from a third party which is conferred by reason of a) his being a director or b) his doing (or not doing) anything as director.</li> </ul>
<p><b>Duty of care – Trustees must:</b></p>	<ul style="list-style-type: none"> <li><b>Declare any interest in proposed transactions or arrangements with the company</b> (section 177 CA 2006)</li> <li>A director must declare to the other directors any situation in which he is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the company.</li> <li>Any declaration required under section 177 must be made in advance of the company entering into the transaction or arrangement. The director may make it at a formal meeting of the directors or by notice given to fellow directors under section 184 CA 2006 (written notice of an interest in a transaction or arrangement) or under section 185 CA 2006 (general notice of a director's external interests).</li> </ul>

<ul style="list-style-type: none"><li>• Use reasonable care and skill in their work as trustees, using their personal skills and experience as needed to ensure that the charity is well-run and efficient.</li></ul>	
<ul style="list-style-type: none"><li>• Consider getting external professional advice on all matters where there may be material risk to the charity, or where the trustees may be in breach of their duties.</li></ul>	

# POLICY AND PROCEDURE FOR THE INDUCTION AND CONTINUOUS DEVELOPMENT OF GOVERNORS

## 1 OUTLINE

This document sets out the University's general policy and procedure for the induction and continuous development of Governors. The University is aware of the time commitment required of Governors but believes induction and training is essential in order to support:

- Individual Governors, both new and experienced
- The overall effectiveness of operation of the Board of Governors and its committees

While the scheme has three stages, it will be flexible to take account of the needs of Governors (non-staff, staff and student) each of whom brings particular knowledge and experience – either professional or of the University – to the Board.

It takes account of national guidance such as the Committee of University Chairs (CUC) *Code of Governance* and from the Leadership Foundation for HE; good practice in other institutions has also been incorporated as appropriate.

This scheme is designed to lead on from the policies and procedures for the recruitment of new Governors. It is supported by the Board *Handbook* and the *Scheme of Delegation*.

## 2 SCOPE

All new Governors are asked to undertake an induction programme on joining the Board of Governors. This is good practice and ensures that all new Governors are informed of the educational character, strategic direction and culture of the University.

New Governors will normally be allocated a Mentor on joining the Board.

## 3 INDUCTION

### 3.1 Stage 1

Stage 1 induction will begin to distinguish 'technical' and 'personal' skills – what knowledge the new Governor has and what he/she needs to know, and the 'softer' skills such as how to participate or manage meetings effectively.

Meeting with the Clerk to the Governors to include:

- Outline of the HEFCE Operating Framework
- Governor roles and responsibilities including those of Director and Trustee of a charity
- Completion of the Register of Interests and other key documents
- The *Articles of Association*
- The Statement of Primary Responsibilities and Statement of Charitable Status
- Members of the Board
- Calendar of meetings
- The Board's *Handbook* and the *Scheme of Delegation*
- Identification of the new Governor's induction and training needs

Meeting with the Chair or Vice-Chair to include:

- The University's mission and Catholic ethos
- The role and responsibilities of the Chair
- Key issues
- The new Governor's contribution to the work of the Board and the life of the University

Meeting with the Vice-Chancellor to include:

- The Vice-Chancellor's relationship with the Board and the balance between strategy and management
- Management and broad organisational structure
- Key facts and the Vice-Chancellor's key issues

Meeting with the Students' Union to include:

- Key facts, management and broad organisational structure
- Key issues
- Engagement with the Board and student representation

### **3.2 Stage 2**

Meetings with the Pro Vice-Chancellors and any other appropriate senior members of staff who support the Board, e.g. Director of Finance, Director of HR, Director of Estates and Facilities.

### **3.3 Stage 3**

Ongoing Governor Development will focus around:

- Presentations preceding Board meetings
- Regular updates from the Vice-Chancellor about the sector and University developments and invitations to appropriate internal events
- The annual Board Away day
- Information about external seminars or publications which may be of interest to Governors
- Identification of any appropriate externally provided training

## **4 MENTORING**

A Mentor is an experienced and trusted advisor and guide. Mentoring is part of the induction process and works in addition to, not instead of, other formal induction and development opportunities.

The essence of the mentoring process is that the experienced Governor makes time available to assist a new Governor in developing the necessary knowledge and skills to undertake the role effectively.

Occasional face-to-face meetings are likely to be most effective but valuable support can be given by telephone, email, Skype or similar.

The Mentor is not required to train the new Governor or to provide explicit instructions. If the Mentor or the new Governor identifies training needs they should ask the Clerk how those can be met (see also section 5 below).

## **5 REVIEW, EVALUATION AND APPRAISAL**

The Board's Nominations Committee exercises general oversight of Governor recruitment and development. In addition the Board has a responsibility to monitor and periodically formally evaluate its overall effectiveness.

On completion of the training programme, the Clerk will ask new Governors to provide feedback on the overall effectiveness of the induction programme and to highlight any further identified training or development needs at that time.

The Board has agreed that the Chair should undertake annual appraisals of Board members which can provide the opportunity for regular reflection and identification of training/development needs, as well as an opportunity for a general discussion on the Board's operation in an informal setting.