



**ARTS
UNIVERSITY
PLYMOUTH**

BOARD OF GOVERNORS STANDING ORDERS

APPENDIX 2

BOARD OF GOVERNORS COMPOSITION

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**PART 1
DETERMINATION OF THE BOARD OF GOVERNORS**

1. The Board of Governors of Arts University Plymouth is constituted in accordance with the requirements of the Instrument and Articles of Government which charge the Board of Governors with the determination of its own composition and with acting as the appointing authority in respect of its own membership.
2. The Higher Education Board of Governors determined its composition in July 2014. In November 2016 the Board reviewed its composition and determined to increase Independent Members by two to 18 for a limited period until July 2018 for succession planning purposes. This was reduced to 16 again in July 2022.
3. The following table provides details of each category, the determined membership and the numbers permitted by Paragraph 3 of the Instrument of Government.

Category	Determined Number	Permitted Number
Independent Members (those who have the necessary skills to ensure the Corporation carries out its functions (Refer Article 3.3)).	10	Up to 13
Co-opted Members (one shall be a person who has experience in the provision of education)	2 (to reduce to 1 from Dec 2024)	At least 1 and not more than 9
Staff members (members of University staff nominated by Academic Board)	2	Up to 2
Student members (members of the student body nominated by the student body)	2	Up to 2
The Vice-Chancellor	1	1
Total	17*	Not less than 12, not more than 24.

(*temporary increase from 16 to 17 agreed at March 2024 Board until December 2024)

PART 2 GOVERNOR PERSON SPECIFICATION, AND PROCEDURE FOR RECRUITMENT, APPOINTMENT AND DEVELOPMENT OF GOVERNORS

1. Introduction

- 1.1 The tasks of reviewing forthcoming vacancies, refining the person specifications, advertising and other recruitment measures, interviews and selection, and making recommendations to appoint to the Board of Governors are delegated by the Board of Governors to Nominations & Governance Committee.
- 1.2 It is the policy of the Board of Governors that efforts will be made to identify potential Governors well in advance of vacancies occurring: such persons will on occasion, be considered for appointment to Committees as Independent Committee Members in advance of any consideration for Board of Governors membership.
- 1.3 The Board of Governors applies Equality and Diversity principles to its own recruitment, in line with the Equality Act 2010, and seeks a balance of age, gender including transgender, race and ethnicity, disability, neurodiversity, sexual orientation, background and skills within its membership. Appointment will invariably seek to secure the person most suited to the mission and aims of the University and the duties, responsibilities and current experience and skills requirements of the Board of Governors.
- 1.4 The Board of Governors retains to itself the responsibility for all appointments to its membership, and also for the appointment of Independent Committee Members

2. The Process

- 2.1 Nominations & Governance Committee shall, with the assistance of the Clerk to the Corporation, and in respect of the full membership of the Board of Governors and appointments of Independent Committee Members:-
 - a. review the member skills audit and the list of member retirements in order to identify the skills requirement of the Board of Governors;
 - b. use social media such as LinkedIn, and/or on the College's Website to place advertisements for expressions of interests from potential Governors;
 - c. initiate networking and such other recruitment activities as may be considered appropriate such as targeted marketing to relevant communities or underrepresented groups;
 - d. receive expressions of interest by way of a letter and CV;
 - e. consider eligible retiring Governors, and screen and shortlist any expressions of interest received;
 - f. invite shortlisted applicants to meet with the Chair, Vice-Chancellor and one other member of the Committee for an informal discussion. The discussion will include: a discussion with the applicant of the work of the Board of Governors and of the University; issues relevant to the Board of Governors eg creative industries, FE, HE; and the experience and expertise that the applicant might bring to the Board of Governors;
 - g. the outcome of any such interview will be reported to the next meeting of the Committee;

- h. make recommendations on new appointments to the Board of Governors, including the proposed duration of any such appointment, subject to the need to achieve a balance of relevant skills and backgrounds on the Board of Governors;
- i. take up two references for all independent or co-opted members and independent committee members;
- j. receive results of Student Union President/Student Governor elections for the Student membership category;
- k. carry out periodic reviews of the determination and composition of the Board of Governors and advise the Board of Governors accordingly;
- l. consider appointments to Committees and working groups and make periodic recommendations to the Board of Governors.

3. Duration of Appointment

- 3.1 Appointments of Members shall normally be for an initial period of four years, but may, in order to stage planned retirements and maintain continuity, be made for a period of two or three years. On completion of the initial appointment, retiring members may be considered (along with any other candidates) for appointment for a further period of up to four years.
- 3.2 Appointment of Staff members shall normally be for an initial period of four years, but may, in order to stage planned retirements and maintain continuity, be made for a period of two or three years. On completion of the initial appointment, retiring Staff members may, provided they volunteer and are nominated by Academic Board, be considered for appointment for a further period of up to four years.
- 3.3 Appointment of Student members shall be for a period of up to one year. On completion of the initial appointment, retiring Student members may, provided they stand elected by the student body, be considered for appointment for a further period of one year.
- 3.4 Appointment of Independent Committee Members shall normally be for a period of one year initially, after which reappointment may be considered for appointment for a further period of up to four years.
- 3.5 No Governor shall, other than in the most exceptional circumstances, serve (in any category) as a member of the Board of Governors for more than a total of eight years. This will also apply to Independent Committee Members.

4. Governor Role Description

4.1 Role

a. To comply with the provisions of the following documents as they apply to the role of members of the Board:

- Instrument and Articles of Government;
- Code of Conduct (including Nolan's seven principles of public life);
- Current regulatory framework (Office for Students: Securing student success: regulatory framework for higher education in England);
- the University's financial regulations and procedures.

4.2 Remit

- a. to act in the best interests of the Board (and therefore the University);
- b. to support the decisions of the Board and its committees once they have been reached, on the basis of collective responsibility, even though you may have spoken against a proposal during the debate at a meeting;
- c. to attend the organisation's events (such as student awards, presentations and open evenings / days) to gain an appreciation of the work of the organisation, and to meet students, parents, employers and staff;
- d. to participate in training events, in order to enhance contribution to the Board;
- e. to understand that individual governors have no specific powers, e.g. that statements may only be made on behalf of the Board by those authorised to do so; and
- f. to give due priority to attending meetings of the Board and its Committees with a minimum time commitment of 1.5 days per month preparing for and attending meetings (excluding travel).

4.3 Governor Person Specification

In order to fulfil its remit, the Board will seek to appoint members with a variety of skills and experience from industry and commerce, the professions, the creative industries and education. All Governors should also be able to demonstrate most of the following:

- a. an active interest in higher and further education and the Creative Industries sector;
- b. an understanding of issues of equality, diversity and inclusion;
- c. a willingness to promote the University within the communities it serves;
- d. an ability to work positively with others, to make reasoned decisions and to act honestly, and to contribute as a member of a team.

The Board of Governors have agreed the Role and Responsibilities of the Chair to the Board of Governors and Deputy Chair to the Board of Governors in sections 5 and 6 below:

5. Role and responsibilities of the Chair to the Board of Governors

1. To provide leadership to the Board and to assist the Board and the Senior Leadership Team in determining the strategic direction of the University.
2. To develop effective working relationships with the Vice-Chancellor, Senior Leadership Team, the Board and the Clerk.
3. To act as an ambassador of the University and the Board of Governors and to handle relations with the media on behalf of the Board of Governors.

4. With the support of the Clerk, to ensure:
 - a. that the Board of Governors maintains strategic oversight of the University.
 - b. that appropriate issues are brought to the Board of Governors.
 - c. that the business at Board meetings is conducted efficiently and effectively and within the framework of the Instruments and Articles and Standing Orders.
 - d. that issues before the Board of Governors are debated fully and that all Governors and Independent Committee Members have the opportunity to contribute.
 - e. that discussions and decisions are properly summarised and recorded.
 - f. that the seven principles of public life are being observed in all business of the Corporation.
5. To exercise any specific authority delegated by the Board of Governors together with a general delegated authority to act, after consultation with the Vice-Chancellor and the Clerk, on any issue arising which is both urgent and important which would normally be dealt with by the Board of Governors but which cannot wait for the next meeting.
6. Act on behalf of the Board between meetings on routine matters such as signing of documents, or in response to approaches from external organisations on issues which do not require approval by the Board.
7. To ensure that the Board of Governors fulfils its duties in monitoring the financial health of the University.
8. Attend University events, as and when appropriate; to present prizes/awards to students if available to do so.
9. Assist in employment matters concerning the Vice-Chancellor, holders of Senior Posts and the Clerk to the Corporation. In particular;
 - a. to carry out the Vice-Chancellor's and Clerk's Annual Performance Review and to ensure appropriate opportunities for development and training for the Vice-Chancellor and Clerk.
 - b. to instigate disciplinary action in line with the approved disciplinary procedures against holders of senior posts should the need arise.
10. To ensure a framework of performance indicators is in place against which the Board can measure its performance. To support the Clerk in the development and delivery of associated self-assessment action plans and governor development programmes.
11. To discuss with each Governor his or her contribution and development needs at least annually, providing personal support to governors and discussing matters relating to attendance, performance, training or conduct.

6. Role and responsibilities of the Deputy Chair to the Board of Governors

1. To deputise for the Chair of the Board of Governors in the event of their absence.
2. To support the Chair in providing leadership to the Board and assisting the Chair, Board and the Senior Leadership Team in determining the strategic direction of the University.
3. To develop effective working relationships with the Vice-Chancellor, Senior Leadership Team, the Board and the Clerk.
4. To act as an ambassador of the University and the Board of Governors and to support the Chair, as appropriate, in the handling of relations with the media on behalf of the Board of Governors.
5. With the support of the Clerk, to carry out such duties as required in the absence of the Chair or at the request of the Chair. Any such duties carried out to be in accordance with the Chair's role description and within the framework of Instrument and Articles of Governance.
6. Attend University events, as and when appropriate; to present prizes/awards to students if available to do so.
7. Assist the Chair, as appropriate, in employment matters concerning the Vice-Chancellor, holders of Senior Posts and the Clerk to the Corporation.
8. To Chair a Committee as designated by the Board of Governors on their appointment as Deputy Chair.

7. Nominated Categories

- 7.1 The Nominations & Governance Committee will receive the results of the Staff and Student Governor categories by Academic Board and the University Student Union respectively as detailed at Part 3 below.

PART 3

STUDENT AND STAFF GOVERNORS - PROCEDURES FOR THE ELECTION OF NOMINEES

1. Introduction

- 1.1 The Board of Governors has determined that its membership shall include two Staff Governors (one drawn from the University's academic staff and the other from support staff) and two Student Governors, being the Student Union President and the Vice-President for Higher Education (HE).
- 1.2 Staff Governors will serve for a period of office of four years as determined by the Board of Governors. Student Governors will serve for a period of office of up to one year. Both staff and student members will be eligible for reappointment.
- 1.3 All staff holding current permanent contracts of employment shall be eligible for nomination for appointment.
- 1.4 All currently registered students at the University are eligible for nomination for appointment to the Student Governor vacancy and may vote in elections (normally elections to the Student Union Council) relating to that category.

2. Conduct of Staff Elections

- 2.1 In accordance with the Article 3.3(d) the Academic Board shall be responsible for the process of nominating staff governors.

Conduct of Student Elections

- 2.2 Where the Board of Governors has determined (as is currently the case) that it will accept nominations for appointment as Student Governor resulting from properly constituted elections conducted by the established Student Union to President of the Student Union Council, and Vice-President for Higher Education (HE). In the absence of an elected Student Union President, the elected Vice-President for Higher Education (HE) will be nominated for the role of Student Governor, and one other elected student role.
- 2.3 In the absence of Student Union elections, or at the discretion of the Board of Governors a separate election for Student Governor may be conducted by the Clerk in accordance with these procedures. An in-year vacancy for Student Governor may be filled by nomination from within the Student Union Council as determined by a majority of the membership of that Council.

PART 4

ATTENDANCE POLICY FOR THE BOARD OF GOVERNORS & COMMITTEES

1. Board of Governors Members

- 1.1 The Board of Governors expects all its Governors and Independent Committee Members to make best efforts to attend all meetings. A 12-Month Meeting Schedule will be agreed and published by the Clerk each year. The Board of Governors will set and monitor Attendance Targets annually as part of its strategic and self-assessment processes.
- 1.2 It is recognised that individual circumstances may prevent attendance at a particular meeting, in which case members are expected to tender their apologies to the Clerk as soon as possible in advance of the meeting.
- 1.3 The Chair will explore with the member concerned the reasons for three consecutive absences or repeat failure to tender apologies for absence. Provision exists in Clause 6.3 of the Instrument for the Board of Governors to determine the removal of a member who has not attended for 12 months.
- 1.4 Persons appointed by the Board of Governors as Independent Committee Members have a standing invitation to attend (but not vote at) all meetings of the Board of Governors and will receive all Board papers on request. Such Committee members may be required by the Chair to withdraw from a Board meeting where a confidential matter requiring the withdrawal of Staff and Student Governors is to be considered, and also if requested to withdraw for any other reason by the vote of a majority of the members present.

2. Senior Post Holders and other Senior Managers

- 2.1 Attendance at Board of Governors meetings by Senior Leadership (including Senior Post Holders other than the Vice-Chancellor and the Clerk (if any are so designated)) is a matter for the Board of Governors. The Board of Governors has determined the following general principles:
 - a. if a Deputy to the Vice-Chancellor is appointed, they will normally attend Board of Governors meetings in support of the Vice-Chancellor, except for meetings held in closed session for consideration of confidential items or as determined by the Board of Governors.
 - b. although the Vice-Chancellor may speak on any management item, it shall be standard practice, subject to the concurrence of the meeting, for the appropriate Senior Post Holder or Senior Leader to attend for the debate of any agenda items for which they have lead responsibility.
 - c. Senior Post Holders and Senior Leaders should consult the Clerk if they consider that they need access to the Board of Governors in circumstances other than those defined above.
- 2.2 In respect of Board of Governors Committees, it is anticipated that Senior Post Holders and Senior Leaders will, in the absence of prior agreement, attend meetings appropriate to their duties: as a general rule, this will imply for Audit (Chief Operating Officer); F&E (Chief Operating Officer). Again, provision exists for the Committee to determine that it will go into closed session.

3. Attendance by members of University Staff and Students and others

3.1 Staff, other than Senior Leaders and Students may, by invitation and at the discretion of the Chair, attend Board of Governors meetings for the purposes of delivering a presentation. Attendance will normally be for that item only.

3.2 Attendance, for a specific purpose, of observers (who may not speak or vote) at meetings may be approved at the prior discretion of the Chair, and subject to agreement of the membership.

3.3 Official visitors and consultants may be invited to attend to deliver a presentation or to provide advice at the prior discretion of the Chair, and subject to agreement of the membership.

4. The General Public and Media

4.1 Attendance at Board of Governors and Committee meetings by the General Public and/or the Media will not normally be permitted. In exceptional circumstances the Board may, with prior notice, be invited to consider and vote on a specific proposal to depart from this policy in response to a particular situation or requirement.

PART 5 MEMBER INDUCTION AND DEVELOPMENT

1. On Appointment

- 1.1 If not completed earlier, new Members will:
- be provided with a copy of the Board of Governors Code of Conduct and Standing Orders, Instrument and Articles of Government, the Higher Education Code of Governance, current Membership and Committee Lists, and the Schedule of Meetings
 - be briefed on and invited to sign a Declaration of Eligibility and Interests
 - be given a tour of the University and introductions to key staff
 - meet with the Chair and Vice-Chancellor, and members of SLT
 - meet with the SU President
 - complete a skills audit
 - complete an equality and diversity audit form
- 1.2 The Clerk will arrange a briefing session within an agreed period to cover:
- Board of Governors Business Schedule, agendas and minutes
 - the procedure at Meetings
 - specific training and development needs
 - committees
 - exempt charity status of the University and trustee responsibilities
 - Nolan principles
 - attendance target
 - academic board
- 1.5 The new member will meet their mentor as soon as possible after appointment.

2. After six months

- 2.1 Six months after appointment, the Clerk will arrange an assessment discussion with the new Member at which progress and future needs will be reviewed.

3. General

- 3.1 This outline procedure will apply equally to Independent Committee Members
- 3.2 All Governors and Independent Committee Members are encouraged to make best possible use of seminars, briefings and training & development sessions which may, from time to time, be promulgated by the Clerk.
- 3.3 Extracts and copies of various publications issued by Department for Education and relevant funding bodies, the educational press and others will be circulated to Governors and Independent Committee Members for information as appropriate.

PART 6

BOARD OF GOVERNORS SELF-ASSESSMENT AND DEVELOPMENT

1. Introduction.

1.1 This document seeks to establish the basis of guidance to the Board of Governors on the conduct of a performance self-assessment review. It aims to indicate that self-assessment and development planning are seen as important aspects of 'good governance' and also as an essential prerequisite to the Board of Governors's input to the University's annual Self Assessment Report ('Leadership and Management'). The audit and assessment of the provision of Clerking services is also covered.

2. Scope

2.1 The Board of Governors and all its Committees will undertake an annual self-assessment of performance, key outcomes of which may include a Corporate and Governor Development Plan for the next academic year. This process may also inform the Governor Recruitment Process, the skills requirement, and the person specification.

3. Responsibilities

3.1 The Chair of the Board of Governors and the Chairs of all Committees will ensure that the annual and any in-year reviews are conducted.

3.2 The Chair is responsible for overseeing this aspect of good governance, and for reporting as necessary to the Board of Governors. This Board of Governors may also contribute to the assessment of the provision of Clerking services conducted annually under the leadership of the Chair of the Board of Governors.

4. The Procedure

4.1 At the end of each year the Board of Governors, assisted by the Clerk will formally self-assess its performance over the previous 12 months.

4.2 The Clerk will assist the Chair in deciding on the evidence of performance to be used and the precise methodology to be adopted. The broad framework will be based on an assessment of achievement against:

- Committee Terms of Reference
- Member Attendance Records
- Relevant funding body reports, and IAS Audit Project Reports

4.3 The outcome of the process will be circulated to Governors and, if appropriate, summarised on the governance page of the University website. The Board of Governors Chair assisted by the Clerk will then compile revisions to any targets, Performance Indicators and/or Governor Development Programme, for submission to the Board of Governors.

- 4.4 Nominations & Governance Committee monitors the implementation of the self-assessment action plan.
- 4.5 Committees will conduct an annual review of performance measured against the appropriate Terms of Reference. The Clerk is to prepare a suitable assessment matrix. TORs will be reviewed annually, and any changes considered necessary will be submitted to the Board of Governors for approval. Committees will determine their own plans of action designed to improve performance. Committees may also carry out a snapshot review of the conduct and outcomes of their previous meeting when considering the draft minutes. The Board of Governors and Committee Chairs will meet informally at least once a year to audit the process.
- 4.6 The Board of Governors Chair will provide the opportunity to conduct informal annual review meetings with Governors and Committee Members. These assessments will be treated as confidential and will be used exclusively by the Chair and Clerk as part of the review and planning process.
- 4.7 The Board of Governors Chair, assisted by the Audit Committee and an independent consultant as necessary, may conduct an annual review of "Clerking". This will take the form of audit of guidance and advice given and an assessment of opportunities to improve and develop the quality of professional support provided by the Clerk's office. The review will be entirely separate from the Clerk's personal appraisal, which will continue to be conducted by the Board of Governors Chair.