



STAFF GOVERNOR APPOINTMENT

August 2022

UNIVERSITY GOVERNANCE

Our Approach to Corporate Governance

The University is committed to exhibiting best practice in all aspects of corporate governance. It aims to conduct its business in a responsible and transparent way, and in accordance with:

- The principles identified by the Committee on Standards in Public Life, the Nolan Principles, (selflessness, integrity, objectivity, accountability, openness, honesty and leadership).
- The University's governing documents, the Instrument and Articles of Government.
- The requirements of the Higher Education regulator, the Office for Students (OfS).
- The Committee of University Chairs (CUC) *Higher Education Code of Governance* and other relevant guidance.
- Charity Commission Guidance.

The Board of Governors

The Board of Governors is the governing body of the University and therefore has ultimate responsibility for the University's overall strategic direction. The Board's responsibilities, which are set out in the University's Articles of Government, include determining the educational character and mission of the University, overseeing the University's activities and the efficient use of resources, approving annual estimates of income and expenditure, ensuring the solvency of the University, safeguarding the University's assets, appointing the Vice-Chancellor, Clerk and external auditors and for putting in place effective systems of control and accountability.

Composition and Membership

The Board is made up of 21 members including senior executives and regional figures and members of the staff and student bodies. There are three categories of Governor - independent, co-opted and nominee members. Half of the Governors are required to be independent members and the Instrument of Government stipulates that they must have experience in industry, commerce, the professions or employment matters. The composition of the Board is as follows:

Independent Members	13
Academic Board Nominee	1
Student Nominees	2
Co-opted Members	7
Vice-Chancellor	1

An employee or a full-time student of the University or an elected member of any local authority is not allowed to be an independent Governor but can be appointed as a co-opted member. Currently three of the co-opted vacancies are reserved for staff members, of whom at least one will be academic staff and one will be

Professional Services staff. The nominee members are a member of teaching staff and two students, proposed by the Academic Board and the Students' Union respectively. Governors, other than the Vice-Chancellor, are usually appointed for a three-year renewable term of office.

The Chair and Deputy Chair are elected by the Board at the last meeting in the financial year for a period of three years. Currently, Simon Duffy is the Chair and Janet Dawson is the Deputy Chair. Both were appointed to their roles in August 2020.

The Board of Governors usually has four Board meetings per year, held on Friday mornings, 10am – 1pm and a two day Strategy Meeting, normally in October, to consider long-term planning with the University Executive Group.

Formal Board meetings are supplemented by informal briefing sessions on relevant issues and attendance at key University events including graduation ceremonies.

For biographical information about Governors and more details about the Board visit:

<http://www2.mmu.ac.uk/about-us/our-people/board-of-governors/>

The Board's Committees

The Board has a number of Committees to help it to discharge its business effectively. These are as follows:

- Audit and Risk Committee
- Finance and Resources Committee
- Nominations and Governance Committee
- Remuneration Committee

These Committees meet regularly and have clearly defined, delegated responsibilities. All of the Board's Committees regularly report to the Board, making decisions and recommendations as appropriate. Each of the Committees meets on average three times per year. Further information about the Committees is available at the following link:

<https://www.mmu.ac.uk/about-us/our-people/board-of-governors/governance/>

Role Description

1. Membership

- a) Members are expected to play an appropriate part in ensuring that the necessary business of the Governing Body is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business. They are expected to make rational and constructive contributions to debate and to make their knowledge and expertise available to the Governing Body as opportunity arises.
- b) Members have a responsibility for ensuring that the Governing Body acts in accordance with legal and regulatory requirements and the University's Constitutional Provisions and should seek advice from the Clerk to the Board in any case of uncertainty.
- c) Members are required to accept collective responsibility for the decisions reached by the Governing Body. Members elected, nominated or appointed by particular constituencies may not act as if delegated by the group they represent, and may not be bound in any way by mandates given to them by others.

2. Standards

- a) Members have a responsibility for ensuring that the Governing Body conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. They must, at all times, conduct themselves as members of the Governing Body in accordance with these standards. In addition, members should also adhere to the 'fit and proper' principle as described in the Office for Students Regulatory Framework for Higher Education in England.
- b) Members must make a full and timely disclosure of personal interests to the Clerk to the Board in accordance with the procedures approved by the Governing Body. They must, as soon as practicable, disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the management of that situation, in order that the integrity of the business of the Governing Body and its Committees may be seen to be maintained.
- c) Since the University is a Charity, members have a responsibility for ensuring that the Governing Body exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and the prevention of fraud.

3. The Business of the University

- a) Members have a responsibility for ensuring that the Governing Body exercises control over the strategic direction of the University, through an effective planning process, and that the performance of the University is

adequately assessed against the strategic objectives which the Governing Body has approved.

- b) Members should endeavour to establish constructive and supportive but challenging working relationships with the University employees with whom they come into contact, but must recognise the proper separation between governance and executive management, and avoid involvement in the day-to-day executive management of the University.
- c) Members will usually be appointed by the Governing Body to at least one Committee of the Governing Body and are expected to play a full part in the business of all Committees to which they are appointed.

4. The External Role

- a) Members may be asked to represent the Governing Body and the University externally, and will be fully briefed by the University to enable them to carry out this role effectively.
- b) Members may be asked to use personal influence and networking skills on behalf of the University (the 'door-opening' role).
- c) Members may be asked to play a role in liaising between key stakeholders and the University, or in fundraising. They will be fully briefed by the University to enable them to carry out this role effectively. However, this role in particular must be exercised in a carefully co-ordinated fashion with other senior officers and staff of the University.

5. Personal

- a) Members will have a strong personal commitment to Higher Education and the values, aims and objectives of the University.
- b) Members will at all times act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.
- c) Members are expected to attend all meetings of the Governing Body and of Committees of which they are a member, or give timely apologies if absence is unavoidable.

Personal Qualities of Governors

- Integrity, sound judgement and an inquiring mind.
- The ability to support and challenge constructively and work effectively with other Governors and the Executive.
- An understanding of, and willingness to adhere to the Nolan Principles of Public Life: Selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- A strategic and forward-thinking approach.

The University is regulated by the Office for Students (OfS) and, as part of the OfS regulatory requirements, members of governing bodies must be fit and proper persons, the definition of which is shown below:

- Is of good character.
- Has the qualifications, competence, skills and experience that are necessary for their role.
- Is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed.
- Has not been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

Person Specification

- Permanent member of University staff.
- Strong commitment to the value of education.
- The ability to think strategically, to make reasoned judgements, to support and challenge constructively and to work effectively with others.
- Experience/knowledge in one or more of the following areas: education; research and development; strategy; audit; finance; business; innovation and skills; people, organisational development and diversity; performance and change management; estates and facilities; digital systems and infrastructure; sustainability; internationalisation; or reputation and statutory responsibilities.
- Good communication skills.
- Ability and willingness to promote the University in the wider community.
- Availability to prepare for and attend Board meetings, usually four per year plus a two-day Strategy Meeting.
- Demonstrable commitment to equality, diversity and inclusion.

It is helpful to have staff from different areas of the University on the Board. Colleagues considering applying should note that the current membership of the Board already includes expertise from the School of Art, Science and Engineering and Recruitment and Admissions.

Support for Governors

The University values its Governors and recognises the contribution they make to University life and the institution's ongoing success. All Governors are provided with support to help them to carry out their duties as effectively as possible. This includes induction and developmental support, including access to relevant training events, conferences and other useful resources and events.

Time Commitment

The time commitment involved will vary, but it is estimated to be approximately 40 hours per year to attend and prepare for meetings and attend University events.

Remuneration

Although Governors are not remunerated for undertaking their duties, the University will pay reasonable expenses incurred whilst on University business.

Equal Opportunities

Manchester Metropolitan University is committed to supporting the rights, responsibilities, dignity, health and wellbeing of staff and students through our commitment to equality, diversity and inclusion. We promote applications from all sections of the community, irrespective of background, belief or identity, recognising the benefits that a diverse organisation can bring. We particularly encourage applications from women and Black, Asian and Minority Ethnic (BAME) candidates, who we recognise are underrepresented in this area..