



## **Board of Governors: The Role of the Governor**

### **Introduction**

The Board of Governors of Liverpool John Moores University (LJMU) collectively oversees the activities of the Institution, determining its future direction, ensuring the strategic plan and institutional mission are achieved, and cultivating an environment in which the potential of all students and other clients is maximised. The Board ensures compliance with the Articles of Government regulating the University and the governance framework, and takes all final decisions on matters of fundamental concern in collaboration with the Vice-Chancellor and other appropriate executives, unless this would be inappropriate for an identifiable reason.

All persons appointed to the Board are expected to be committed to the Institution's values and to observe the highest standards of corporate governance in the exercising of their responsibilities, in particular the Seven Principles of Public Life drawn up by the Committee on Standards in Public Life, provided as **Annex 1**. The governance practices of the University are consistent with the revised "Guide for Membership of Higher Education Governing Bodies in the UK, published by the Council of University Chairmen published in November 2004.

The Board has approved a number of policies to support Governors in the areas of Membership, Attendance, Induction, Development and Performance. Individuals appointed to the Board are expected to acquaint themselves with and act in accordance with those policies.

### **Nomination for Membership of the Board of Governors**

The appointment of Governors is overseen on behalf of the Board by the Nominations Committee. As part of this duty, the Committee will ensure that candidates are able to fulfil approved nomination criteria. The nomination criteria can be found at **Annex 2**.

### **Corporate Decision Making**

The decisions of the Board of Governors are made by all members acting as a corporate body. All members are expected to exercise collective corporate

responsibility for all decisions made, including those made by the Committees of the Board.

Members of the Board of Governors are expected at all times to exercise independent judgement when making decisions affecting the University and shall not accept nor be bound by any purported mandates from other bodies or persons. However, this should not prevent any member or members representing to the Board the views of or representations made by any body, group or individual having an interest in the affairs of the University, provided that such representation can in no way be construed as a conflict of interest for the Governor concerned.

### **Conflicts of Interest**

Upon commencing appointment, Governors are required to declare any pecuniary, family or other personal interest, direct or indirect, and this is noted in the Register of Members' Interests. Any individual who is considering becoming a member of the Board, and is unsure whether they may have a conflict of interest, should contact the University Secretary for advice.

Governors are expected to update their entry at any time as and when their circumstances change, and the University conducts an annual update in accordance with the recommendations of the CUC, and also the recommendations of the Financial Reporting Standard 8 (FRS8), relating to disclosures of transactions in the University's Financial Statements.

The University has Standing Orders for the Conduct of Board meetings, and these provide guidance on the management of any conflict of interest that may arise at a Board or Committee meeting.

### **Voluntary Status**

In setting out the role and expectations of a Governor at LJMU, it is acknowledged that the role is of a voluntary nature and there may be limitations on the time Governors can allocate to their duties due to other professional and personal commitments.

It is also recognised that each Governor will have different strengths, interests and methods of working and, consequently, their contributions as Governors will be made in different ways.

### **Board of Governors' Meetings**

The Board of Governors holds a minimum of 4 meetings a year, but will call additional meetings if business needs dictate. Meetings are generally held in Liverpool City Centre commencing at 5.00pm and normally last approximately 2 to 2½ hours (though duration can vary according to agenda content). In addition, the Board holds 2/ 3 evening discussion/strategic workshops from 5.00pm to 9.00pm and an annual strategic event in January (usually) with overnight stay. An annual reception is held in December with the LJMU Management group.

## **Duties of a Governor**

The duties of a Governor are derived from the Instrument and Articles of Government, The Board of Governors' Statement of Primary Responsibilities and Higher Education good practice provided by the Council of University Chairmen (CUC). Cognisance is also taken of prevailing good practice advice from other sectors as appropriate.

The primary, non-delegable responsibilities of the Board of Governors and thus the primary duties of a Governor are to:

- Determine the educational character and mission of the University;
- Approve the annual estimates of income and expenditure;
- Ensure the solvency of the University and the Corporation, and to safeguard assets;
- Appoint or dismiss the Vice Chancellor;
- Vary or revoke the Articles of Government.

Governors also have primary responsibility for:

- Ensuring the University has non-discriminatory systems in place to provide diversity and equality of opportunity for staff and students;
- Ensuring the University has a sound system of risk management;
- Ensuring processes are in place to monitor and evaluate the performance and effectiveness of the University against plans and approved key performance indicators (KPIs).

## **Committees of the Board**

The Board of Governors has 5 formal Committees that have delegated responsibility in the following areas:

- Audit (meets a minimum of 4 times a year)
- Employment (meets a minimum of 3 times a year)
- Finance (meets a minimum of 3 times a year)
- Nominations (meets a minimum of once a year)
- Remuneration (meets a minimum of once a year)

External Governors are expected to serve at least on one Committee, and the Board will endeavour to appoint a Governor to a Committee where their skills and experience can make the most positive contribution. Governors may also have an opportunity to contribute specific expertise by serving on working groups, established for specific purposes from time to time by the Board.

## **Personal Attributes/Experience**

The personal attributes and experience required of an LJMU Governor are:

- An understanding of the principles and practice of good corporate governance, and to act at all times in accordance with the Seven Principles of Public Life;

- An understanding and acceptance of the legal duties, responsibilities and liabilities of a Governor;
- A commitment to education;
- Successful strategic-level experience and possession of strategic vision;
- Expertise in a field of relevance to the affairs of the University;
- The ability to exercise independent judgement;
- The ability to make difficult decisions and be accountable for those decisions;
- The ability to think objectively, creatively and be willing to speak their mind;
- The ability to think laterally and arrive at a principled, pragmatic solution;
- The ability to absorb complex information quickly and rationalise appropriately
- The ability to work effectively as a member of a team;
- A commitment to promoting good practice and legislative compliance in all matters of good governance, particularly equality & diversity and sound risk management;
- The ability to inspire confidence in others to achieve objectives and to respect the views of others.

### **Expectations of Governors**

A Governor of LJMU is expected to:

- Devote the necessary time and effort by attending scheduled meetings and events of the Board on a regular basis. Governors are expected to meet the requirements of the Governors' Attendance Policy;
- Support the Chair of the Board;
- Serve on at least one Committee of the Board (External Governors);
- Prepare for meetings;
- Act as an ambassador for the University;
- Develop a good working knowledge of the University, including its mission and core values, and to understand the key issues facing higher education – in the UK and/or elsewhere.;
- Be willing to undertake appropriate development opportunities;
- Be prepared to serve on hearing and selection panels as and when required (External Governors)
- Make full and timely disclosure of personal interests to the Chair of the Board and/or the University Secretary in accordance with the procedures approved by the Board of Governors.
- To act, if called upon, as a formal signatory on behalf of the University, such as in connection with the use of the University Seal (External Governors)

### **University Support**

To support Governors in their role, the University will:

- Provide an individually tailored induction that will meet the varied needs and prior knowledge of each new Governor;

- Deliver internal workshops and strategic events;
- Provide external learning and developmental opportunities from specialists such as the Leadership Foundation for Higher Education, and from the national funding bodies and other interested agencies;
- Provide good practice information and support on the Governors' WebPages;
- Provide copies of CUC and other HE Newsletters;
- Provide E-mail copies of the LJMU Web News Bulletin.

The University has a Secretariat that manages the day to day operation of the Board of Governors, including the provision of administrative services, and acting as the main point of contact between Governors and the University.

## **Annex 1**



### **BOARD OF GOVERNORS**

#### **The Seven Principles of Public Life**

##### **Proper Conduct of Public Business**

Governing bodies are entrusted with public funds and therefore have a particular duty to fulfil the highest standards of corporate governance at all times, and to ensure that they are discharging their duties with due regard for the proper conduct of public business. Institutions of higher education were included among the public spending bodies examined by the Committee on Standards in Public Life, and consequently members of governing bodies should observe the Seven Principles of Public Life drawn up by the committee. These principles are as follows:

- **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 families 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 business, including making appointments, awarding contracts or recommending individuals for rewards and benefits, holders of office should make choices 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 should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands
- **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

## **ANNEX 2**

### **NOMINATION CRITERIA FOR MEMBERSHIP OF THE BOARD OF GOVERNORS**

The Nominations Committee shall be required to apply the following criteria in selecting or recommending nominees to the Board of Governors. These shall include prospective candidates, as nominees and candidates who do not satisfy the criteria will not be eligible for appointment or election to the Board of Governors and shall be disqualified from standing.

1. All nominees must be capable and have the intention of serving the full period of the term as a Board Member of which they are a candidate.
2. Prospective Governors appointed from amongst the staff must be full or part-time members of staff, and not sessional staff (who are contracted on a time limited basis, e.g. per semester) or staff with fixed term contracts of less than 2 years duration from the date the term of office commences.
3. The Nominations Committee must be assured that any prospective nominee is independent and not a representative of a third party organisation.
4. The Nominations Committee must be assured that the candidate understands and will abide by:-
  - The University's Instrument of Governance;
  - The University's Articles of Association;
  - Any Code of Practice and/or rules of conduct from time to time in operation in relation to Board Members;
  - The terms of the Call for Nominations as published from time to time;
5. Each Candidate must, if required, satisfy the Nominations Committee that he or she:-
  - Has a commitment to and interest in higher education;
  - Has a desire to support the objectives of Liverpool John Moores University and act at all times in accordance with its behavioural values;
  - Has a willingness to serve on the Board of Governors;
  - Has the ability to work as a team;
  - is able to arrange their commitments to accommodate Board Membership to an extent that they will properly be able to fulfil their duties;
  - in the case of Staff Governors, understands and will act in accordance with the fact that they do not have a constituency to represent and their role on the Board is as an individual and they do not represent any particular group and do not hold a "mandate" for any group, e.g. a particular trade union.

- is a fit and proper person who is capable of fulfilling the requirements as set out in the document "Role of Governor".
6. The Nominations Committee must be satisfied that, any prospective nominee will not:-
- Act in such a way that could bring the University into disrepute;
  - Disclose any confidential information and in this regard will sign an appropriate Confidentiality Agreement to protect the interests of the University and themselves.
7. Staff are not eligible to stand as prospective members of the Board of Governors if they are currently the subject of any internal employment proceedings [e.g. the subject of an investigation under the grievance or disciplinary procedures], are suspended, or are currently on prolonged sick leave.
8. Staff Governors who during their term of office, become the subject of any internal employment proceeding [e.g.. the subject of an investigation, grievance or disciplinary matter] or who are suspended, or who go on prolonged sick leave, will be required to stand down from the Board until such time the Nominations Committee consider if and when they are able to resume office. There will be no extension to the term of office for a Staff Governor who is required to stand down.