

Governor Handbook

Purpose of this Document

This document, along with supporting information, aims to form the basis of your induction as a member of the University of Derby's Governing Council. This information will be supported by individual induction meetings for each governor.

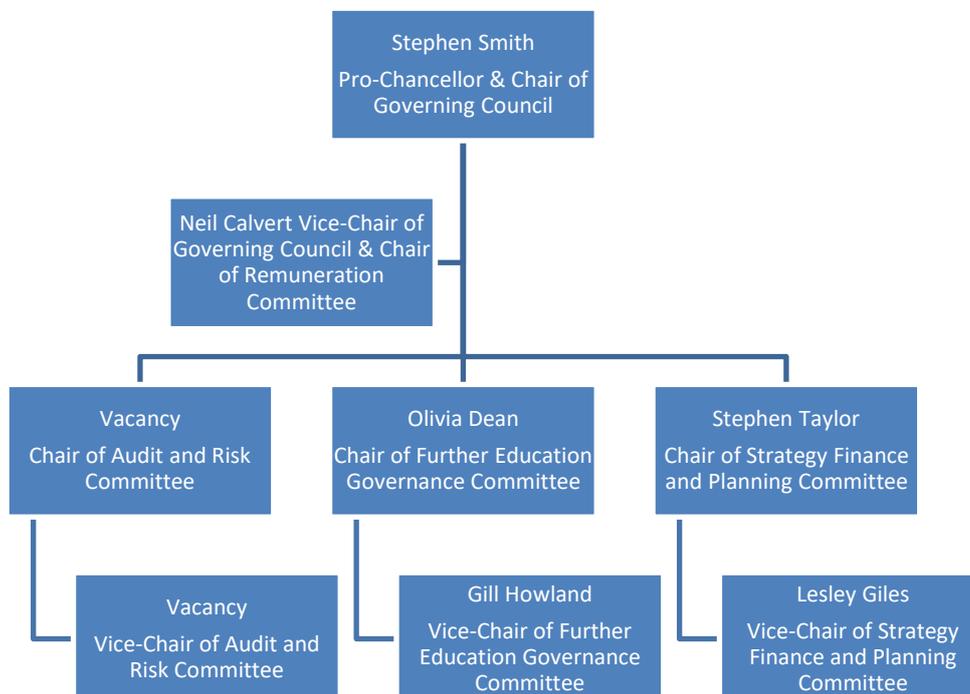
The University

The University of Derby was incorporated as a private company, limited by guarantee, on 7 July 1995. The University is also a charity which is exempt from registration with the Charity Commission. The Office for Students (OfS) became the independent regulator of higher education in England on 1 April 2018 and was established by the Higher Education and Research Act 2017.

Governing Council

The Governing Council is the Board of Directors of the Company and every member of the Governing Council is a Director and Member of the Company. The Governing Council has responsibility for the governance of the institution and members of the Executive are accountable to the Governing Council. The Chair of Governing Council is designated Pro-Chancellor.

Governing Council and Sub-Committee Chairs (since January 2020):



Governance, Ordinances & the Articles of Association

A clear distinction is drawn between responsibility for governance, which rests with Governing Council, and the responsibility for management of the University, which rests with the Vice-Chancellor's Executive (VCE) and its senior management team, the Performance and Governance Delivery Group (PGDG).

Governance is concerned with the strategic steer of the institution reflected by its educational character, institutional values, the mission and the strategic aims. It is also concerned to ensure that management has put in place effective policies, regulations and procedures for human resources, finance and every major activity of the University.

Our latest Articles of Association (Articles), supported by a set of more detailed Ordinances were approved by the Privy Council and Governing Council in July 2013. Periodically the Ordinances are revised and approved by Governing Council as required. The latest version is located on the governance area of the University's website www.derby.ac.uk/about/organisation/governance and also in the BoardPacks knowledge area.

The Ordinances set out the governance procedures, terms of reference and composition of the committees of Governing Council. Revisions of processes take place regularly.

The Committee of University Chairs (CUC) Guide for Members of Higher Education in Governing Bodies in the UK is a voluntary code which is intended to reflect good practice in the sector. It aims to support and develop the highest standards of governance and the latest version was published in December 2014 and revised in June 2018. The guide assists members of Governing Bodies and colleges of Higher Education (HE) in the performance of their duties. A copy of the CUC guide will be provide to you upon induction and is also available on the governance area of the University's website.

Note: The CUC is undertaking a review of the Code during 2019/20.

Composition of Governing Council

In accordance with the University's Articles, the Governing Council can comprise up to 25 members with a majority of these being independent members, defined as both external and independent of the institution. Membership includes:

- Vice-Chancellor
- Two nominees of the University's Academic Board
- Two sabbatical officers of the University's Union of Students (US)
- Two staff representatives
- Nominee of the Lord Bishop of Derby (independent governor)
- Independent governors

Composition of the Sub-Committees

The Composition of the sub-committees can be found within the relevant sections of University's Ordinances. If you have been appointed to a sub-committee you will be sent the dates by a member of the Governance Services Team.

Council's Responsibilities

It is the responsibility of the Governing Council to approve, monitor or ensure

- The mission
- Strategic planning
- Academic and educational character
- Adequate student and staff welfare
- Control, solvency and institutional performance
- Appointment of the Executive and the Clerk
- Compliance with the constitution and legal requirements

Directors' and Trustees' Duties

The University of Derby is a company and an exempt charity. Upon appointment to the Governing Council you become a director of the company and a trustee of the charity. Your details will need to be registered with Companies House within 14 days of your appointment to the Governing Council.

The Companies Act 2006 (CA2006) includes within Chapter 2 the general duties of directors.

The Nolan Principles of Public Life

Governors are expected to conduct themselves in accordance with the 'Nolan Principles of Public Life', which provide an ethical framework for the personal behaviour of governors. They are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

Information on the Committee on Standards in Public Life can be found at www.gov.uk

<https://www.gov.uk/government/publications/the-7-principles-of-public-life>

The Committees of Governing Council

- **Strategy, Finance & Planning Committee (SFPC)**
The committee advises Governing Council on the appropriateness of the proposed mission and strategic aims of the University. It has particular responsibility for monitoring the financial health of the institution and advising on the measures needed to maintain solvency. SFPC has powers to approve major items of procurement and recommends to Governing Council the approval of the year-end financial accounts, the budget and the financial forecast. SFPC monitors financial performance each year by looking closely at the financial forecasts produced at regular intervals. The committee plays a major role in advising the Governing Council on the development of the estates strategy. SFPC also has responsibility for advising Governing Council on matters relating to staffing policy, health and safety and other HR

functions. Academic matters are considered directly by the full Governing Council. SFPC is chaired by an independent member of the Governing Council and the Vice-Chancellor is a member. SFPC is attended by the full Executive.

- **Audit & Risk Committee (A&R)**

Audit and Risk Committee has the fundamental responsibility for ensuring that the University exercises effective management control on all its activities. The committee approves programmes of audit and it considers the resulting audit reports. The Committee also looks at significant academic and administrative activities to ensure that the University is obtaining best value for money. The committee considers the University's corporate risk register at each meeting and it also advises the Governing Council on the effectiveness of the risk management system and business continuity plans.

The committee is composed of a majority of independent governors. None of these members are permitted to serve on SFPC at the same time. The committee meetings are normally attended by full Executive. The meetings are also attended by representatives of PwC, the internal auditors, and KPMG the external auditors. The members of the committee hold at least one meeting each year with the internal and external auditors in the absence of the University management. This is normally arranged immediately prior to the October meeting.

- **Nominations & Remuneration Committees (Nom & Rem)**

The Nominations and Remuneration Committees serve as two separate Committees, with a similar membership. The Nominations Committee is responsible for recommending to the Governing Council the names of persons who should be appointed as the Chancellor of the University, Chair of Governing Council and Pro-Chancellor of the University, Vice-Chancellor and the role of Clerk to the Governing Council. The Committee also recommends the names of persons to be appointed as members of Governing Council, members of the committees of Council and members of the University Court. Exceptionally, the Committee may after due process, recommend the termination of the tenure of one of the above.

The Remuneration Committee is responsible for deciding the remuneration due to the members of the Executive and the Officer who serves the role as Clerk to Council in respect of their salary or settlement in relation to their departure.

The Nominations Committee is chaired by the Chair of the Governing Council. The Chairs of the sub-committees are also members, along with the Vice-Chancellor, a staff governor and a student representative governor. The Chair of the Remuneration Committee is the Vice-Chair of the Governing Council. The Chair of Governing Council and the chairs of the sub-committees are also members, along with a staff governor and a student representative governor.

An important distinction between the memberships of the two committees is that the Vice-Chancellor is not a member of the Remuneration Committee. S/he may be invited to attend to provide opinion or evidence to the Committee on the performance of the Vice-Chancellor's Executive team as part of its assessment when deciding matters of their remuneration.

The CUC published its code on HE Senior Staff Remuneration in 2018, which the Office for Students requires providers to have regard to, when preparing and publishing its financial statements. The Committee is also required to prepare an annual report to the Governing Body.

- **Further Education Governance Committee (FEGC)**
FEGC is responsible for the further education provision through Buxton and Leek College. This College was created in 2013 following the merger of the University with Leek College of Further Education and School of Art in August 2012. The College has an appointed Principal and Assistant Principals. The Principal reports to a member of the Executive.

Full terms of reference for each committee can be found within the University's Ordinances and on the governance pages of the University's website.

- **Appeals Panel**
Occasionally the University may ask members of Governing Council to form an Appeals Panel to hear an appeal from a member of staff against dismissal. Should such a situation occur you would be approached by the Clerk to Council prior to detailed arrangements being organised by the Human Resources Department.

Other Internal Committees of the University

The following are not committees of the Governing Council, but governor representatives have been included in these meetings:

- Student Affairs Committee
- Equality, Diversity and Inclusion Committee
- Safeguarding Committee

Chair's Responsibilities

If you are a member of a sub-committee of which you subsequently become the Chair, there will be some committees that you will automatically become a member of and meetings that you will be expected to attend. An individual briefing will be arranged for you with the Clerk to Council and other relevant officers should you become the Chair of a sub-committee.

The most up-to-date composition information for each Committee can be found in the University's Ordinances, but as a guide when you become Chair of a sub-committee you can expect to automatically join these committees/groups by virtue of that appointment.

Nominations and Remuneration Committees

- Chair of Governing Council chairs the Nominations Committee
- Vice-chair of Governing Council chairs the Remuneration Committee
- Chair of Strategy, Finance and Planning Committee is a member
- Chair of Audit and Risk Committee is a member
- Chair of Further Education Governance Committee is a member

Honorary Awards Committee

- Chair of Governing Council is a member of this Committee

Student Affairs Committee

- The Committee is Co-Chaired by an independent member of the Governing Council and the President of the Union of Students.

Vice-Chancellor’s Reference Group

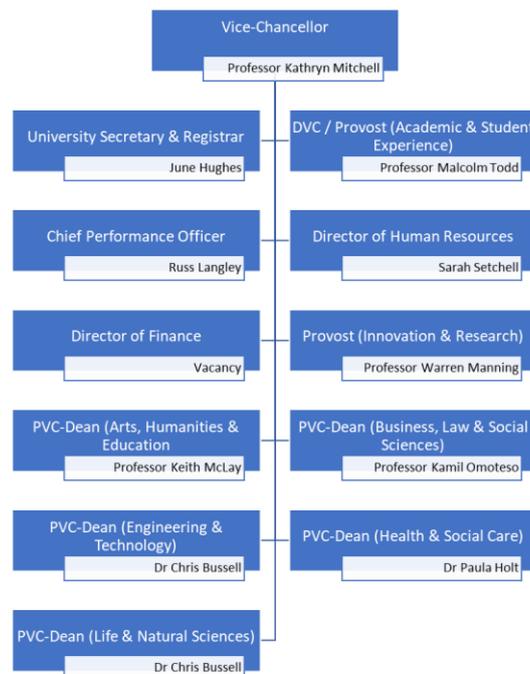
The Vice-Chancellor holds an informal meeting three to four times per year. These are an opportunity for the Committee Chairs to discuss the University’s landscape and emerging challenges with her.

Governor Remuneration

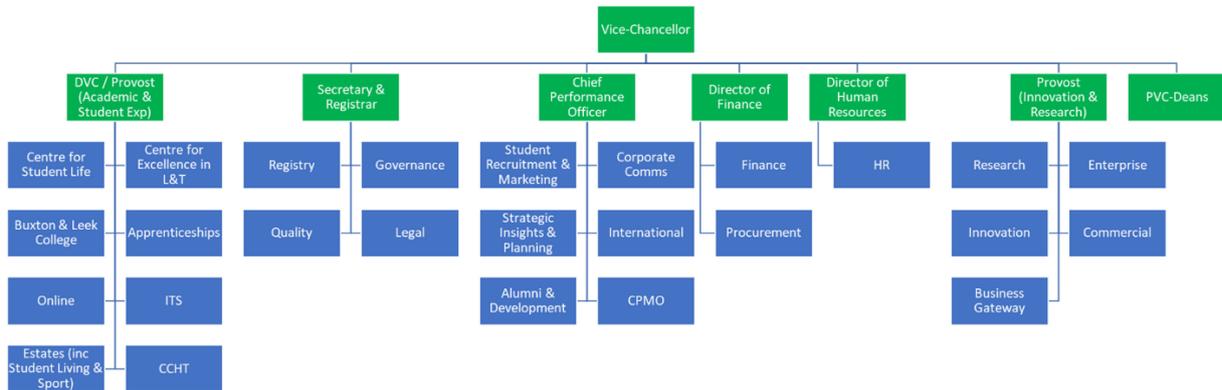
From the start of the Academic Year 2015/16, Chairs of the sub-committees and the Vice-Chair of Governing Council are remunerated to recognise the significant time commitment required to carry out the role. This is paid quarterly in arrears and is arranged through the HR department. A letter of appointment is drafted and signed by the University Secretary and Registrar, covering the period of appointment for which you will be entitled to remuneration. Chairs of the Committees are invited to accept the appointment and indicate where they would like the payments to be made or if they would prefer not to receive the remuneration.

The Executive structure of the University

The University is led by the Vice-Chancellor and her Executive (VCE). The Executive is the most senior decision making body in the University.



Supporting the VCE is the Performance and Governance Delivery Group (PGDG) which comprises the senior managers of the academic colleges and professional support services departments.

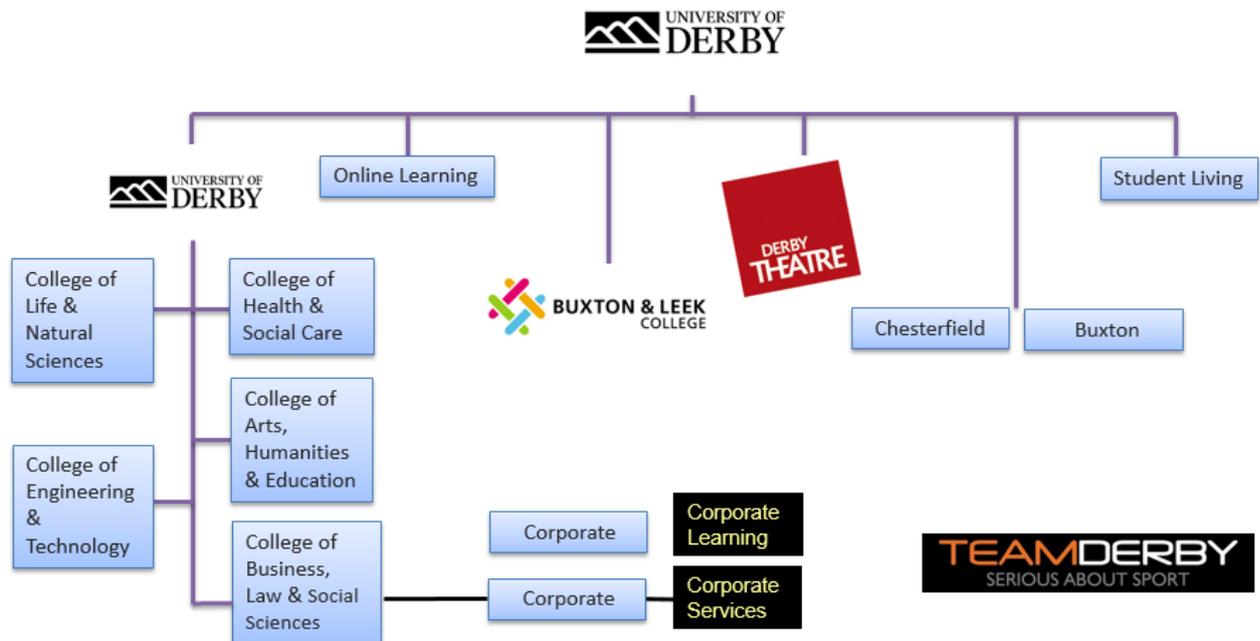


The VC holds and Chairs full meetings of the VCE every fortnight, with a brief meeting in alternate weeks. PGDG is Co-Chaired by the University Secretary & Registrar and the Chief Performance Officer and meets on a monthly basis with additional meetings as required by the Chair.

The VCE (except for the PVC Deans) attends meetings of the Governing Council and its committees. PVC Deans attend as required where the agenda requires.

The University of Derby Group

The University's group structure is illustrated below.



Your committee papers

- **How do you receive your papers?**

Papers are posted to your preferred postal address one week before the meeting. Tabled papers are not normally accepted. If you do not already have a tablet device you will be provided with an iPad for the duration of your appointment to Governing Council, so you can access your papers electronically.

The Governing Council has implemented a digital committee document system and the use of paper based agenda packs will eventually be phased out. You can access your agenda and reports via a tablet or other mobile device using the BoardPacks app.

Unconfirmed minutes of the meetings are sent to members around three weeks after the meeting. They are also included in the agenda papers of the next meeting for approval and signature by the Chair.

The Chairs of SFPC and A&R also receive copies of the papers of each other's committee so that they are fully aware of the business of both committees.

- **How is the agenda prepared?**

The committee meetings are arranged in four cycles throughout the year and published in the Schedule of Meetings. The cyclical pattern enables Governing Council to confirm the recommendations of its own committees. About one month before the meeting the Clerk's office draws up a draft agenda based on outstanding matters, regular business and known business. The draft agenda is circulated to the Chair of the committee and Executive members for comments and amendments. The Clerk then makes the requested amendments, liaising with those responsible for producing the papers. All papers presented to the committees are subject to approval by the Vice-Chancellor's Executive before they can be included in the agenda packs.

- **Is there a standard structure?**

An agreed annual schedule of business for each committee ensures the Governing Council fulfils its responsibilities for governance over the academic year. There is also a standard structure to the agenda and reports. The following actions are used for agenda items:

Action	Definition
To approve	This paper comes to the committee with a request to approve the proposals contained within. This may take the form of straightforward acceptance of recommendation(s) or it may involve substantial discussion.
To endorse	This paper comes to the committee with a request to endorse (the paper which has already been approved by an authorised body). Endorsement signals reinforcement and support for the decision to approve.
To consider, agree and recommend approval	This paper comes to the committee in the expectation that a discussion will be held leading to approval of the proposals. The committee is expected to make a formal recommendation to the parent committee for approval.
To consider and discuss	This paper is for the consideration of the committee. There will be no approval elements.
To receive and note	This paper is to be formally received by the committee and the contents noted for information. There will not be a significant discussion of the document

Location of Meetings

The University has a large estate within the City of Derby as well as campuses in Buxton, Leek and Chesterfield. A tour of main sites will form part of your induction.

Meetings of the Governing Council, SFPC, A&R and the Nominations and Remuneration Committees are normally held at the Kedleston Road Site, but meetings are sometimes held at other locations as appropriate. FEGC meetings rotate between the Buxton and Leek campuses wherever possible.

Attendance at University Events

In addition to the meetings of the Governing Council and any committees of which the governor is a member, governors are invited to attend the three meetings of the University Court (October, March and July) and the Residential Strategy Meeting (November). The delegation for the residential comprises the Governing Council, the Vice-Chancellor's Executive, Academic Board and the Performance and Governance Delivery Group members. This 24 hour delegation is regarded as very important. A shorter, interim strategy event also takes place in May and the University expects all members of Governing Council and VCE to attend these.

The University also appreciates the participation of governors in at least one of the awards ceremonies held in Derby in July and November and also at the Buxton Campus in November. The Derby ceremonies are organised over a two or three day period. Each ceremony is about 1½ hours in duration with hospitality provided either side of the ceremonies. Governors are given the opportunity to wear the academic dress of their alma mater at these ceremonies.

University Court

The University Court is identified in the University's Ordinances as a forum for the critical and supportive friends who serve in an advisory capacity. There are approximately 180 to 200 members of Court at any time. The Chancellor of the University presides at the meetings of the University Court. The membership comprises persons who in recognition of their achievements in public service, in commerce and the voluntary sector, have been invited by the University to join the University Court. All members of the Governing Council are automatically appointed members of the University Court. The Court also includes the members of the VCE and emeritus professors of the University. University Court is regarded as the meeting place for the critical and supportive friends of the University.

A University Court Advisory Group advises the Chancellor, the Chair of Governing Council and Vice-Chancellor on the content and arrangements for meetings. The Chair of the Governing Council is automatically a member of this group, with another independent governor as part of its membership.

Each meeting of the Court focuses on a major University activity and a presentation is given, followed by a discussion and questions posed to the presenters. Members of Court ask questions and offer comments and suggestions about policy and strategy.

Information that we collect from you

Companies House Registration

Upon appointment to the Governing Council you become a director of the company and a trustee of the charity. Your details will need to be registered with Companies House within 14 days of your appointment to the Governing Council. We will require you to provide some personal details to do this. Directors have an obligation to inform the Secretary and Registrar of any changes to their details that are required for this registration.

Fit and Proper Person Assessment

As part of the University's compliance with the conditions of its registration with the Office for Students all directors are required to complete a questionnaire in order for us to establish and confirm to the OfS that you are considered a 'fit and proper person'. Collection of this information will be done upon appointment and then annually with the compilation of the register of interests. As part of this assessment we also undertake a Disclosure and Barring Services check (DBS).

Declaration of Interests & Register of Gifts

All governors are appointed on the understanding and expectation of honesty and integrity. They are asked to lodge with the Clerk to the Governing Council a list of all external interests which could potentially conflict with their role as a University governor. The Clerk to the Council is required to ensure that the Register of the declarations of interest is kept up to date. This Register of Interests will be accessible to the public on the University's governance website and forms part of the University's publication scheme.

In addition to the formal Register of Interests, governors are asked to declare any interests with regard to specific items on the agenda for each meeting of the Council or committee of the Council that they attend. They are also asked to notify the Clerk of any Related Party Transactions and any instances of fraud that have come to light over the year. The collection of this information is subject to the annual external audit of the University.

Members of the Governing Council are also asked to notify the Clerk of any gifts received or instances of hospitality that may have been given to them in connection with their role as governors. These are recorded in a register designed for this purpose. A copy of the declaration form and Guidance Notes will be sent to you for completion at the appropriate times during the year for return to the Governance Services team.

Equality & Diversity monitoring information

As part of the requirements of registration with the OfS, we are required to monitor the composition of the Governing Council with regard to certain protected characteristics and the regulator will require us to report on this. Information will not be released in any format that could identify you.

The information that you supply will be held and processed in line with the Data Protection Act 2018, GDPR and subsequent legislation.

Information will be used by the University of Derby (as Data Controller) to comply with the requirements set out above.

We retain this data for up to six years after you cease to be a governor, after such time it will be securely destroyed.

Our Data Protection Officer (DPO) is James Eaglesfield on (01332) 591762. Our Deputy DPO is Helen Rishworth on (01332) 591954. Alternatively you can email gdpr@derby.ac.uk
Further information on how we handle your information can be found here on our website - <https://www.derby.ac.uk/its/datagov/privnotice/>

Mandatory Training for Governors – Prevent Duty Awareness

Under the Counter Terrorism and Security Act 2015 the University must have due regard to its responsibilities to prevent people from being drawn into terrorism; known as the Prevent Duty. The Office for Students (OfS) monitors implementation of the duty in the higher education sector in England. For the Further Education sector Ofsted is responsible for monitoring the implementation of the Prevent duty by publicly funded FE colleges.

There are online training materials, which governors will be required to complete upon appointment. Completion of the modules by governors will be monitored and reported to the Chair of Governing Council. The on-line training will be supplemented with face to face briefings from the regional Prevent Duty Coordinator, working for the Department for Education and in partnership with the University.

Access to Network Files & Learning Facilities

Governors are provided with a University network login which gives them access to the shared folders, where a repository of committee papers are stored in addition to the BoardPacks facility.

Claiming Expenses

All governors are entitled to claim for reasonable expenses incurred from attending meetings and other events arranged by the University. This includes travel and accommodation when attending an approved development event. Members of Council are requested to submit claims using the claim form provided and guidance on completion is included on the form. It is necessary to provide receipts for any public transport used, taxis, food and accommodation. Payment is usually made within one week of the claim being approved by the Clerk to Council. You can submit your signed form to Katherine at k.taylor1@derby.ac.uk or via post at the address in the Contacts section at the end of this document. In accordance with the University's financial regulations expense claims should be made within 3 months of the date they are incurred.

Car Parking

If you provide us with details of the make, model and registration number of your vehicle, we will arrange for this to be added to the University's security database, which will permit you entry through the automatic car parking barrier. As access to the car parks at most of the main sites is controlled via registration recognition it is important to let us know of any changes.

Other Resources, supporting documents and reading material

There are a number of resources and supporting documents available to you as governors.

Advance(HE)

Advance HE publish guides for governors in their “Getting to Grips” series. www.lfhe.ac.uk or via www.advance-he.ac.uk

You can also sign up to their Governance News Alert. A news service for governors and those supporting governance in higher education.

Charity Commission

The Charity Commission’s guide to “The Essential Trustee”, provides an overview of governor responsibilities: <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3> This is also available on BoardPacks in the Knowledge Area.

University of Derby - www.derby.ac.uk/governance

The governance pages on the University’s website includes information about each of the sub-committees and the meeting dates. Your biography information will be included under the list of members of Governing Council.

The Times Higher Education Magazine (THE)

The University has an institutional subscription with Times Higher Education. The Governance Services Team can advise you how to get access to this.

Wonkhe www.wonkhe.com

Wonkhe (*pronounced wonky*) is the home of higher education wonks: those who work in and around universities and anyone interested and engaged in higher education policy, people and politics. You can sign up to receive email alerts from their homepage.

Office for Students (OfS)

The Office for Students (OfS) became the independent regulator of higher education in England on 1 April 2018 and was established by the Higher Education and Research Act 2017. It states as its primary aim to ensure that English higher education is delivering positive outcomes for students. It has four primary regulatory objectives.

All students, from all backgrounds, and with the ability and desire to undertake higher education:

1. Are supported to access, succeed in, and progress from, higher education.
2. Receive a high quality academic experience, and their interests are protected while they study or in the event of provider, campus or course closure.
3. Are able to progress into employment or further study, and their qualifications hold their value over time.
4. Receive value for money.

The regulatory framework is designed to mitigate the risk that these primary objectives are not met. A copy can be downloaded from the OfS website via www.officeforstudents.org.uk

The framework states how the OfS intends to perform its various functions, and provides guidance for the University on the ongoing conditions of registration.

Association of Colleges

A useful resource for Further Education governors is the East Midlands association also known as EMFEC. Their website can be accessed from the main AoC site, by searching by region from www.aoc.co.uk.

Other sources and information you will need

- University latest Annual Review and Accounts
<https://www.derby.ac.uk/services/finance/external/annual-reports/>
- Articles of Association (2013) – via the governance pages of the website and on BoardPacks
- Ordinances – on the governance pages of the website and on BoardPacks
- CUC Code (December 2014 and revised June 2018) – on BoardPacks in the Governor Induction Knowledge Area
- CUC HE Senior Staff Remuneration Code 2018
- Strategic Framework 2018-30 (via the University's website)
- Schedule of Meetings – from Governance Services
- Expense claim form – quarterly reminder sent to governors
- BoardPacks account to access meeting papers electronically
- Instructions on accessing governor network files – for governors external to the University

What do you need to do?

Please use this list to check for anything that you may still need to do or require help in completing. Feel free to get in touch with Katherine in the Governance Office, for further assistance:

- Complete and return the Register of Interests and Fit and Proper Person forms
- Provide information for registration at Companies House
- Complete and return the car park pass application form (if required)
- Complete and return the equality data collection form and skills matrix
- Notify Katherine of your height, hat size, alma mater and degree (if applicable) for Award Ceremony gowning
- Submit a brief bio of no more than 200 words for use on our website
- Provide a high quality colour digital image for use on our website
- Try your university login to see if you can access the network files and course resources. (Staff governors are given access to a Governing Council network area).
- Complete any mandatory training courses
- Induction meetings and tour (as required)

Contacts

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