



Independent HE Code of Governance: University of Buckingham compliance assessment

The University of Buckingham’s Council has agreed to adopt the Independent HE (IHE) Code of Governance (“the code”). In evidencing its adoption, the University’s Council has resolved to publish a statement setting out its compliance with the code which is contained within its ‘10 principles’, and any areas where the University has opted *not* to adopt the code’s requirements. An explanation as to why is provided in each of these cases. In instances where the code refers to other guidance or areas of regulation, this document will include an assessment of the University’s compliance in these areas as well.

References in this document via the code to ‘the board’ refer in the University of Buckingham’s case to its governing body, which is known as ‘Council’.

It was agreed that this statement would be reviewed by Council annually and published on the University’s website.

Principle One: Clarity of roles

Every provider must establish an appropriate* governance framework through which decisions about the organisation’s short, medium and long term needs and objectives are made, with a clear primary decision-making or governing body (the board), and clear division of responsibility between governance and management.

* In this Code, appropriate means in a way that suits the unique circumstances of the provider whilst continuing to meet the Code’s principles

Requirements		Level of compliance	Evidence/explanation of full/partial/non-compliance
1.1	The governance framework of the provider should clearly set out the main structures and roles involved in running the organisation and how they work together in making decisions about the organisation.	Full	The University has clearly articulated structures for the running of the organisation. The Royal Charter, Statutes and Ordinances set out the roles of the respective bodies and their responsibilities. The University has a clearly articulated Scheme of Delegation which sets out a framework for decision making, including where matters are delegated by Council, and how other bodies are involved in supporting decision making. Link to relevant published information
1.2	The governance framework should consist of: (i) the constitutional or foundational document of the provider (such as its Articles of Association, Royal Charter or, if it is not an incorporated body, its instrument of government), which should identify a governing body (the board); (ii) Terms of Reference and/or role descriptions for each of the bodies and positions involved (such as the Board of Directors, Governors or Trustees, the Academic Board and the Principal or Chief Executive), which should complement each other and not conflict or, without good reason, overlap; and (iii) a clear Scheme of Delegation establishing where and how decisions on different aspects of the organisation’s activities are made and scrutinised.	Full	The University’s governance framework consists of a Royal Charter and Statutes which identify: <ul style="list-style-type: none"> - The University’s governing body (Council) and articulates its powers - The University’s academic governing body (Senate) and articulates its powers - Descriptions of the key roles at the University, including: <ul style="list-style-type: none"> o The Chancellor o The Chair of Council o The Vice-Chair of Council o The Treasurer o The Vice-Chancellor o Deputy/Pro Vice-Chancellors o The Secretary



			<ul style="list-style-type: none">○ The Chief Financial Officer <p>The powers of these bodies complement each other and do not conflict or overlap.</p> <p>The University's Scheme of Delegation establishes where and how decisions on various key aspects of the organisation's activities are made and scrutinised.</p> <p>Link to relevant published information</p>
1.3	Any matters which are reserved to shareholders, parent companies, family trusts and/or other related organisations should be explicitly stated, but the governance framework should recognise that the board is the primary decision-making body of the provider and any constraints on the ability of the board to make decisions should be kept to the minimum necessary to safeguard the legitimate interests of such stakeholders.	Full	<p>The University's Royal Charter recognises the primacy of Council as its governing body and states that:</p> <ul style="list-style-type: none">- 'There shall be a Council of the University (in this Our Charter – called 'the Council') which shall be the governing body of the University and shall promote the objects and interests of the University, in accordance with the legal framework from time to time applicable to the provision of higher education in England'; and- 'the Council shall have general control over the conduct of the affairs of the University and shall have all such other powers and duties as may be conferred upon it by the Statutes'. <p>Link to relevant published information</p>
1.4	The board can and should delegate matters in an appropriate way to committees or to management. The Scheme of Delegation should be regularly reviewed to determine if delegations remain appropriate.	Full	<p>The Scheme of Delegation articulates how decision-making is delegated and the role of management and other bodies in supporting decision making.</p> <p>The Ordinances require that the Scheme of Delegation is reviewed at least annually with an in-depth review at least every three years. The review of the Scheme of Delegation is led by the Nominations and Governance Committee of Council with a final recommendation for approval made to Council.</p> <p>Link to relevant published information</p>
1.5	Where the provider is or intends to be registered with the Office for Students (OfS), the governance framework should explicitly make reference to the Regulatory Framework's public interest governance principles.	Full	<p>The University is a provider of higher education registered with the Office for Students in the 'approved' category. The University's Ordinances state that:</p> <ul style="list-style-type: none">- 'The University's approach to governance is underpinned by Charity Commission guidance and [...] the Office for Students' Regulatory Framework, in particular the Public Interest Governance Principles'. <p>Link to relevant published information</p>



1.6	Information about the provider’s governance framework should be published and easily accessible to the provider’s stakeholders and the wider public.	Full	Comprehensive information relating to the University’s governance framework is published on the University’s ‘Governance Structure and Committees’ web page. Link to relevant published information
1.7	Published information about the provider’s governance should be transparent about relationships with other group companies and with parent and connected organisations.	Full	Information relating to the University’s subsidiaries and its relationship with them is set out in the Trustee’s report contained in the University’s Financial statements. Link to relevant published information
<p>Principle Two: Collective Responsibility</p> <p>The board should be an effective, primary decision-making body with collective responsibility for the long-term success of the provider, for determining the organisational objectives, values, culture and strategy necessary to deliver that long- term success, and for safeguarding and promoting the good reputation of the provider.</p>			
Requirements		Level of compliance	Evidence/explanation full/partial/non-compliance
2.1	The board is responsible for leading the provider successfully in the long term, including by providing appropriate levels of oversight, support and challenge to management.	Full	The University’s Council is responsible for leading the University in the long term. It meets at least five times a year to have oversight of the University’s strategic performance and has a sub-committee structure which scrutinises areas of the University’s strategy and operations in detail. Council has also formed a Sub-Group to oversee performance against the University’s Strategic Plan. Council members regularly undertake training to support their understanding of the sector and to enable networking and the sharing of best practice. Link to relevant published information
2.2	The board should accept collective responsibility for determining the objectives, values, culture and strategy necessary to deliver long-term success for the provider.	Full	Council approved a new University Strategic Plan in 2023, which sets out the mission, values and culture of the organisation with the aim of delivering its long-term success. Council has also formed a Sub-Group to oversee performance against the University’s Strategic Plan. Link to relevant published information The University’s Ordinances set out Council’s at 12.47 that, ‘Once a decision has been taken members are collectively responsible for upholding the decision, even if they abstained or voted against it’. Link to relevant published information



2.3	The board should safeguard and promote the provider's institutional reputation by operating in accordance with the principles of this Code.	Full	<p>In agreeing to adopt this code and review its compliance on an annual basis, this document serves as a public declaration of its compliance with the code and any areas where it has opted to take a different approach, with an accompanying explanation as to why in each case.</p> <p>The University's Statutes contain a power for Council 'To protect the institutional reputation of the University by being assured that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are in place, are ethical in nature and are followed.'</p> <p>The University's Scheme of Delegation enables any matter which may lead to reputational risk to be escalated to Council for a review.</p> <p>Link to relevant published information</p> <p>The University's Risk Register, which is regularly reviewed by the Audit and Risk Committee, includes an ongoing assessment as to the 'management of the University's reputation'.</p> <p>Link to relevant published information</p>
2.4	In the specific context of higher education, the board should ensure that the culture of the provider supports equality, inclusivity and diversity of staff and students, and facilitates fair outcomes for all students.	Partial – progressing to full compliance	<p>An Executive-level, University Dean has been appointed as a 'Inclusion Champion' charged with having senior level oversight of ensuring an inclusive approach across all institutional activity. The Pro Vice-Chancellor (Academic) who is highly experienced in HE EDI matters, also takes a lead role.</p> <p>The University is taking an approach of ensuring inclusion is embedded within all faculty and departmental responses to the University's Strategic Plan. The University's Inclusion Strategy will bring together the various KPIs across other areas of the University's business. The University's Inclusion Committee oversees progress with institutional inclusion at a governance level, which reports to both Council and Senate.</p> <p>The University is also progressing actions across a number of areas with oversight from the Inclusion Committee (reporting to Council and Senate), as follows:</p> <ul style="list-style-type: none">• The development of a network of 'Inclusion Champions' who will assist in supporting a culture of effective communication which will permeate all areas of the University.• Highlight in detail on the University's website how the three categories covered by the three charters: women, those from diverse backgrounds and ethnicities, those with disabilities are supported at the University. This will set out the support provided in terms of professional services and pastoral: wellbeing, academic skills, library, personal tutors, the students' union, and service delivery online and face-to-face with flexibility and personalisation to needs which extends to administrative services such as fees, finance and registry. This will include the small-group and personalised teaching and learning the University offers which allows students to



			<p>learn at their own pace and check their understanding, engage with staff on a personalised level, where staff know their name and their circumstances.</p> <ul style="list-style-type: none">• Personal tutors are the first point of contact and personal tutors have been provided with training and resources to support students throughout their time at the University. As part of the Portfolio Review being carried out the University is reviewing assessment and ensuring authentic assessment is used and that assessment is varied and balanced across the course and modules.• The University is also looking at best practice in embedding employability and entrepreneurship within its courses, to ensure that all students are given the keys to career success within the curriculum – ensuring all students have access to the valuable aspects of our innovative condensed degrees while they are studying rather than as extra-curricular activities. This benefits equality, diversity and inclusion (EDI).• The University has developed elements within the Faculty and Collaborations Strategies (objectives and targets) to ensure that EDI is considered in all of its academic activity.• As the University reviews its academic areas, it is expected that reference will be made to inclusive and authentic learning, teaching and assessment practices in our course documentation and guest speakers, case studies or resources chosen to provide a wide range of expertise and diversity.• In future there will also be developments in regard to:<ul style="list-style-type: none">○ employability and entrepreneurship within the curriculum, which is available to all students from all backgrounds.○ personal tutors and professional services staff providing flexible approaches to engaging with students through online and face-to-face mechanisms at a variety of times to suit the student population.○ students being surveyed, via the SU, on the type of community and sense of belonging the University provides and see year on year growing satisfaction. The University will use the ‘Being, Belonging, Becoming’ survey, developed by the PVC for cross-sector use, to measure this.
2.5	Working with management as appropriate, the board is responsible for ensuring that the necessary financial, human and other resources are in place to ensure that the provider’s objectives, values, culture and strategy can be sustainably delivered over both the short and the long term.	Full	<p>Council and its sub-committees oversee that the necessary financial, human and other resources are in place to support the University’s effective operation and achievement of its strategic aims.</p> <p>Council has approved a Strategic Plan which sets out the University’s mission, vision and culture and a set of KPIs sit beneath this plan, the progress on which is overseen by the Vice-Chancellor and the Executive Group.</p> <p>Council has formed a Sub-Group to oversee performance against the Strategic Plan.</p>



			Link to relevant published information
2.6	The board is responsible for monitoring and periodically reviewing the performance, objectives, values, culture and strategy of the provider.	Full	<p>The University's Council has a responsibility via the University's Statutes, 'To contribute to and approve the vision, mission and strategic planning of the University'. Council approved the University's Strategic Plan at its meeting on 31 July 2023.</p> <p>The key governance bodies at the University have a responsibility to oversee and review performance, objectives, values and culture across a range of areas, including:</p> <ul style="list-style-type: none">• Senate – academic performance• Finance and Resources Committee – financial, HR, IT and estates performance• Audit and Risk Committee – consideration of arrangements that support the culture and behaviour that is prevalent in the institution <p>Council assumes overall responsibility for reviewing performance against the Strategic Plan, but to support it in this role, has established a Sub-Group to review performance across various areas of the University's operation against the Strategic Plan.</p> <p>Link to relevant published information</p>
2.7	The board should ensure that the provider complies with its constitutional documents and with relevant legal, regulatory and governance requirements, including, for OfS-registered providers, the Regulatory Framework for higher education in England.	Full	<p>Council is advised in its constitutional, legal, regulatory and governance compliance by key senior University members of staff, including the Registrar and Chief Administrative Officer and the Secretary to Council. When required, the Secretary to Council can commission external legal advice on behalf of Council to support it in its decision making.</p> <p>The Audit and Risk Committee receives a standing item concerning regulatory compliance, elements of which are also taken account of in the University's Risk Register, which is also reported on a standing basis to the Audit and Risk Committee. This approach includes a regular assessment of the extent to which the University is meeting on an ongoing basis the applicable Conditions of Registration of the Office for Students.</p>
2.8	The board should have a clear, agreed and effective approach to equality, diversity and inclusion throughout the provider and in its own practice, and should regularly review the provider's performance in this area.	Partial – progressing to full	<p>The University is in the process of developing for Council's approval an Inclusion Strategy, performance against which will be overseen by the Inclusion Committee and the Finance and Resources Committee.</p> <p>All reporting to senior University governance bodies includes as a mandatory requirement, reporting around the way in which EDI has been considered and its impacts or otherwise on the subject of the report.</p> <p>Proposals are also being considered for an annual Inclusion report which would be submitted to key governance bodies to enable oversight by trustees of this important area.</p>



2.9	The board of a registered provider should ensure that it delivers in practice the Regulatory Framework's public interest governance principles .	Full	<p>The Regulatory Framework's public interest governance principles are set out below (<i>in italics</i>) with a statement beneath regarding the University's ongoing compliance with them.</p> <p>1. Academic freedom</p> <p><i>'Academic staff at an English higher education provider have freedom within the law:</i></p> <ul style="list-style-type: none"><i>to question and test received wisdom; and</i><i>to put forward new ideas and controversial or unpopular opinions</i> <p><i>without placing themselves in jeopardy of losing their jobs or privileges they may have at the provider.'</i></p> <p>Council monitors on at least an annual basis the University's Code of Practice on Freedom of Speech and Academic Freedom, the requirement for which is set out in Section 43 of the Education Act (No 2) Act 1986. This code sets out the way in which the University takes such steps as are reasonably practicable to ensure academic freedom and freedom of speech within the law is secured for members, students, employees and visiting speakers.</p> <p>Link to relevant published information</p> <p>2. Accountability</p> <p><i>'The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.'</i></p> <p>Council is aware of the need for its members and applicable members of senior staff to meet on an ongoing basis the OfS' fit and proper person test under the Regulatory Framework's Public Interest Governance Principles.</p> <p>Procedures are set out in the University's Ordinances and within the Conflict of Interest Policy and Procedure enabling action to be taken should a member, or members, fail to comply with the fit and proper person requirements, including the power to remove a trustee from office or a staff member. A Corporate Governance Statement setting out the University's governance arrangements and their effectiveness in the preceding year are set out in the University's Financial Statements which are subject to approval by Council and published on the University's website.</p> <p>3. Student engagement</p> <p><i>'The governing body ensures that all students have opportunities to engage with the governance of the provider, and that this allows for a range of perspectives to have influence.'</i></p>
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The University's students have multiple opportunities to engage in the assurance and enhancement of the learning opportunities made available to them, whether as representatives or on their own behalf. These opportunities include participation in the University's governing committees, internal and external surveys, periodic review and external engagements. The Students' Union is also provided with a substantial annual budget by the University.

Council receives as a standing item, a report from the President of the Students' Union, setting out key matters impacting the University's students. Council is supported in its role by two student members, one the President of the Students' Union (ex-officio) and a second nominated by the Students' Union. The Students Union Executive Team are routinely involved (alongside Council, Senate and Executive Group members) in two joint away day events run at the University to develop strategy at the University.

Further opportunities are being considered for deeper engagement between Council and the University's student body.

4. Academic governance

'The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent).'

Council receives an academic assurance report annually which includes a number of assessments in regard to compliance with the applicable Conditions of Registration of the Office for Students and assurance around how academic governance at the University is operated.

Council has three elected members of staff who also sit on Senate as a means of providing a link between it and Council as well as oversight of Senate's activities on behalf of the Board of Governors. These members provide updates and commentary on Senate business and activity at Council meetings.

Additionally, Council receives regular updates on the Senate's activities via the submission of the minutes of its meetings.

It is planned that, in future years, Council will receive from Senate a summary of the previous year's activities and plans for the forthcoming year which will provide assurance to Council that Senate is meeting the requirements of its terms of reference.



5. Risk management

'The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to continue to comply with all of its conditions of registration.'

The Audit and Risk Committee acts under delegated powers from Council and is responsible to Council for the oversight of financial audit and for reviewing and assuring the effectiveness of the University's internal control systems and risk management (including oversight of the University's Risk Register). It also provides institutional oversight of the University's statutory and regulatory compliance and is responsible for ensuring the University complies with the external Regulatory Framework overseen by the Office for Students. Externally appointed Internal Auditors report to the Audit and Risk Committee.

[Link to relevant published information](#)

6. Value for money

'The governing body ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all students and (where a provider has access to the student support system or to grant funding) for taxpayers.'

The Finance and Resources Committee, chaired by the Treasurer, is the committee of the Council responsible for approving policies for the effective management and control of the financial affairs of the University. Its exercises, on behalf of Council, delegated pursuant to Statute 16.3.

The Executive Group's Terms of Reference empower it to advise the Vice-Chancellor by: monitoring income and expenditure against the University budget.

The University's audited Financial Statements are made available to all stakeholders via the website and are subject to detailed scrutiny at the Audit and Risk Committee, as well as at Council.

A Value for Money statement is transparently published on the University's website providing an overview of the University's income and evidencing how this income is reinvested.

[Link to relevant published information](#)

7. Freedom of speech

'The governing body takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider.'



			<p>Ordinance 11.2 states that ‘While the Council shall ensure that there is a clear distinction between governance and management, the Council shall also ensure that both governance and management share a mutual aim to continue to create and maintain an institution that is committed and conducive to providing a teaching, learning and research environment that allows for both academic freedom and freedom of speech within the law.’</p> <p>Council monitors on at least an annual basis the University’s Code of Practice on Freedom of Speech and Academic Freedom, the requirement for which is set out in Section 43 of the Education Act (No 2) Act 1986. This code sets out the way in which the University takes such steps as are reasonably practicable to ensure freedom of speech within the law is secured for members, students, employees and visiting speakers.</p> <p>Link to relevant published information</p> <p>8. Governing body</p> <p><i>‘The size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider.’</i></p> <p>The size, composition, diversity, skills mix and terms of office of the governing body are overseen on an ongoing basis via detailed reports submitted to the Nominations and Governance Committee.</p> <p>Link to relevant published information</p> <p>9. Fit and proper</p> <p><i>‘Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.’</i></p> <p>The University has in place a detailed Conflict of Interest Policy and Procedure which requires all those presently occupying, and those appointed to, Council and key senior staff roles to be ‘fit and proper’ in the terms of the Office for Students’ public interest governance principles. To ensure these requirements are met, a detailed verification process is undertaken on all declarations made via a ‘Fit and Proper Declaration’ form.</p> <p>Link to relevant published information</p>
2.10	The board should appoint and periodically review the performance of a Chief Executive to lead the management team and exercise executive authority over the provider.	Full	Per 8 of the University’s Charter, ‘there shall be a Vice-Chancellor of the University who, as Chief Executive, shall be the principal academic and administrative Officer of the University and Chair of Senate’. Council is responsible for the oversight of the Vice-Chancellor’s performance, and their appointment and removal.



			In forming a view on Vice-Chancellor and senior staff remuneration, the Remuneration Committee periodically reviews their performance. This is supported by the ongoing line management of the Vice-Chancellor by the Chair of Council, who conducts a regular 1:1 appraisal process with the Vice-Chancellor to assess performance against a range of objectives.
2.11	The board of a registered provider should identify and nominate to the OfS an accountable officer (usually the Chief Executive) who will have the responsibilities set out by the OfS from time to time.	Full	The Vice-Chancellor is nominated to the Office for Students by Council as the Accountable Officer.
2.12	Where members of the board also hold management responsibilities within the provider, they should be clear about the capacity in which they are acting at all times, and what they are and are not authorised to do in that capacity.	Full	<p>The following positions on Council hold, or may hold, management positions at the University:</p> <ul style="list-style-type: none"> - Vice-Chancellor (ex-officio) - Pro Vice-Chancellor (Academic) - Elected staff members <p>All members of Council are required to declare any relevant interests at meetings, with any actual or potential conflicts dealt with according to the University's Conflict of interest Policy and Procedure, including the requirement that no members take part in any discussion or decision that impacts their own role. Despite these requirements all members are clear of their collective responsibility for the decision making of Council as the University's trustees.</p>

Principle Three: Academic Governance

There should be an appropriate framework in place for academic governance and the management of academic risk which ensures that academic standards are maintained and quality is enhanced.

Requirements		Level of compliance	Evidence/explanation full/partial/non-compliance
3.1	There should be an appropriate body (the academic board) to which the board delegates responsibility for maintaining and enhancing academic quality and standards.	Full	<p>The University's Charter and Statutes set out that 'There shall be a Senate of the University (in this Our Charter - called 'the Senate') which shall be the governing academic authority of the University and shall, subject to the powers of the Council as provided in this, Our Charter and Statutes, be responsible for the academic work of the University, in teaching, research, scholarship and examining, and for the regulation and superintendence of the education and discipline of the students of the University.'</p> <p>Link to relevant published information</p>
3.2	The board should actively seek and receive assurance from the academic board that academic governance is robust and effective. "Academic governance" in this context means how the academic affairs of the provider are governed.	Full	Council receives an academic assurance report annually which includes a number of assessments in regard to compliance with the applicable Conditions of Registration of the Office for Students and assurance around how academic governance at the University is operated.



			<p>Council has three elected members of staff who also sit on Senate as a means of providing a link between it and Council as well as oversight of Senate's activities on behalf of the Board of Governors. These members provide updates and commentary on Senate business and activity at Council meetings.</p> <p>It is planned that, in future years, Council will receive from Senate a summary of the previous year's activities and plans for the forthcoming year which will provide assurance to Council that Senate is meeting the requirements of its terms of reference.</p>
3.3	<p>The board should receive, test and provide to stakeholders assurance on academic quality and standards and the integrity of academic qualifications, and should work with the academic board to maintain standards and continuously improve quality.</p>	Full	<p>The Senate of the University is its governing academic authority. Senate's responsibilities include: the regulation and control of all academic awards as well as the programming and teaching that facilitates students' admission to said academic awards, the management of the formalities associated with making academic awards and the regulation of student discipline.</p> <p>The Senate is also responsible for overseeing the development of the University's academic portfolio (including all associated research, learning and teaching and assessment activities), for the admission of students and for all areas pertaining to academic delivery and support.</p> <p>Senate's powers are exercised through a number of sub-committees, whose terms of reference were approved by Senate: the University Research Committee (responsible for overseeing and monitoring the University's research strategy, research environment, research degrees and ethics, the University Assessment Learning & Teaching Committee (responsible for overseeing and monitoring the University's learning and teaching strategy and all matters of academic quality in taught provision – including approvals, external examiners, annual monitoring and periodic review), the Inclusion Committee (a joint committee of Senate and Council responsible for monitoring and reporting on the impact of quality and standards across all demographic splits) and the Honorary Appointments and Awards Committee (a joint committee of Senate and Council responsible for making appointments to the University's honoraria).</p>
3.4	<p>The board should receive assurance that specific academic risks (such as those involving validating partners and awarding bodies, the recruitment, retention and attainment of students, or grade inflation) are being effectively managed.</p>	Full	<p>The Audit and Risk Committee has responsibility for oversight of the University's Risk Register, which it reviews at each of its ordinary meetings. The Risk Register includes a number of academic-related risks, including those which relate to the applicable Conditions of Registration of the Office for Students.</p>
3.5	<p>For registered providers, the board should understand, respect and uphold the principle of academic freedom (the ability within the law for academic staff to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges).</p>	Full	<p>Council has approved a Code of Practice which sets out the ways in which stakeholders' rights and obligations in respect of freedom of speech and academic freedom operate at the University and how the balance of legal responsibilities is achieved.</p> <p>Link to relevant published information</p>



3.6	For registered providers, the board should understand the provider's legal responsibilities to uphold freedom of speech within the law and be able to demonstrate this understanding.	Full	Council has approved a Code of Practice which sets out the ways in which stakeholders' rights and obligations in respect of freedom of speech and academic freedom operate at the University and how the balance of legal responsibilities is achieved. Link to relevant published information
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Principle Four: Risk Management

The board should have oversight of key policies and procedures, and should have overall responsibility for risk management and internal control.

Requirements	Level of compliance	Evidence/explanation full/partial/non-compliance
4.1	The board should ensure that the provider has the policies and procedures it needs to deliver its objectives, values, culture and strategy and to meet its legal, regulatory and governance responsibilities, and that these policies and procedures are reviewed at appropriate intervals.	Full All University policy and procedures include a timescale for review. The University's Ordinances include a requirement that the Ordinances and Scheme of Delegation are reviewed at regular intervals. Revised governance/policy documents are reviewed by Council and/or the appropriate committee of Council. Council receives a standing item at its meetings which provides an update on regulatory compliance matters. Link to relevant published information
4.2	The provider's policies and procedures should ordinarily be published and easily accessible to its stakeholders, including staff and students, and members of the public.	Full The University's policies and procedures are published on its website and are easily accessible to stakeholders, including students, staff and members of the public. Link to relevant published information
4.3	The board should establish a process for identifying and keeping under review the key risks facing the provider and satisfy itself that any risks so identified are appropriately managed.	Full The Audit and Risk Committee oversees a detailed risk register at each of its meetings which enables risk areas to be managed and acted upon. The committee is also able to focus the internal audit plan and the resources available to it via the Internal Auditors on areas where risk has been identified. Internal audit reports are reviewed by the committee at each of its meetings and the committee also oversees an action plan of various actions to be implemented by the Vice-Chancellor and Executive Group by way of response.



4.4	The board should establish an appropriate system of internal control, including financial controls.	Full	<p>The Audit and Risk Committee is responsible for advising Council on the effectiveness of the University's management and control systems, keeping under review the effectiveness of risk management, culture, control and governance arrangements that sit outside of the remit of the Nominations and Governance Committee.</p> <p>The Audit and Risk Committee is also responsible for appointing the internal and external auditors, ensuring that their resources are directed appropriately and that their performance and effectiveness is reviewed.</p> <p>Link to relevant published information</p>
4.5	The board should consider how the work of internal (if any) and external auditors should be overseen and agree how recommendations from auditors will be recorded and acted upon, for example through the production of an annual audit report.	Full	<p>The Audit and Risk Committee of Council oversees the work of the Internal Auditors, including consideration for approval of its annual plan and regular progress updates.</p> <p>Internal audit reports are reviewed by the committee at each of its meetings and the committee also oversees an action plan of various actions to be implemented by the Vice-Chancellor and Executive Group by way of response.</p> <p>Link to relevant published information</p>
4.6	The board should receive regular assurance that the conditions of any funding or OfS registration are being met.	Full	<p>Council and the Audit and Risk Committee receives a standing report regarding regulatory compliance matters to which an OfS Conditions of Registration mapping document is appended providing an assessment by the Registrar and Chief Administrative Officer as to compliance with each of the applicable Conditions.</p>
4.7	The board should ensure that there are appropriate arrangements in place to consider complaints about alleged wrongdoing, impropriety and misconduct, including investigation and follow-up action.	Full	<p>The Audit and Risk Committee is responsible for ensuring that there are effective procedures in place for the management of whistleblowing disclosures. The committee receives a biannual report on whistleblowing disclosures which enables it to be satisfied that the university's Whistleblowing Policy is being operated appropriately.</p> <p>The Finance and Resources Committee considers information pertaining to staff complaints and grievances.</p>
4.8	The board should ensure that there is an effective and transparent process published and available to students which follows the principles of the Good Practice Framework requirements of the OIA Scheme (or equivalent independent redress scheme).	Full	<p>The University's policies and processes in this area are clearly set out via the Regulations Handbook, which is published on the University's website.</p> <p>Link to relevant published information</p>



Principle Five: Size and Skill			
The board should be of an appropriate size and composition and have the requisite skills to discharge its responsibilities under this Code.			
Requirements		Level of compliance	Evidence/explanation full/partial/non-compliance
5.1	The membership of the board should reflect the skills and experience necessary to deliver the provider's objectives, values, culture and strategy, but should not be so large as to be unwieldy.	Full	<p>The Nominations and Governance Committee has a responsibility to oversee a regularly updated skills matrix to ensure that the membership of Council reflects the skills and experience necessary to deliver the University's objectives, values, culture and strategy. The committee also maintains oversight of Council's size to ensure this is appropriate to the University's requirements.</p> <p>Link to relevant published information</p>
5.2	The board should establish processes to ensure that all members of the board are fit and proper persons.	Full	<p>Council is aware of the need for its members to meet, on an ongoing basis, the OfS's fit and proper person test under the Public Interest Governance Principles of the Regulatory Framework.</p> <p>All trustees are subject to a fit and proper person test prior to appointment, which is a requirement of the University's revised Conflict of Interest Policy and Procedure. Procedures are set out in the Ordinances enabling action to be taken by Council should a member, or members, of the board fail to comply with the fit and proper person requirements, including the power to remove a trustee from office.</p> <p>Link to relevant published information (5.7)</p> <p>These checks are also carried out as part of the process of recruiting new governors, and the outcomes of the checks form part of the Nominations and Governance Committee's, and ultimately Council's, consideration of proposed new appointments to Council.</p> <p>Link to relevant published information</p>
5.3	Where relevant skills or experience are not reflected on the board, consideration should be given to how the board can fill these expertise gaps in a timely and appropriate way, for example by creating an advisory board as an interim step to further recruitment to the board.	Full	<p>The Nominations and Governance Committee oversees recruitment processes for new members of Council and makes recommendations to Council for approval. Executive search firms are utilised for this purpose, but other channels may also be explored.</p> <p>Council has also opted to utilise co-opted members as a means of adding further skills to its sub-committees and creating a pipeline of independent Council members of the future.</p> <p>Link to relevant published information</p>
5.4	The board should consider appointing an appropriate number of non-executive or independent members and, in the case of	Full	<p>The Nominations and Governance Committee oversees the membership of Council, ensuring compliance with the University's Charter, Statutes and Ordinances regarding the balance of its membership, which includes a</p>



	registered providers in receipt of financial support from the OfS, must appoint at least one independent member, with the requisite skills, experience and time to discharge their duties.		<p>requirement that independent members ‘shall form a majority of the overall membership of Council’ and who bring a variety of skills and experience in support of the good decision making of Council.</p> <p>Link to relevant published information</p>
5.5	Any non-executive and/or independent directors should be appointed for a fixed period of time and any decision to renew or extend beyond this period should only be made for good reason in exceptional circumstances.	Full	<p>The Nominations and Governance Committee oversees the appointment and re-appointment of members of Council which are subject in all cases to a final decision of Council.</p> <p>The University’s Ordinances prescribe that independent, staff and other nominated members ‘shall be invited to serve an initial term of three years and shall be eligible for re-appointment for up to two further terms, each of three years’.</p> <p>There is no provision for the term of office of members to go beyond three terms of three years.</p> <p>Link to relevant published information</p>
5.6	The board should consider whether it is appropriate to appoint a student representative to the board, and, if not, how student engagement with the board may otherwise be facilitated (see further Principle 10 below).	Full	<p>Council has two student representatives among its membership. The Students’ Union President is an ex-officio member and the Students’ Union nominates a further member to sit on Council as a full member.</p> <p>Link to relevant published information</p>
5.7	The board should establish appropriate processes for managing appointments to the board and for succession planning.	Full	<p>Council has established a Nominations and Governance Committee which has a responsibility to manage processes associated with appointments to Council and for succession planning. This often includes of its members being involved in a recruitment process which leads to oversight of a longlist, shortlist and then interviews with candidates before making a recommendation(s), as appropriate, for the committee’s consideration prior to a final decision of Council.</p> <p>Link to relevant published information</p>
<p>Principle Six: effectiveness</p> <p>The board and any committees should discharge their duties in an effective and efficient way.</p>			
Requirements		Level of compliance	Evidence/explanation full/partial/non-compliance
6.1	The board should hold regular meetings and should receive timely and appropriate information.	Full	The University’s Ordinances require that Council shall have ‘one ordinary meeting per quarter’ though in practice Council usually conducts five ordinary meetings a year and this is supplemented by two strategic away day meetings, one in the spring and one in the autumn.



			<p>The Ordinances contain provision for Council to meet extraordinarily when the circumstances require it, and business may also be transacted by correspondence between meetings usually as a result of urgency.</p> <p>Link to relevant published information</p>
6.2	<p>The annual cycle of meetings for the board should be arranged so that the board is able to receive and scrutinise relevant reports from management and other governance bodies over whose activities the board is expected to exercise oversight.</p>	Full	<p>The Secretary to Council is responsible for organising a schedule of meetings for Council and its committees which enable scrutiny of relevant reports from management and other governance bodies. The schedule of meetings is organised in such a way that enables committees of Council to consider key matters prior to Council consideration, where required. When this is not possible, a draft minute extract of a committee's debate on a matter which will go before Council is appended to the relevant report considered by Council to support Council in its decision making and in the interests of avoiding duplication.</p> <p>Council receives draft and/or confirmed minutes (subject to timing) for relevant committees that report to Council as part of its supporting paper pack at each meeting.</p>
6.3	<p>There should be a chair of the board whose role it is to ensure that the board discharges its responsibilities effectively. Where the chair also holds a management role in the provider, they must always be clear in which capacity they are acting.</p>	Full	<p>The University's Charter requires that 'there shall be a Chair of the Council who shall preside over meetings of the Council, in accordance with the powers set out under Statute 15.' The Chair of Council holds no management role at the University in accordance with the requirement of the University's Ordinance 8.11, that 'There shall be an independent member of Council appointed Chair of the Council.'</p> <p>Link to relevant published information</p> <p>The Nominations and Governance Committee oversees the appointment of a Chair, which is subject to a final decision of Council.</p> <p>Link to relevant published information</p>
6.4	<p>There should be agreed protocols, such as standing orders, for the conduct of meetings, including electronic meetings, covering matters such as how and when agendas and supporting documents should be prepared and circulated, what the quorum is, and how decisions will be made.</p>	Full	<p>The University's Ordinances set out how meetings should be conducted, including provision for virtual meetings, and cover matters such as how and when agendas and supporting documents should be prepared and circulated and the quoracy of Council and Senate meetings.</p> <p>Link to relevant published information</p> <p>The University's Scheme of Delegation sets out how key decisions at the University are to be, who should be involved and consulted in taking these decisions and where the various responsibility lies for key decision making.</p> <p>Link to relevant published information</p> <p>The quorum for meetings other than Council and Senate, such as the sub-committees of Council and the Executive Group are set out in their terms of reference.</p>



			Link to relevant published information
6.5	Information provided to the board should be timely, accurate and contain an appropriate level of detail that reflects the board's governance role.	Full	<p>The Secretary works with report authors to ensure that papers considered adhere to a structured format that focuses on their contribution to the University's Strategic plan, are timely and contain an appropriate level of detail appropriate for, and reflective of, Council's governance role.</p> <p>Work to refine reports and ensure they are of the highest standard to support effective decision making remains an area of continuous improvement.</p>
6.6	Appropriate support should be available to the board to ensure that its meetings are arranged efficiently, that agendas are prepared and papers circulated in advance and that accurate minutes of meetings are taken.	Full	<p>The Secretary to Council ensures that Council's meetings are efficiently arranged, that agendas are prepared and that papers are circulated - usually five working days in advance of meetings.</p> <p>Planning meetings are held with Chairs to enable input into the agenda and to plan consideration of items to be discussed at meetings.</p> <p>Accurate minutes are taken at all meetings of Council and its committees, which are meticulously checked, and in the case of Council minutes are then published on the University's website minus any commercially or otherwise sensitive matters, which are redacted and kept to a minimum.</p> <p>Link to relevant published information</p>
6.7	The board should, wherever necessary, have access to and take advice and guidance in discharging its responsibilities. Where appropriate, a secretary to the board should be appointed, to provide operational and legal advice for compliance with the provider's governance framework. Where such a secretary is appointed, all members of the board should have access to them for advice. To ensure the secretary can discharge these functions effectively, they should be of sufficient seniority to ensure that the board acts in a way that is compliant with its legal, regulatory and governance functions.	Full	<p>Council has appointed an independent Secretary who reports to Council to provide operational advice and can commission legal advice for compliance with the University's Charter, Statutes, Ordinances and Scheme of Delegation.</p> <p>Link to relevant published information</p>
6.8	The board should consider establishing, and providing resource to support, such committees as are necessary for the effective discharge of its duties, and agree and periodically review the membership and terms of reference of, and delegations to, such committees.	Full	<p>Council has in place a structure of committees to which various decisions and responsibilities are delegated which enable the effective discharge of its duties. Ordinance 8.44 sets out Council's sub-committee structure.</p> <p>Link to relevant published information</p> <p>The Ordinances require that the Scheme of Delegation (which sets out where the responsibilities of Council are delegated and decisions are to be taken) be reviewed annually on a light touch basis and at least every three years</p>



			<p>on an in-depth basis. The Nominations and Governance Committee is responsible for leading this process and proposing changes for Council's approval.</p> <p>Link to relevant published information</p>
6.9	Where appropriate to the size of the board, consideration should be given to appointing a vice-chair, to lead the board in the absence of the chair.	Full	<p>Council has appointed a Vice-Chair (a requirement of its Statutes) who leads the business of Council in the absence of the Chair and who also provides a sounding board to the Chair in dealing with Council business.</p> <p>Link to relevant published information</p>
6.10	Where appropriate to the size of the board, consideration should be given to the appointment of a senior independent director/governor/trustee to help advise the chair, to act as an intermediary for other board members and to help carry out an annual appraisal of the chair's performance.	N/A	<p>The annual appraisal of the Chair is led by the University Chancellor and the Vice-Chair of Council who also acts as a sounding board to support the Chair of Council and other members in the exercise of their duties.</p> <p>Council has not yet considered the appointment of a Senior Independent Governor on the basis that the role is effectively being carried out by the Vice-chair. This matter may be considered at some point in the future.</p> <p>Link to relevant published information</p>
6.11	The board should periodically review its own effectiveness, with external input.	Full	<p>It is a requirement of the University's Ordinance 11.4 that an independent review of governance effectiveness is conducted 'at least every three years'.</p> <p>Council usually appoints a steering group of members to oversee the response to these reviews and the efficient implementation of measures in response to the accepted findings of a review.</p> <p>Link to relevant published information</p>
<p>Principle Seven: Integrity</p> <p>Board members should discharge their duties to a high standard of professionalism, act with integrity, and conduct themselves openly and transparently, with appropriate regard to confidentiality.</p>			
Requirements		Level of compliance	Evidence/explanation full/partial/non-compliance
7.1	All board members should receive appropriate induction to understand their role as a member of the board and any specific role they hold such as chair or chair of a committee.	Full	<p>Council members are required to participate in a detailed induction process which enables them to be briefed on their roles and responsibilities as trustees and members of Council, the separation of governance and management responsibilities and the operational activities of the University. Trustees meet with a range of staff to gain this understanding. Additional sessions are held for newly appointed chairs of sub-committees.</p> <p>Those trustees holding specific roles, such as Chair positions, have a tailored induction process.</p> <p>Link to relevant published information</p>



7.2	The chair should ensure that all members of the board continually update their skills, knowledge and familiarity with the provider and the environment in which it operates.	Full	<p>An annual review process is carried out for all members of Council to enable a two-way exchange in which performance, skills, knowledge and professional development needs can be addressed.</p> <p>Council usually attends a joint training session with the Executive on an annual basis driven toward improving the way Council and the Executive operate and work together.</p> <p>The Vice-Chancellor regularly briefs Council members at Council meetings and meetings of its sub-committees regarding developments in the sector and the domestic and international environment in which it operates.</p> <p>Council carries out site visits to faculties and professional services functions as part of its ordinary meetings. This is driven toward increasing Council's understanding of the University and its students and staff.</p> <p>Link to relevant published information</p>
7.3	Independent members of the board should ensure they have the time and understanding necessary to discharge the role effectively.	Full	<p>It is a requirement on appointment that Council members can commit the appropriate amount of time to the role.</p> <p>The Nominations and Governance Committee oversees the attendance of Council members at meetings and their broader engagement.</p> <p>There are facilities through the University's governance processes to ultimately remove those members who are not able to devote the time necessary to be successful in the role.</p>
7.4	The performance of each member of the board should be considered at regular intervals and appropriate steps taken to ensure that performance is of a consistently high standard.	Full	<p>An annual review process is carried out for all members of Council to enable a two-way exchange in which performance, skills, knowledge and professional development needs can be addressed.</p> <p>The Nominations and Governance Committee oversees the attendance of Council members at meetings (usually twice a year) and their broader engagement in University business and events.</p> <p>There are facilities through the University's governance processes to ultimately remove those members who are not able to devote the time necessary time to the role.</p> <p>Link to relevant published information</p>
7.5	The board should make its decisions collectively in the best interests of the provider and with an appropriate level of scrutiny and challenge of matters relevant to the decision in question.	Full	<p>The University's Statutes state that 'Once a decision has been taken members are collectively responsible for upholding the decision, even if they abstained or voted against it'. The collective decision making of Council is also made clear as part of the induction process.</p> <p>Link to relevant published information</p>



7.6	If any individual member of the board disagrees with a collective decision of the board, they may ask for that to be minuted, but must nonetheless abide by it.	Full	Though this is not explicitly referenced in the University's Ordinances, owing to the principle of collective accountability for decision making and the onus on Council to reach decisions 'by consensus', there is provision for Council to conduct a vote when required, which gives the opportunity for members to vote against a motion. If requested, it may be minuted that a member or members voted against or had a contrary view to the decision reached by Council.
7.7	The board should act with openness, transparency and integrity and in a way that inspires confidence in the provider on the part of all stakeholders. Where appropriate, the board should act in accordance with the Nolan Principles of Public Life.	Full	<p>Numerous steps have been taken in the past 18 months to make Council's activities more open and transparent than had previously been the case including:</p> <ul style="list-style-type: none"> • Publication of redacted (where commercially or otherwise sensitive) Council minutes • Biannual strategic away day meetings involving students and staff across the University • Council visits to faculties and services across the University, including an opportunity to meet with students and staff • Regular updates to students and staff, including via town hall meetings, regarding the implementation of governance improvements as a result of the Halpin Governance Effectiveness Review <p>The University broadly aims to conduct its affairs in adherence with the Nolan Principles of Public Life though as a private and independent institution it reserves the right to take a different approach, such as the Nolan Principle's requirements for 'selflessness' which may not always align with a private institution.</p>
7.8	The board should establish appropriate processes to identify, record, declare and manage any actual or potential conflicts of interest.	Full	<p>The University has in place a detailed Conflicts of Interest Policy and Procedure, which all staff and members of Council are required to comply with. There is an item on all University agendas to enable those present at meetings to declare an interest in any items being considered.</p> <p>Link to relevant published information</p>
7.9	There should be a register of interests that should be publicly accessible.	Full	The University maintains and publishes a detailed Register of Interests for all members of Council and the Executive Group, which is considered as part of the wider paperwork for each ordinary meeting of Council.
Principle Eight: Remuneration			
Requirements		Level of compliance	Evidence/explanation full/partial/non-compliance
8.1	Remuneration arrangements for board members and for senior staff should be approved by the board and should incentivise the behaviour and performance needed to deliver the strategy and long-term sustainable success of the provider.	Full	<p>No members of Council receive remuneration in connection with their roles.</p> <p>The Remuneration Committee is responsible on behalf of Council for approving any changes in remuneration of senior staff. The Committee's Terms of Reference are published on the University's website.</p> <p>Link to relevant published information</p>



			<p>This document includes a reference to a Senior Staff Remuneration Framework which guides the committee in its approach to senior staff remuneration and severance.</p> <p>Link to relevant published information</p>
8.2	The board's policy on and procedures for determining remuneration should be published.	Full	<p>The Senior Staff Remuneration Framework which guides the Remuneration Committee in its approach to senior staff remuneration and severance.</p> <p>Link to relevant published information</p>
8.3	Decisions about remuneration should reflect performance.	Full	<p>The Remuneration Committee's terms of reference are published on the University's website and include a responsibility to 'receive and review reports on the performance' of the Vice-Chancellor and senior staff in coming to view on remuneration.</p> <p>Link to relevant published information</p> <p>The Senior Staff Remuneration Framework requires that, 'The [Remuneration] Committee shall determine the remuneration of senior staff for the current financial year based on institutional context and performance, the market for the role and individual's performance. The Committee may also make adjustments to rectify pay anomalies.'</p> <p>Link to relevant published information</p>
8.4	No one should be involved in making or influencing decisions about their own remuneration.	Full	<p>The Remuneration Committee's Terms of Reference are published on the University's website and include that the Vice-Chancellor, nor any member of staff whose remuneration the committee is required to consider, are able to attend for any matter relating to their own remuneration.</p> <p>Link to relevant published information</p>
8.5	For providers which are charities, remuneration of members of the board must meet the requirements of the Charity Commission's guidance on trustee expenses and payments (CC11).	N/A	<p>No members of Council receive remuneration in connection with their roles.</p> <p>All Council members can claim reasonable expenses incurred in connection with their duties as trustees in adherence with the Charity Commission's guidance on trustee expenses and payments (CC11).</p>
8.6	Registered providers must comply with the OfS's requirements on senior staff pay*. *These are:	Full	<p>The Remuneration Committee works to a Senior Staff Remuneration Framework which aims to comply with the Committee of University Chairs' Senior Staff Remuneration Code. The Senior Staff Remuneration Code covers three core elements (set out in <i>italics</i>), the University responses to which are set out beneath:</p>



'We require providers to disclose information about senior staff pay data, decision making arrangements and justifications. Providers must:

- share specific information with us
- publish specific information in their audited financial statements
- take into account the [code for senior staff remuneration published by the Committee of University Chairs.](#)'

1. A fair, appropriate and justifiable level of remuneration

a) Remuneration should take account of the context in which the institution operates, including any consideration of the relevance of fair pay for all.

The Remuneration Committee determines the remuneration of senior staff for the current financial year based on institutional context and performance, the market for the role and the individual's performance. The Committee may also make adjustments to rectify pay anomalies.

The Remuneration Committee considers the role responsibilities, context and expected contribution of the role holder which will include consideration of the market value for similar roles both within and outside of the sector and the need to recruit and retain the most talented individuals. This will include consideration of pay benchmarking surveys.

b) Remuneration must be linked to the value, based on several components, delivered by an individual acting within a role.

The Remuneration Committee determines the remuneration of senior staff for the current financial year based on institutional context and performance, the market for the role and the individual's performance. The Committee may also make adjustments to rectify pay anomalies.

The University does not currently have a bonus policy or a performance-related pay process in place, which it may review in the future.

c) Remuneration must consider matters of equality, diversity, and inclusion to ensure that there are no biases pertaining to gender or other protected characteristics within the pay structure.

The Remuneration Committee considers equality, diversity, and inclusion, with a view to eliminating any gender or other bias (e.g., race, disability, age, etc.) that might influence decisions on remuneration. The Committee has access to relevant workforce metrics including the University's performance in relation to the gender pay gap and other pay gap data.

d) Institutions should be clear about what they expect from staff, i.e., what is 'normal' and what is 'exceptional'. There should be a robust and consistent process for setting objectives and assessing an individual's contribution.

Expectations of staff are set via the Personal Development Review process.

e) Remuneration can vary according to individual performance.



The Remuneration Committee determines the remuneration of senior staff for the current financial year based on institutional context and performance, the market for the role and individual's performance. The Committee may also make adjustments to rectify pay anomalies.

f) Awards made in respect of annual bonus arrangements linked to the achievement of specific annual objectives should not be consolidated.

The University does not currently have a bonus policy or a performance related pay process in place. These may be reviewed in the future.

g) From time to time the value of a role may need to be reviewed in light of changing conditions, sustained performance, experience etc.

The Remuneration Committee determines the remuneration of senior staff for the current financial year based on institutional context and performance, the market for the role and individual's performance. The Committee may also make adjustments to rectify pay anomalies. The Remuneration Committee considers the role responsibilities, context and expected contribution of the role holder which will include consideration of the market value for similar roles both within and outside of the sector and the need to recruit and retain the most talented individuals. This will include consideration of pay benchmarking surveys.

h) Non-achievement of an individual's expected contribution should have consequences.

The non-achievement of an individual's expected contribution has consequences which are managed via the the University's staff-related policies. The Remuneration Committee determines the remuneration of senior staff for the current financial year based on institutional context and performance, the market for the role and individual's performance.

i) Any severance payments must be reasonable and justifiable.

Decisions taken on severance are done so in accordance with the Committee of University Chair's guidance on decisions taken about severance payments in Higher Education Institutions. The Senior Staff Remuneration Framework states that 'It is important that severance payments should not result in reward, or risk being perceived as a reward, for poor performance, failure, dishonesty, or inappropriate behaviour.'

i) There should be a clear and justifiable rationale for the retention of any income generated by an individual from external bodies in a personal capacity.

The University's Conflict of Interest Policy and Procedure includes a requirement that all relevant interests and commitments are declared to the University to enable these to be considered from the perspective of an actual, perceived or potential conflict.



2. Procedural fairness

a) Senior post holder remuneration should be determined in the context of each institution's approach to rewarding all its staff, and in particular, consideration should be given annually to the rate of increase of the average remuneration of all other staff.

The Remuneration Committee determines the remuneration of senior staff for the current financial year based on institutional context and performance, the market for the role and individual's performance. The Committee may also make adjustments to rectify pay anomalies.

b) No individual can be involved in deciding his or her remuneration.

The Secretary to Council acts as secretary to the Remuneration Committee and ensures that no individual is involved in deciding their own remuneration, including a requirement that affected individuals (including the Secretary, as applicable) recuse themselves when their own remuneration is discussed and/or decided over.

c) Remuneration Committees must be independent and competent.

The membership of the Remuneration Committee consists entirely of independent members of Council, who have been appointed to the committee on the basis of the understanding they bring of the University, Human Resources and matters relating to senior remuneration and severance.

d) The head of the institution (Hol) must not be a member of the Remuneration Committee.

The Vice-Chancellor (the Head of the institution) is not a member of the Remuneration Committee.

e) Remuneration Committees, when considering Hol remuneration, must be chaired by a lay governor who is not Chair of the governing body.

The Remuneration Committee is chaired by an independent trustee who is not the Chair of Council.

3. Transparency and accountability

Each institution must publish a readily accessible annual statement, based on an annual report to its governing body, containing:

a) a list of post-holders within the remit of Remuneration Committee

b) membership of the Remuneration Committee

c) its policy on the remuneration for post-holders within the remit of Remuneration Committee

d) its choice of comparator institutions/organisations



			<p>e) its policy on income derived from external activities f) the pay multiple of the HoI and the median earnings of the institution's whole workforce, illustrating how that multiple has changed over time and, if it is significantly above average, an explanation of why g) an explanation of any significant changes</p> <p>The above information is published in the University's Remuneration Report which is considered for approval by Council annually, though some of the above information is also available in the University's Financial Statements.</p> <p>Link to relevant published information</p>
Principle Nine: Fair Reporting			
Requirements		Level of compliance	Evidence/explanation full/partial/non-compliance
9.1	The board should publish an annual report of the performance of the provider against its strategy, objectives and values.	Full	<p>The annual report of the trustees is contained within the University's Financial Statements.</p> <p>Link to relevant published information</p>
9.2	The board should ensure that it publishes accurate information on the use of public funding and value for money on the provider's website, as well as any other information that supports regulatory compliance and accountability to all stakeholders.	Full	<p>The University has published a Value for Money statement which sets out information on the use of public funding and value for money.</p> <p>Link to relevant published information</p> <p>Further information on the use of public and other funding is contained within the University's audited Financial Statements.</p> <p>Link to relevant published information</p> <p>Further information supporting regulatory compliance is available across the University's online Handbooks.</p> <p>Link to relevant published information</p>
9.3	The board should consider whether the minutes of the board and any committees should be published on the provider's website.	Full	<p>Council has considered this matter and has taken a decision to publish redacted minutes of its meeting on the University's website. Content is redacted only when the information is considered by Council to be genuinely confidential. These minutes contain an update report from the Chairs of key committees which serve as an update regarding the business of these committees.</p> <p>Link to relevant published information</p>



9.4	For registered providers, it is a requirement of the OfS that minutes of the meetings of the board and its committees are publicly available except where genuinely confidential.	Partial	<p>Council has considered this matter and has taken a decision to publish redacted minutes of its meeting on the University's website. Content is redacted only when the information is considered by Council to be genuinely confidential. These minutes contain an update report from the Chairs of key committees which serve as an update regarding the business of these committees (full committee minutes are therefore not published on the basis that the content is often highly commercially or otherwise sensitive).</p> <p>Link to relevant published information</p>
9.5	Where a matter is designated as confidential, there should be a periodic review of the designation of confidentiality to determine its continued appropriateness.	Full	A review is conducted on an annual basis to ensure whether the redaction of information remains appropriate.
Principle Ten: Students and Stakeholders			
Requirements		Level of compliance	Evidence/explanation full/partial/non-compliance
10.1	The board should identify the key stakeholders of the provider and determine how it will engage in appropriate and meaningful dialogue with each stakeholder group.	Partial – progressing to full compliance	<p>The University will be conducting an external stakeholder survey in 2024 to engage in a meaningful dialogue around the external perceptions of the University. A report on the findings of this survey will be reported to Council to enable consideration to be given to any action that might be required.</p> <p>Where appropriate, the University seeks to consult with its stakeholders in key processes, including in the appointment to key roles such as Vice-Chancellor and Chancellor, and the development of a new strategy.</p>
10.2	The board should consider how the concerns of each stakeholder group in connection with the provider's strategy, values, culture and performance can be effectively communicated to it and be taken appropriately into account.	Partial – progressing to full compliance	<p>The University will be conducting an external stakeholder survey in 2024 to engage in a meaningful dialogue around the external perceptions of the University. A report on the findings of this survey will be reported to Council to enable consideration to be given to any action that might be required.</p> <p>Where appropriate, the University seeks to consult with its stakeholders in key processes, including in the appointment to key roles such as Vice-Chancellor and Chancellor, and the development of a new strategy.</p>
10.3	A key stakeholder group will be the provider's students, and the board should ensure that the provider acts in their best interests and that there are opportunities for two-way communication between the board and students.	Full	<p>Council and Senate receive as a standing item a report from the President of the Students' Union, setting out key matters impacting the University's students. Council and Senate are supported in their roles by two student members, one the President of the Students' Union and a second nominated by the Students' Union. The Students Union Executive Team are routinely involved in two joint away day event run at the University, also involving members of Council, Senate and the Executive Group.</p> <p>All University committees include appropriate student representation with only progression and award matters reserved.</p>



			Further opportunities are being considered for deeper engagement between Council and the student body.
10.4	The board should ensure there is an appropriate feedback mechanism to allow it to have oversight of issues and themes arising from student complaints.	Full	Senate receives an annual report on Student Complaints to enable appropriate oversight of issues and themes that may arise.
10.5	Students and staff should have the opportunity to engage with the governance of the provider, allowing a range of perspectives to have influence.	Full	<p>Council has among its membership the President of the Students' Union (ex-officio) and a further student member of Council who is nominated to serve by the Students' Union. The President of the Students' Union reports at each Council on pertinent issues faced by students and issues which benefit from Council's oversight.</p> <p>Council has among its membership elected staff representation from both the academic and professional services functions of the University.</p> <p>Two away day meetings provide an opportunity for detailed, in-person engagement by students and staff with Council.</p>
10.6	The board should consider whether it would benefit from the skills of a student representative on the board (see Principle 5) and how the views of students may be heard by the board.	Full	<p>Council has among its membership the President of the Students' Union (ex-officio) and a further student member of Council who is nominated to serve by the Students' Union. The President of the Students' Union reports at each Council on pertinent issues faced by students and issues which benefit from Council's oversight.</p> <p>Link to relevant published information</p>