

Section 3 The Board of Governors

3.1 Role and Responsibilities

This description is for summary purposes only and should be read in conjunction with the Articles of Association.

1. Constitution

The Governing Body is constituted under the terms of the Articles of Association approved by the Privy Council in 2005. The Board of Governors will comprise at least nineteen members and not more than 24 as follows:

The Vice-Chancellor

Independent members, the number of whom shall be not less than half the total members of which:

- At least half (6) shall be appointees of the Church of England and shall include the Bishop of Chichester and the remainder shall be appointed by the Residual Trustees (the Bishop Otter Trustees);
- The Other Independent Governors (6) shall be persons having experience of industrial, commercial or employment matters or the practice of any profession.

Three nominated members being:

- one student governor; and
- two teaching staff governors.

The remainder will be co-opted governors (7) including one elected non-teaching staff Governor.

All the Governors are Directors and Members of The University of Chichester, a private company limited by guarantee, Company No 4740553.

2. Membership

The Board has agreed that the following areas of expertise must be represented on the Board:

Financial Management	Audit and Compliance
Personnel	Estate Management & Development
Legal responsibilities of Charities and Trustees	Current issues in higher education
Information and Communications Technology	Lifelong Learning
Local needs of the wider community	Academic Quality
General Management	Student Welfare
Marketing and Public Relations	

At the final meeting in each calendar year, the Board shall appoint, by secret ballot, a Chair and Vice Chair of Governors and any other officers which it may determine. Staff and Student Governors are not eligible for election.

The Clerk to the Board of Governors will maintain a Register of Interests.

3. Attendance at Meetings

The Deputy Vice-Chancellor, the Pro Vice-Chancellor and the Director of Finance shall attend meetings of the Board. The Board may invite other officers, including the Head of Planning & Campus Services, to attend where business relevant to them is to be discussed.

4. **Frequency of Meetings**

The Board shall hold at least three ordinary meetings in each year and may call a special meeting at any time by the Chair or any five or more Governors upon not less than five days' written notice being given to the other Governors of the matters to be discussed [see Article 8.1].

5. **Authority**

The Board of Governors shall be responsible for:

- 5.1 subject to the terms of the Memorandum and Articles of Association, the determination of the educational character and mission of the University and for the supervision of its activities;
- 5.2 the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
- 5.3 approving annual estimates of income and expenditure prepared by the Vice-Chancellor in consultation with the Finance Officer and in accordance with such financial regulations as pertain from time to time;
- 5.4 the determination of membership of the Designated Staff;
- 5.5 the assignment of duties and of the appraisal of the Vice-Chancellor;
- 5.6 the appointment discipline suspension dismissal and determination of the grading pay and conditions of service of the Vice-Chancellor and the Designated Staff;
- 5.7 the determination of the pay and general conditions of employment of all other members of the staff;
- 5.8 the appointment of auditors;
- 5.9 the variation in any way of the Articles;
- 5.10 the variation in any way of regulations other than those made by the Academic Board;
- 5.11 termination of membership of any Governor; and
- 5.12 any other act or thing required by the provision of the Companies Act.

6. **Duties**

The Role of the Board

In addition to the legal requirements placed upon it by the Articles of Association and by the Companies Act 1985, the Board is responsible for upholding the Seven Principles of Public Life drawn up by the Nolan Committee (Introduction (ii)) and specifically for the areas listed below.

6.1 Strategic Planning

The Board has a responsibility to enable the institution to achieve and develop its primary objectives of teaching and research and to identify the financial, physical and staffing strategies necessary to achieve these objectives. In this respect, the Board will be responsible for the final approval of the Strategic Plan or such other planning documents as are required to demonstrate good management practice.

6.2 Finance

The Board is responsible for:

- the approval of the budget for the following financial year;
- the approval of the annual report and accounts for the previous financial year;

6.3 Audit

In the light of any recommendation from the Audit Committee, the Board is responsible for:

- the appointment of the external auditor;
- the appointment of the internal auditor;
- the approval of the Internal Auditor's Audit Plan.

and for the approval of the Audit Committee's Annual Report to the Funding Council.

6.4 Estate Management

The Board is responsible for the oversight of the strategic management of the institution's land and buildings, in the case of the Bishop Otter Campus, subject to the approval of the Bishop Otter Trustees.

6.5 Staffing

In addition to paragraph 7.7 of the Articles of Association, noted above, the Board is responsible for:

- ensuring that there are procedures relating to all employment matters which conform with current legislation;
- ensuring that arrangements are in place whereby representations on matters of proper concern to the staff may be made by members themselves and/or their representatives to the Board of Governors, the Academic Board or the Vice-Chancellor as may be appropriate.

6.6 Students' Union

Under the terms of the Education Act 1994, the Board is responsible for:

- taking steps to ensure that the Students' Union operates in a fair and democratic manner;
- ensuring that the Students' Union is accountable for its finances;
- ensuring that arrangements are in place whereby representations on matters of proper concern to students may be made on their behalf to the Board of Governors, the Academic Board, or the Vice-Chancellor as may be appropriate.

6.7 Health and Safety

The Board of Governors carries the ultimate responsibility for the health and safety of employees, students and other individuals whilst on the institution's premises and in other places where they may be affected by its operations. The Board of Governors is responsible for ensuring that there is:

- a written statement of policy on health and safety, including details of the organisation and arrangements for implementing that policy;
- consultation with employees on health and safety;
- provision for the appointment by recognised trade unions of safety representatives; and
- health and safety responsibilities for the Students' Union are clearly designated.

7. **Reporting Procedures**

Except for matters relating to individual members of staff:

- copies of all agenda, papers and minutes will be circulated to members of the Board, the Deputy Vice-Chancellor, the Pro Vice-Chancellor, the Director of Finance and the Head of Planning & Campus Services. In addition, copies of all agenda, papers and minutes will be placed in the Learning Resources Centres at Bishop Otter Campus and Bognor Regis Campus.
- a summary report of decisions made by the Board and its Committees will be presented to the next meeting of the Academic Board.
- Copies of Minutes will be placed on the University's Intranet, once approved by the Board.

The Board may determine that matters relating to individual members of staff or students or issues, which are commercially or financially sensitive, will be dealt with as 'Reserved Items'.

8. **Clerking Arrangements**

The Clerk to the Governors will service the Board of Governors.