

Code of Practice on Corporate Governance

1. Introduction

This Code of Practice provides a summary of decisions taken by the University Council in relation to corporate governance and related procedural matters. It should be read as appropriate in conjunction with the University's governing instruments (Charter, Statutes, Ordinances, Regulations, Financial Regulations and Procedures, and Standing Orders of the Council), together with the Committee of University Chairs (CUC) Higher Education Code of Governance (2020).

2. Principles of Governance and Management

The Council recognises that there are clear distinctions between governance and management. However, an overriding aim of both governance and management at the University of Warwick is the preservation of academic freedom within the law, combined with academic responsibility.

Governance has to do with defining policies, setting strategic objectives and monitoring of progress towards those objectives, and effective governance requires an organisational culture which gives freedom to act, establishes authorities, accountabilities and at its core has relationships which are based on mutual respect, trust and honesty. Council members need to be satisfied that processes and procedures are in place that are sufficient, necessary and effective in running the business of the University. They do this by asking questions and ensuring responses are sound and consistent, rather than by doing direct checking themselves. Neither the Chair of the Council nor individual independent members should become involved in the day-to-day executive management of the University.

To ensure good governance, and facilitate effective management, the Council is guided by the public interest governance principles, which the Office for Students (OfS) requires all registered Higher Education providers to abide by:

I. Academic freedom: Academic staff at an English Higher Education provider have freedom within the law: 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 they may have at the provider.

II. Accountability: The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English Higher Education provider.

III. Student engagement: 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.

IV. 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).

V. **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.

VI. **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.

VII. **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.

VIII. **Governing body:** 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.

IX. **Fit and proper:** 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.

No less than every three years, the Council will review its own effectiveness and the institution's performance. The most recent Council Effectiveness Review commenced in the 2019/2020 academic year. Review of institutional performance will include annual consideration of strategic key performance indicators and transformational milestones, and periodic review of the University Strategic Risk Register (SRR).

3. The Higher Education Code of Governance

In addition, the Council follows the guidance set out in The Higher Education (HE) Code of Governance, published by the CUC. This Code includes a set of core values which HE governance should be founded on, which, together with the 'Nolan Principles of Public Life', provide an ethical framework for the personal behaviour of governors and boards as corporate entities. Alongside the OfS's public interest governance principles (listed above I.-IX.), the HE Code of Governance identifies six primary elements of HE governance, some of which overlap:

1 Accountability. The governing body is collectively responsible and accountable for institutional activities, approving all final decisions on matters of fundamental concern within its remit.

2 Sustainability. Working with the Executive, the governing body sets the mission, strategic direction, overall aims and values of the institution. In ensuring the sustainability of the institution the governing body actively seeks and receives assurance that delivery of the strategic plan is in line with legislative and regulatory requirements, institutional values, policies and procedures, and that there are effective systems of control and risk management in place.

3 Reputation. The governing body safeguards and promotes institutional reputation and autonomy by operating in accordance with the values that underpin this Code, its various elements and the principles of public life.

4 Equality, inclusivity and diversity. The governing body promotes a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the institution, including in the governing body's own operation and composition. This includes ensuring under-representation and differences

in outcomes are challenged and, where practicable, corrective action is taken to ensure fair outcomes for all.

5 Effectiveness. The governing body ensures that governance structures and processes are robust, effective and agile by scrutinising and evaluating governance performance against this Code (and other Codes where an institution's constitutional form requires it), and recognised standards of good practice.

6 Engagement. Governing bodies understand the various stakeholders of the institution (globally, nationally and locally) and are assured that appropriate and meaningful engagement takes place to allow stakeholder views to be considered and reflected in relevant decision-making processes.

4. Appointment and Terms of Office of Members of the Council

The total membership of the Council is 21, a majority of whom are independent members, including the Chair of Council and the Treasurer. The Council believes there is clear separation of roles and responsibilities between the Executive and the governing body, with delegated authorities to the Council's Committees. The Committees provide a suitable basis for involving Council members in detailed consideration of strategic and operational matters affecting the University prior to the submission of recommendations to the Council.

In line with the provisions of University Ordinance 4: The Council, guidance in the CUC HE Code of Governance, and following the resolution of the Council at its meeting of 15 May 2013, the maximum term of office for independent membership of the Council (except where provided for by another appointing criterion) is nine years (on a pattern of three plus three years, with the potential thereafter for reappointment on an annual basis for up to three further years, at the Council's discretion, and with no presumption of an extension of appointment beyond six years).

The Nominations Committee considers the re-appointment of an independent member after the first three year period, with an expectation that reappointment would normally be made for a further three years, noting that the appointment during each term of office is subject to the caveat that "in the event that the member was unable to perform their duties or that there was a need to rebalance the skills or diversity of the Council during the term of appointment, the Council could require the member to stand down."

5. Nominations Committee of the Council

The Council has established a Nominations Committee with the following membership and terms of reference:

Membership

The Chair of Council (Chair) ex officio

The Vice-Chancellor and President ex officio

The Vice-Chair of Council (Vice-Chair) ex officio

The Provost ex officio

Two Pro-Vice-Chancellors, appointed by the Vice-Chancellor and President

Three independent members of the Council, appointed by the Council

Terms of Reference

1 To keep under review:

- (a) the periods of membership of persons co-opted to membership of the Council.
- (b) the extent to which the membership of the Council is diverse, broadly representative of the public and appropriate to the interests of the University.
- (c) suggestions from any member of the University as to the names of individuals who might be considered for appointment to independent membership of the Council.
- (d) the pro-active steps to attract nominations, applications and suggestions for appointment to independent membership of the Council from within and without the University.

2 To recommend to the Council:

- (a) the appointment of independent members of the Council and individuals external to the University to membership of Council Committees.
- (b) the process by which the Professional Services member of University staff is recruited or elected for appointment to membership of the Council.
- (c) the individual to be appointed as the a Professional Services member of University staff to membership of the Council.

6. Other Committees of the Council

The terms of reference, constitution and membership of the following Committees of the Council are set out in Appendix 1.

Written reports, with decisions or recommendations, will be made by these committees to the Council, except for the Audit and Risk Committee which reports verbally as it meets the day before the Council. In a small number of cases these reports will only comprise an annual report or will only be brought forward when a matter is raised that requires the attention of the Council.

- (a) Art Collection Committee
- (b) Audit and Risk Committee
- (c) Finance and General Purposes Committee
- (d) Fundraising Ethics Committee
- (e) Remuneration Committee
- (f) University Estate Committee
- (g) University Executive Board (joint with Senate)
- (h) Social Inclusion Committee (joint with Senate)
- (i) Honorary Degrees Committee (joint with Senate)
- (j) Research Governance and Ethics Committee (joint with Senate)

In addition, the Finance and General Purposes Committee and the University Estate Committee have established a number of sub Committees that oversee the conduct of specific areas of business.

7. Delegation of Powers of the Council

While, as per the CUC HE Code of Governance, the Council is collectively responsible and accountable for institutional activities, approving all final decisions on matters of fundamental concern within its remit, subject to periodic reports to the Council, it has delegated powers to certain of its major Committees, details of which can be found within Committee Terms of Reference, and to Officers of the University, details of which can be found within the Scheme of Delegation. Some key delegations are set out below:

Table 1

Delegation	FGPC	UEC and Director of Estates	Executive Officers	Remuneration Committee	Vice-Chancellor and President	Policy Oversight Group
The power to act on all day-to-day matters not within the province of any other Committee of the Council.	x					
Executive powers to deal with matters of importance which would normally be referred to the Council, but agreed by the Chair of Council and Vice-Chancellor and President as requiring urgent decisions.	x					
The distribution and allocation of resources for academic and non-academic purposes.	x					
Investment policy and decisions and budgetary control of all funds.	x ¹					
The provision and maintenance of buildings, premises and grounds.		x				
The power to make contracts on behalf of the University, subject to a report to the Council whenever the seal and arms of the University are used.			x			
The determination and review of the remuneration packages of the Vice-Chancellor and President, members of the senior management team who report to the Vice-Chancellor, and those other members of senior staff who are involved in setting and moderating the pay for senior staff, in line with the terms of the remuneration policy framework approved by the Council, and not exceeding the delegated authority.				x		
The determination of the level of severance pay to be awarded to those members of staff whose salary exceeds £100,000 and all those senior members of University staff whose remuneration packages are determined and reviewed by the Remuneration Committee, in line with the terms of the remuneration policy framework approved by the Council, and not exceeding the delegated authority.				x		
Oversight of Health and Safety matters.					x	
The approval of all staff and student related policies.						x ²

Further details of the specific responsibilities delegated to the Committees of the Council are set out in Appendix 1, Membership and Terms of Reference of Committees of the Council 2020/21, and Appendix 2, Statement of Delegated Authorities.

¹ Within the context of the University financial plan.

² Except where there is an explicit requirement to seek the approval of the Senate, or where adopting the policy would have a significant impact on the financial or budgetary position of the University, where the approval of the Finance and General Purposes Committee is required.

8. Duties and Responsibility of Members of the Council

The University was created by Royal Charter granted in March 1965 which provides that the Council shall be the University's executive governing body.

The full details of the Council's powers and constitution are set out in the Charter and Statutes of the University, as amended and approved by the Privy Council in February 2019. The Council is the governing body of the University. It is the employing body and is responsible for the University's overall organisational structure and for its finances, property, investments and business. The Senate is the supreme academic authority and, subject to the powers of the Council, is responsible for regulating and directing the academic work of the University in teaching and research, including the awarding of degrees. In addition, one member of staff from Professional Services is elected by Professional Services to membership of the Council.

Members must discharge their duties in line with the accepted standards of behaviour in public life and the values in the CUC HE Code of Governance, accepting individual and collective accountability for the affairs of the institution. Members of the Council as individuals are personally responsible for any breach of trust, which includes wilfully exceeding their powers or spending University funds on something outside the University's charitable objects. To safeguard student and public funds, members of the Council are asked to sign a fit and proper person declaration form on an annual basis. The Audit and Risk Committee and the Finance and General Purposes Committee will continue to act vigorously to ensure that the University's spending of funds will be in strict compliance with these charitable objects.

The University is an independent Corporation. The University holds charitable status and the University and its governors (trustees) are required to adhere to the regulations set out by the Charity Commission. Although a member of the Council may have been appointed or elected as a representative of other University bodies such as the Senate or the Students' Union, a member owes their duty of care as a managing trustee to the University and not to their appointing body or electorate. All members of the governing body (including students and staff members) share the same legal responsibilities and obligations as other members, so no one can be routinely excluded from discussions.

Members of the Council as 'trustees' must at all times act in the best interests of the University and within the scope of their powers. Provided that they do so, as individual members, they will be indemnified by the University against the results of their actions or decisions. Members of the Council will not be held personally liable for debt in the unlikely event of the University becoming financially insolvent.

Particular documents that will be of interest to Council members are available to them on the Council Members webpage and Convene document library:

<https://warwick.ac.uk/services/gov/committees/council/councilmembers/>

9. The Senate

Whilst the Council is collectively responsible and accountable for institutional activities and good conduct of all aspects of the University's operation, within that the Senate has responsibility for the academic activities of the University, including all aspects of the operations of the University that have a bearing on teaching, research and the welfare, supervision and discipline of students.

In order that the Senate may fulfil its remit there are certain statutory provisions which ensure that the Council must take into account the views of the Senate on resource matters whether physical or financial insofar as they affect educational and social policy. In particular, the Senate has the power to advise the Council on the allocation of resources for teaching and research and to advise the Council on priorities for new buildings and on the long-term development of the University. In addition, the Senate may make recommendations to the Council on any matter of interest to the University.

The Senate provides assurance to the Council that academic governance is robust and effective, and that specific academic risks are being effectively managed. The Senate continues to work with the Council to maintain academic standards and continuously improve their quality.

10. Conflicts of Interest for Members of the Council

As per the CUC HE Code of Governance, all members of the Council have a duty to record and declare any conflicts of interest. It is important that all members of the Council of the University are cognisant of any conflict of interest which might arise from their membership of the Council (or other University body) on the one hand and membership or connection with other bodies outside the University on the other. The following is a set of simple steps which members of the Council and members of Council Committees are asked to follow.

The Secretary to Council maintains a Register of Members' Interests in which any third party pecuniary or non-pecuniary interests may be registered if the member considers that a conflict of interest could arise, or be perceived to arise. Annually, the Secretary to Council will seek from all members of the Council confirmation of their current interests. All members must respond, whether or not they have any interest to record. The Secretary to Council shall make the Register of Members' Interests available for inspection to any bona fide enquirer on demonstration of good cause and at the discretion of the Chair of the Council and the Secretary to Council, and subject to the provisions of the Freedom of Information Act. An anonymised Register of Members' Interests is available on the University website:

<https://warwick.ac.uk/services/gov/committees/council/members>. The Executive publishes its respective Registers of Interest on the University website: <https://warwick.ac.uk/services/vco/exec/>.

If a member has any pecuniary or non-pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Council or other University body at which the relevant matter is the subject of consideration, the member shall, at the meeting and as soon as practicable after its commencement, disclose the fact (notwithstanding any entry in the Register of Members' Interests). The member should then judge whether it is appropriate to take part in the consideration or discussion of the matter or vote on any question with respect to it, and whether it is appropriate to leave the meeting during the consideration of the relevant matter. At the start of every meeting of the Council, the Chair will give members an opportunity to declare any interests.

Members of the Council should also bear in mind the requirements under the UK Bribery Act 2010 and the University's Anti-Bribery Policy, including the need for members to act with care in relation to hospitality or gifts which could be perceived as inducements by persons or bodies seeking to supply goods or services to the University (see Financial Procedures 3 and 16). Similarly, members should take care not to solicit or recommend any person for employment by the University or admission to it other than through the proper procedures, and should disclose if a candidate is

related to them by family when providing testimonials of a candidate's ability, experience or character.

The above guidance applies equally to a Committee, sub Committee, joint Committee, board of trustees or board of directors belonging to the University or appointed in whole or part by it, and to the members of such bodies. Matters concerning conflicts of interest in relation to members of staff of the University generally are covered in the relevant terms and conditions of employment.

11. Role of the Chair of Council

See Appendix 3.

12. Role of the Treasurer

See Appendix 4.

13. Role of the Vice-Chancellor and President

The Vice-Chancellor and President:

- Is the chief academic and administrative officer of the University.
- Has “a general responsibility to the Council and the Senate for maintaining and promoting the efficiency and good order of the University”, as per Statute.
- Is the ‘accountable officer’, as specified in the OfS Terms and Conditions of Funding for Higher Education Institutions, responsible for ensuring that the University complies with the terms and conditions specified by the OfS for the use of OfS funds and may be called, in extremis with the Chair of the Council and the Chief Executive of the OfS, who is the accounting officer for the institutions funded by the OfS, to appear before the Public Accounts Committee.
- Chairs the Senate and is a member of a number of Committees of the Council and the Senate.

The Charter, Statutes and Ordinances provide for the appointment of a Provost, who is appointed for a specified period by the Council after consultation with the Senate. The Provost performs such duties as may be delegated by the Vice Chancellor and President, or, if the Vice Chancellor should be incapacitated, the Council will delegate.

There are currently three Warwick Pro Vice Chancellors, who are appointed from amongst the professors of the University, by the Council on the recommendation of the Appointment Committee for Pro Vice Chancellors, for such period as the Council may determine except that no Pro Vice Chancellor will hold office for more than seven consecutive years. The Pro Vice Chancellors perform such duties as may be delegated to them by the Vice Chancellor and President, or, if the Vice Chancellor should be incapacitated, the Council will delegate.

- Is supported by the wider University Executive team, including the Provost, Pro-Vice-Chancellors, Registrar, Group Finance Director, Commercial Director, Secretary to Council and Chief Information and Digital Officer.

14. Role of the Secretary to Council

The Secretary to Council is the strategic adviser to the Chair and members of the Council, supporting them to give clear direction to the University Executive, ensuring compliance, assessment of overall institutional and sector impact and ensuring the highest standards of governance throughout the University, in line with the University's statutes, ordinances and regulations and best practice in the sector. A summary of the role of the Secretary to the Council can be found in Appendix 5.

15. Subsidiary Companies of the University and Other Group Entities

The University holds 100% of the shares of the following companies:

- (a) Warwick University Enterprises Limited
- (b) Warwick University Services Limited
- (c) Warwick University Training Limited
- (d) Warwick University Enterprises (Australia) PTY Limited
- (e) Warwick Learning Limited
- (f) University of Warwick Science Park Limited

Other group entities

- (a) The University of Warwick Foundation is consolidated into the University of Warwick group accounts.
- (b) The University of Warwick Science Park Limited has the following shareholdings:
 - (i) UWSP Concepts Limited (A company limited by guarantee of which UWSP is the sole member).
 - (ii) University of Warwick Science Park – Business Innovation Centre Limited (45% of the ordinary share capital, not consolidated into group on grounds of control).
 - (iii) University of Warwick Science Park Innovation Centre Limited (80% of the ordinary share capital, not consolidated into group on grounds of control).

16. Publication of the Proceedings of Meetings of Council

Papers circulated to members of the Council may not be published outside the University, or made the subject of public comment, without the agreement of the Council. Members of the Council must use their discretion if they wish to discuss the contents of such papers privately with persons whose opinion they wish to obtain and they must themselves accept responsibility for the consequences of any such disclosure.

In the interests of openness and transparency non-restricted agendas and minutes of the Council and the Senate are available on the University's website (<https://www2.warwick.ac.uk/services/gov/committees/>).

Several reports that are discussed by the Council and deemed Public are also published on the University website, including, but not limited to:

- This Code of Practice on Corporate Governance
- The Scheme of Delegation

- The Statement of Primary Responsibilities of the Council
- The Standing Orders of the Council
- The Annual Report of the Remuneration Committee
- The University Financial Statements
- The Modern Slavery Act Annual Statement
- The Annual Report from the Art Collection Committee
- The Social Inclusion and Equality Objectives
- The Code of Practice on Freedom of Speech
- The Research Integrity Annual Statement
- The Annual Chaplaincy Report
- Relevant University strategies and policies

17. Procedures for the Meetings of the Council

The procedures for the meetings of the Council are laid down in the Standing Orders of the Council which are published online.

Public and protected agendas, minutes and papers for the Council are available to Council Members from the Council Members Webpage (<https://www2.warwick.ac.uk/services/gov/committees/council/councilmembers/>) and through our Board Portal, Convene

UNIVERSITY COUNCIL

Membership and Terms of Reference of Committees of the Council 2020/21

(a) Art Collection Committee

Membership

A Senior Professor of the University (Chair), to be appointed by the Vice-Chancellor

A member of Academic staff, to be appointed by the Vice-Chancellor

Two independent members with expertise in the area, appointed by the Council, one of whom may also be serving independent members of the Council (with effect from 2019/20)

One student representative, nominated by the Students' Union

A representative of Professional Services Staff (Estates)

Up to two co-opted members for "young talent" or arts apprentices related to City of Culture 2021

Terms of Reference

To be **responsible to the Council**:

1. for the management of the University's Collection of Works of Art and for its development.

To **approve**:

2. Collection management plan and to receive reports and recommendations on its implementation and review.
3. for submission to the Council, an annual report from the Curator on the Collection.
4. the formal accession of new work into the existing collection.

(b) Audit and Risk Committee

Membership

An independent member of the Council (Chair)

Four further independent members appointed by the Council, of whom a minimum of two will be serving independent members of the Council

(Note: Members of the Audit and Risk Committee must not have executive authority and audit committees should include a minimum of three independent members of the governing body. Audit committee members should not be members of an HEI's finance committee or its equivalent. This is because it would create a potential conflict of interest when the audit committee is considering issues involving the finance committee. If an HEI's governing body determines that cross-representation involving one member is essential, this should be the subject of an explicit, recorded resolution, which sets out the rationale for such a decision – but it should not be an option for the chair of either committee or the chair of the governing body.)

Terms of Reference

To advise the Council on:

1. the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of the external auditors and any questions of resignation or dismissal of the external auditors.
2. the appointment and terms of engagement of the internal audit service (and the head of internal audit, if applicable), the audit fee, provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors.
3. of the Committee's consideration of issues relating to risk management and internal controls.

To monitor:

4. annually the performance and effectiveness of external and internal auditors, and to make recommendations to the Council body concerning their re-appointment, where appropriate.
5. the implementation of agreed audit-based recommendations.
6. that satisfactory arrangements are in place to promote economy, efficiency and effectiveness.
7. that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the OfS's Accounting Officer, have been informed.

To receive:

8. any relevant reports from the National Audit Office, the OfS's and other organisations.
9. regular reports and a series of presentations on the management of the University's significant risks.
10. periodic reports from senior management on the University's governance arrangements including arrangements for the conduct of reviews of the effectiveness of the University Council.

To review:

11. reports, as required, relating to the Whistleblowing Policy.
12. the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any other matters the external auditors may wish to discuss (in the absence of management where necessary).
13. the elements of the annual financial statements in the presence of the external auditor, including the auditor's formal opinion, the statement of members' responsibilities and the statement of internal control in accordance with the OfS's Accounts Directions.
14. the management letter of the external auditors, the annual report of the internal auditors' annual report and management responses to both documents.
15. the internal auditors' audit needs assessment and the audit plan; to consider major findings of internal audit investigations and management's response; and promote co-ordination between the internal and external auditors. The Committee will ensure that the resources made available for internal audit are sufficient to meet the institution's needs (or make a recommendation to the Council as appropriate).
16. and discuss if necessary with the external auditors, before the audit begins the nature and scope of the audit.

To **oversee**:

17. the University's policy on fraud, irregularity and whistleblowing, including being notified of any action taken under those policies.

(c) Finance and General Purposes Committee

Membership

The Treasurer (Chair)

The Chair of the Council

The Vice-Chancellor and President

The Provost

Five independent members appointed by the Council, of whom a minimum of two will be serving independent members of the Council

Four members of the Academic staff, nominated by the Vice-Chancellor

The President of the Students' Union

The Democracy and Development Officer of the Students' Union

Terms of Reference

The FGPC terms of reference have been reformatted to accord with new University guidelines designed to clarify the roles and responsibilities of Committees.

Note: These Terms of Reference are to be read as covering the activities of the University and the University's interests in related companies, joint ventures and the University of Warwick Foundation and its related companies.

1. To act as a general purpose and executive committee with **delegated authority** to:
2. Deal with any day-to-day matters not within the province of any other Committee of the Council.
3. Deal with matters of importance requiring urgent decisions, which would normally be referred to the Council, on the agreement of the Chair of Council and Vice-Chancellor.
4. Deal with other matters referred to it by the Council.
5. Approve additional expenditure on projects in the Financial Plan or that have previously been approved by Council of up to £1m*.
6. Approve new capital expenditure of up to £1m*.
7. New revenue expenditure of up to £1m*.
*With a cumulative cap of £1m between Council meetings.
8. Allocation of up to £5m p.a. budget within future capital plans and with delegated authority to allocate this funding to major capital projects below an individual project budget of £3m, subject to authorisation by Chair of Council and the Treasurer.

To **oversee** on behalf of the Council:

9. Implementation of the University's financial strategy.
10. Preparation of the University's annual financial statements.

11. The financial performance against budget of the University and its group entities on a quarterly basis (or more frequently if required).
12. The University's investments and borrowings and their performance in line with approved strategy and policy.
13. The University's interests in related entities, joint ventures, and the relationship with the University of Warwick Foundation and its related entities.
14. The strategy and performance of the University's commercial activities.
15. The University's employee pension arrangements.
16. The University's IT strategy and the progress of major IT projects.
17. Policies and procedures in relation to the exploitation of the University's Intellectual Property (subject to the powers of the Senate) and the performance of the University's technology transfer activities and ventures.
18. The University's endowment and fundraising strategy and policies, and use of donated funds and endowments.
19. Any action that may be considered necessary, including the instigation and negotiation of any significant legal proceedings, in pursuance of the management and protection of University property and reputation and the maintenance of good order.
20. The economy, efficiency and effectiveness of the deployment of the University's resources, liaising with the Audit and Risk Committee as appropriate.

To approve:

21. The release of resources in line with the University's annual budget and financial plan.
22. The allocation of funds for investment.
23. The University's Financial Regulations and Procedures.
24. The University's accounting policies.
25. The University's Investment Strategy and Treasury Management Policy.
26. The opening of bank accounts in line with the University's approved Treasury Management Policy and subject to the provisions of the University statutes.
27. The structure, establishment or winding up of all University trading entities.
28. The appointments to the Boards of any entities and activities that are within the power of the University.
29. A Memorandum of Understanding (Governance and Services Agreement) between the University and each of its related entities.
30. The financial statements of the University's subsidiary companies and other entities.
31. The financial plan for the Students' Union, and to consider financial reports from the Students' Union no less than annually.
32. Requests for approval of, and alterations to, tuition fees and other academic fees, and associated fees policies on the recommendation of the Fees Working Group.
33. Rents of campus student accommodation on the recommendation of the Student Rents Working Party.

34. Any policy or proposed course of action that will have a significant impact on the financial or budgetary position of the University.

To **recommend** to the Council:

35. The University's annual capital and revenue budget and financial plan.

36. The University's annual financial statements.

37. Plans for major new activities that do not fall within the scope of the approved financial plan, and to monitor the performance of such activities.

38. Proposals related to the financial management of the University within the context of the University Financial Plan.

39. Loans and borrowings in line with the University's annual budget and financial plan.

40. Proposals related to investment in the University's subsidiary and related entities.

Sub-Committees

The Finance and General Purposes Committee (FGPC) has established the following Sub-Committees which report to the FGPC and have oversight of specific areas of financial business:

- (a) Financial Plan Sub Committee
- (b) Investment Sub Committee
- (c) University Executive Board (Finance)
- (d) Fees Working Group

(d) Fundraising Ethics Committee

Membership

Two independent members appointed by the Council (neither of whom may be a member of the Executive Board or a Head of Department)

The Provost

Three members of academic staff (one of whom should be a Head of Department and one a clinician), nominated by the Vice-Chancellor on behalf of the Senate

The President of the Students' Union

A Chaplain from Warwick Chaplaincy (nominated by the Chaplaincy)

Terms of Reference

As set out in the University Policy on the Solicitation and Acceptance of Gifts approved at the meeting of the Council on 11 July 2018 (relevant extract at Appendix 6).

(e) Remuneration Committee

Membership

The Chair of the Council (Chair)*

The Treasurer

Three independent members of the Council, with expertise in leadership and/or senior remuneration in other sectors, appointed by the Council

One independent member, external to the Council, with expertise in leadership and/or senior remuneration in other sectors, appointed by the Council.

*The Chair of Council does not chair the meeting when the Committee is determining and reviewing the remuneration of the Vice-Chancellor.

The Human Resources Director and Reward Manager provide expert advice to the Remuneration Committee. The Committee is authorised by the Council to obtain external professional advice if it considers this necessary, normally in consultation with the Human Resources Director.

Terms of Reference

To report to the Council:

1. To propose the remuneration policy framework and to work within this Framework on behalf of the Council.
2. To refer any remuneration or severance pay matters that fall outside of the approved remuneration policy framework or the delegated authority of the Committee.
3. Annually on the work of the Committee, including decisions taken under delegated authority, and to propose amendments to the remuneration policy framework.

To approve:

4. And review the remuneration of the Vice-Chancellor and President, members of the University Executive Board and other members of senior staff who are involved in setting and moderating the pay for senior staff.
5. The level of severance pay to be awarded to members of staff whose salary exceeds £100,000 and all senior members of staff whose remuneration is determined by the Committee.
6. Annually the operating framework within which the Vice-Chancellor will determine senior remuneration.

To receive:

7. To receive an annual report from the Vice-Chancellor on the work of the University Executive Board on Remuneration.
8. To receive an annual report from the Vice Chancellor on the framework for succession planning.
9. To receive, monitor and oversee the work of the Pay Action Group and the University's Pay Gap reports for Gender, Ethnicity and Disability.

To adhere to:

10. The approved Remuneration Policy Framework and operate within it, on behalf of the Council, when determining and reviewing remuneration.

(f) University Estate Committee

Membership

An independent member of the Council (Chair)

The Vice-Chancellor and President

The Provost

The Registrar

Three independent members appointed by the Council, with relevant expertise, of whom a minimum of one will be a serving independent member of the Council

Two members of the Academic staff, appointed by the Senate

A representative of the Quality and Design Sub-Group

A Pro-Vice-Chancellor or Academic Vice-President, appointed by the Vice-Chancellor and President

The Group Finance Director

Two Student representatives, nominated by the Students' Union

The Chair of the Capital Space and Amenities Group co-opted where such individual is not otherwise a member of the Committee.

Terms of Reference

1. To keep under review the development, condition, design, utilisation, performance and sustainability of the University Estate.

To **recommend** to the Council:

2. The University Masterplan and related strategies.
3. The acquisition and disposal of freehold and long leasehold land and buildings subject to the release of appropriate funding by the Financial Plan Sub-Committee or the Finance and General Purposes Committee; and the consent of the Council in any case which represented any significant departure from the University Masterplan or the Capital Plan.
4. Proposals for new buildings and significant capital redevelopments with a value in excess of £1m.

To **approve**:

5. Quality, design and environmental standards for major land, campus or capital developments and maintenance projects, through the approval of the RIBA Stage 3 Design on the recommendation the Quality and Design Sub-Group.
6. The naming of significant buildings/rooms not agreed as donor assets, on the recommendation of the University Executive Board or the Capital, Space and Amenities Group, as appropriate.

To **receive**:

7. The University Capital Plan.
8. Estates-related key performance indicators and benchmarks, and to monitor the performance of the University Estate against internal targets and sector norms, and in compliance with legislative and regulatory requirements.
9. Estates related strategies as approved by the University Executive Board, including, but not limited to: Accommodation, Carbon, Energy, Environmental/Sustainability, Travel and Transport.

10. Reports from the Capital, Space and Amenities Group and the Quality and Design Sub-Group.

Sub-Groups

The University Estate Committee (UEC) has established the following two sub-groups which report to the UEC: the Capital, Space and Amenities Group (CSAG) and the Quality and Design Sub-Group (QDSG).

(g) University Executive Board (joint Committee)

Membership

Vice-Chancellor (Chair)
Provost
Pro-Vice-Chancellor (Education)
Pro-Vice-Chancellor (Research)
Pro-Vice-Chancellor (International)
Registrar
Group Finance Director
Commercial Director
Secretary to Council
Chief Information and Digital Officer

Terms of Reference

1. To provide active and visible leadership.
2. To provide strategic direction for the allocation of resources.

To **oversee:**

3. The implementation of the University strategy, including the coordination of strategic planning and resourcing, and the monitoring of key performance metrics, on behalf of the Senate and the Council.
4. Performance and risk management through the Strategic Risk Register and agreed KPIs/dashboards etc.

To **approve:**

5. Major operational decisions.

To **recommend or report** to the Council and the Senate relating to:

6. The academic, social and physical aspects of planning for the development of the University.
7. Assurance that the required standards of accountability and legal and regulatory compliance are being achieved.
8. Clear transmission of the views of the Senate to the Council in matters for which the statutory responsibility is laid on the Council.

To **receive:**

9. Reports from the Steering Committee, Professional Services Steering Committee, Policy Oversight Group, University Health and Safety Executive Committee, University Information

Management Executive Committee, the Strategic Priorities Oversight Committee and the Wellesbourne Management Investment Board.

(h) Social Inclusion Committee (joint committee)

Membership

The Provost, a Pro-Vice-Chancellor or Academic Vice-President (Chair)

Director of Social Inclusion

Assistant Director (Outreach)

A member of academic staff from each of the three faculties:

Social Sciences

Arts

Science, Engineering and Medicine

Two Students' Union Sabbatical Officers, appointed by the Students' Union

One member of Professional Services Staff grades 6-9

One member of Professional Services Staff grades 1a-5

One independent member external to the University, with relevant expertise, appointed by the Council

The Chair of the Equality and Diversity Network Group

Chairs/Co-Chairs of Taskforce Groups:

Gender Taskforce

LGBTUA+ Taskforce

Race Taskforce

Chaplaincy Reference Group

Disability Taskforce

Terms of Reference

The Social Inclusion Committee shall advise and may make recommendations to the Senate and the Council on matters relating to the Social Inclusion strategy and the promotion and monitoring of equality, diversity and inclusion issues throughout the University.

Where appropriate, the Committee shall refer matters direct to, and seek responses from, other committees or any appropriate body.

- a) To oversee and provide direction for the implementation of the University's Social Inclusion Strategy;
- b) To devise, co-ordinate and monitor steps taken by the University to comply with the Equality Act 2010, with particular regard to the protected characteristics: age, disability, race, sex, sexual orientation, religion or belief, gender reassignment, pregnancy and maternity and marriage or civil partnership.
- c) To develop and review policies relevant to social inclusion (including specifically equality and diversity), to monitor the implementation of these policies, ensuring that they comply with the law and are effectively disseminated to the University community.
- d) To oversee and provide direction for the implementation of the University's Social Inclusion Strategy working with, and providing guidance to, relevant taskforces and subgroups.

- e) To advise the Council, the Senate and other University bodies on policy matters and practice relating to social inclusion, equality and diversity.
- f) To consult widely with all relevant groups within the University in pursuance of its terms of reference.
- g) To monitor the composition of the University's workforce and student body (including practice on the admission of students and the recruitment of staff) and to direct actions on identified trends where necessary.

(i) Honorary Degrees Committee (joint Committee)

Membership

The Chair of Council (Chair)
 The Vice-Chancellor and President
 The Provost
 One Pro-Vice-Chancellor or nominated Deputy, appointed by the Vice-Chancellor and President
 The Chairs of the Faculties of Arts, Medicine, and Science, Engineering and Medicine
 Two independent members of the Council
 The Director of Development

Terms of Reference

1. To report to the Senate and the Council on an annual basis the progress for those who have been invited to receive an Honorary Degree.

To **approve**:

2. On behalf of the Senate, anyone whom it proposes to confer an honorary degree on.
3. On behalf of the Senate, anyone whom it proposes to confer a Benefactor's Medal on.

To **consider and recommend**:

4. Anyone whom it proposes to confer the Chancellor's Medal on to the Chancellor.
5. In exceptional circumstances only review, any award which, on receipt of new information, would have potentially affected the original decision. The review will adhere to the process for the revocation of Honorary Degrees and the Committee will make a recommendation to the Vice-Chancellor, who, on behalf of the Senate, will decide whether to rescind the award.

To **keep under review**:

6. The diversity of the nominations the Committee receives ensuring they are broadly representative of the public and appropriate to the interests of the University.

(j) Research Governance and Ethics Committee

Membership

A Pro-Vice-Chancellor or Academic Vice-President, or nominee (Chair)
 The Chairs of each of the four Sub-Committees of the Research Governance and Ethics Committee

One academic member of staff from the Faculty of Arts, nominated by the relevant Faculty Board and approved by the Senate, typically being the Chair of Faculty Research Committee

Two academic members of staff from the Faculty of Science, Engineering and Medicine, nominated by the relevant Faculty Board and approved by the Senate, typically being the Chair of Faculty Research Committee and including a representative from Warwick Medical School

One academic member of staff from the Faculty of Social Sciences, nominated by the relevant Faculty Board and approved by the Senate, typically being the Chair of the Faculty Research Committee

Three senior academic members of staff, appointed by the Council on the recommendation of the Senate, with expertise in relevant areas

Two independent members with expertise in the area, appointed by the Council, who may be serving independent members of the Council

The Human Tissue Act (HTA) Designated Individual (DI)

One postgraduate student, nominated by the Board of Graduate Studies

The Director of HR

The Director of Legal and Compliance Services

The Director of Research and Impact Services

Up to two co-opted internal members, appointed by the Council on the recommendation of the Senate

Chief Information and Digital Officer (CIDO)

Terms of Reference

- (a) To recommend to the Council and the Senate such policies as may be required on matters of research governance, ethics and clinical research governance, and to establish related procedures in line with such policies, ensuring alignment with associated statutory, regulatory and legal requirements and the University's Research Strategy, consulting the University Research Committee and other committees as appropriate.
- (b) To provide institutional oversight to the University's compliance with the 'Concordat to support research integrity', receiving reports from academic departments and sub-committees as required, and advising the University of any potential areas for improvement and development.
- (c) To provide the Council and the Senate with periodic reports on the work of the Committee and on the operation of the University's research governance policies and procedures, inclusive of the University's Research Code of Practice.
- (d) To consider reports from, and to provide periodic reports on the work of the Committee to other relevant bodies as required, including the University Research Committee.
- (e) To advise the Council and the Senate of any policies that may be required in relation to accepting funds from particular funders of research, in conjunction with the University's Fundraising Ethics Committee if appropriate.
- (f) To review, as required, the University's Codes of Practice on Research Conduct and Research Misconduct and to recommend to the Council and the Senate proposals for their approval and amendment.

- (g) To approve research governance and ethics arrangements of the Research Governance and Ethics Sub-Committees and academic departments.
- (h) To approve the clinical research governance, sponsorship and quality assurance oversight arrangements of the University Sponsorship Committee and relevant academic departments.
- (i) To receive regular reports on the activities of the Research Governance and Ethics Sub-Committees established to oversee procedures to approve and monitor research activities with potential ethical implications.
- (j) To receive regular reports on the activities of the University Sponsorship Committee, established to provide review and approval of the University sponsorship of research involving the NHS and to provide quality assurance oversight of the University's sponsorship portfolio.
- (k) To consider any issues relating to research governance, clinical research governance and ethics brought forward by members of staff of the University, as seen appropriate by the Chair of the Committee.
- (l) To act as the final body of appeal against decisions of sub-committees to reject research on ethical and/or reputational grounds.
- (m) To support the sub-committees in the event of a regulatory inspection relating to research governance, clinical research governance and ethics.

An organisational chart of Council committees is detailed in Appendix 7. This chart, along with an organisational chart of the Academic and Professional Services Structures, is also available on the University intranet via: <http://www2.warwick.ac.uk/services/gov/>

UNIVERSITY OF WARWICK

Statement of Delegated Authorities

Delegated authorities are listed within the University Scheme of Delegation available on the University website <https://warwick.ac.uk/services/gov/calendar/schemeofdelegation>.

UNIVERSITY OF WARWICK

Role of the Chair of Council

1. Introduction

The Chair of the University Council is a statutory position as set out in University Statute 5 and Ordinance 4.3 respectively:

- (a) The Council will appoint a Chair of Council from amongst its independent members, who will preside over meetings of the Council.
- (b) The Chair of Council will be appointed for an initial term of up to five years and will be eligible for reappointment for one further term. If the appointed Chair is already a member, the initial term of office under this paragraph starts from the date of appointment as Chair of Council.
- (c) The Council may appoint a Vice-Chair of Council from amongst its independent members. The Vice-Chair of Council will deputise for the Chair of Council as necessary.
- (d) The Vice-Chair of Council will be appointed for an initial term of three years and will be eligible for reappointment for one further term.

The Council is the governing body of the University and the Chair of the Council has particular responsibilities for ensuring that the Council operates efficiently and effectively, as set out in section 3.

Like many pre-92 Universities, the Chair of the University Council is by custom appointed by the Council to serve as one of a maximum of two Pro-Chancellors of the University.

2. Term of Appointment

In accordance with Ordinance 4.3(1), the Chair of Council shall hold office for five years, or for such shorter period as the Council may determine at the time of appointment.

It has been custom and practice for the incoming Chair of the Council to be determined one year in advance of the conclusion of the term of appointment of the current Chair of the Council, in order to effect a smooth transition from the outgoing to the incoming Chair.

The office of the Chair of Council is not remunerated but may reclaim all travel and similar expenses incurred in the course of University business, at published University rates, through the Secretary to Council.

3. Role of the Chair of the Council

The key role of the Chair of the Council is to ensure that the necessary business of the Council is carried out effectively and in a manner appropriate for the proper conduct of public business. The Chair ensures that the Council discharges its responsibilities in accordance with University Statutes, its Statement of Primary Responsibilities and its internal rules and regulations. The Chair of the

Council is also responsible for ensuring that the Council conducts itself in accordance with accepted standards of behavior in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. The Secretary to Council provides advice and guidance to the Chair of the Council on all matters relating to the proper conduct of Council business.

The development of a strong, constructive and challenging working relationship between the Chair of the Council and the Vice-Chancellor and President is of key importance to the effective operation of the University. While the Chair plays a key role in the business of the University the Chair has no role in the day-to-day executive management of the University which rests with the Vice-Chancellor and President and their key officers. The Chair of the Council must also build a strong and effective relationship with the University Treasurer, as the second independent Officer of the University, and a range of University officers, in particular the Secretary to Council and members of the University Executive.

The University Council meets up to seven times in each year and the Chair of the Council is expected to attend all meetings and to be readily available to attend the University to discuss Council business outside meetings of the Council. The Chair of the Council should ensure that the Council exercises collective responsibility and that decisions are taken corporately by all members acting together as a body whether they be independent, academic or non-academic members.

The Chair of the Council is directly involved in the process for the recruitment and selection of new Council members and encourages all members, independent, academic and non-academic to participate in induction and updating events organised by the University.

A number of the responsibilities of the Council, as prescribed in Statutes, have been delegated to Council sub-committees or Officers of the University. A copy of the University's Statement of Authorities delegated from the Council is available from the Secretary to Council (and is also included at Appendix 2).

The Chair of the Council is Chair of the following Council and Joint Senate and Council Committees: Nominations Committee, Honorary Degrees Committee and Remuneration Committee.

The Chair of the Council also serves *ex officio* on the Finance and General Purposes Committee which meets up to seven times each year. The Chair of the Council may also serve on specific working groups established by the Council and other University bodies to consider major developments or investments by the University. These are by nature occasional.

The Chair of the Council is by custom appointed to the statutory role of Pro-Chancellor. Up to two Pro-Chancellors may be appointed. The Chair represents the University on all relevant sector-wide bodies (such as CUC) and at relevant meetings of relevant sector-wide bodies (such as OfS HEFCE). In order to meet the requirements of the position the Chair of the Council must have significant senior experience of Chairing organisations of a size and complexity similar to those of the University. The Chair must be of a robust and independent frame of mind and at the same time possess diplomatic skills which will allow them to facilitate and participate in free debate on key issues. It is also important that the Chair of the Council has understanding of and empathy with the objectives of the University, its teaching and research activities and the broader and strategic issues facing the HE sector.

4. Role of the Vice-Chair of Council

University Statute provides for the appointment of a Vice-Chair of Council, not being a member of the academic staff or salaried officer in the University. The Vice-Chair office for three years.

The role of Vice-Chair includes all of the responsibilities and expectations of an independent member of Council. In addition the role holder carries the following responsibilities:

- (a) To substitute for the Chair of Council in chairing meetings of Council or attendance at other Council Committees. The role-holder will be invited to engage in the pre-meeting approval of meeting agendas for any meetings where they are expected to serve as Chair.
- (b) To attend meetings of the Council (and agreed Committees) as well as other formal/informal meetings within the University.
- (c) To discharge the full responsibilities of independent members of the Council (including additional and visible engagement with social and civic events organised by the University or its partners).
- (d) To act in accordance with any delegated authority as authorised by the Council.
- (e) To act as an ambassador for the University, promoting its activities in the wider community and, in particular, assisting with philanthropic activity and fund raising projects of the University.
- (f) To attend any training and updating events with regard to the independent membership of the Council or the role of Vice-Chair.

The University Council resolved, at its meeting of 8 July 2015, that the Vice-Chair of the University Council be appointed by the Council to serve as the second of a maximum of two Pro-Chancellors of the University, in addition to the Chair of the Council, who is appointed to this role by custom.

Notes:

- (a) Appointment as Vice-Chair carries no implications in relation to appointment as Chair of Council.
- (b) These role specifications are not intended to be an exhaustive description of the duties and responsibilities involved in each role and may be subject to periodic change by the Council from time to time.

UNIVERSITY OF WARWICK

Role of the University Treasurer

1. Introduction

The role of Treasurer of the University is a position set out in University Ordinance 3:

- (a) The Council will appoint a Treasurer of the University from amongst its independent members.
- (b) The Council will determine the period of office of the Treasurer.
- (c) The Treasurer will, in an honorary capacity, perform such duties as may be determined by the Council.

2. Term of Appointment

There is no statutory period of appointment for the University Treasurer but it has been custom and practice for the Treasurer to be appointed for an initial period of four years with the possibility of re-appointment for a further period.

The office of Treasurer is not remunerated but the Treasurer may reclaim all travel and similar expenses incurred in the course of University business, at published University rates, through the Secretary to Council.

3. Role of the University Treasurer

The key role of the University Treasurer is to Chair the University's Finance and General Purposes Committee and, in collaboration with the Chair of Council, to provide advice, guidance and constructive challenge to the Council, the Vice-Chancellor and President and the University Executive team.

The development of a strong relationship between the Treasurer and the Chair of Council is of significant importance as the two key independent officers of the University. Similarly the Treasurer must build strong relationships with and provide mutual support for the Vice-Chancellor and President, members of the University Executive team and the Secretary to Council.

The Treasurer will be consulted on important matters affecting the University's financial strategy and performance. However, day-to-day executive responsibility for the management of University financial matters, and the management of the University Finance Office, rests with the Group Finance Director who is responsible directly to the Vice-Chancellor and President (the University's Chief Accounting Officer). The Treasurer's role is one of providing support, counsel, guidance and constructive challenge; the Treasurer has no executive responsibility within the institution.

The Finance and General Purposes Committee meets up to seven times in each year and the Treasurer is expected to attend all meetings and to be readily available to attend the University to

discuss University financial matters outside Finance and General Purposes Committee meetings. The Treasurer is expected to present reports and recommendations from the Finance and General Purposes Committee to meetings of the Council.

A significant proportion of the financial responsibilities of the Council, as prescribed in Statutes, are delegated to the Finance and General Purposes Committee, to the Treasurer or to the Vice-Chancellor and President and other Senior University Officers acting on behalf of the Finance and General Purposes Committee. A copy of the Terms of Reference of the Finance and General Purposes Committee are set out in Appendix 1. The University's Statement of Authorities delegated from Council, which sets out the authorities delegated to the Finance and General Purposes Committee and the Treasurer, is available online within the Scheme of Delegation.

The Treasurer serves on a number of Committees of the Finance and General Purposes Committee, including the Financial Plan Sub Committee and the Investment Sub Committee.

The Treasurer may also serve on specific working groups established by the Finance and General Purposes Committee and other University bodies to consider major developments or investments by the University. These are by nature occasional.

The Treasurer serves *ex officio* on a number of Sub Committees of the Council.

In addition the Treasurer is expected to participate and, where appropriate, to lead, on discussion of financial matters at University strategic planning events.

The Treasurer is also invited to attend other significant events in the University's Corporate life including Degree Congregations, where the Treasurer plays a formal ceremonial role, the Degree Congregation Dinners, and suppers and events which raise the profile of the University at an international, national and regional level.

In order to meet the requirements of the position the University Treasurer must have wide financial experience which would normally have been acquired in senior management roles in one or more relevant sectors (which might usefully include commerce or industry). The individual must have a robust and independent frame of mind which will allow them to encourage and participate in free debate on key issues. It is also important that the Treasurer has some understanding of and empathy with the objectives of the University and its teaching and research activities and of the general financial issues affecting the HE sector in the UK and internationally.

UNIVERSITY OF WARWICK

The Role of the Secretary to the Governing Body

The Secretary has a key role to play in the operation and conduct of the governing body, and in ensuring that appropriate procedures are followed:

1. The secretary or clerk to the governing body should be appointed to that post by the governing body.
2. It is normally the case that the secretary will combine this function with a senior administrative or managerial role within the institution. The institution and the secretary must exercise great care in maintaining a separation of the two functions. Irrespective of any other duties that the secretary may have within the institution, when dealing with governing body business the secretary will act on the instructions of the governing body itself.
3. In their role as secretary, the secretary should be solely responsible to the governing body and should therefore have a direct reporting link to the Chair of the governing body for the conduct of governing body business (i.e. agendas, papers, minutes etc.).
4. The Chair and members of the governing body should look to the secretary for guidance about their responsibilities under the charter, statutes, articles, ordinances and regulations to which they are subject including legislation and the requirements of the OfS, and on how these responsibilities should be discharged. It is the responsibility of the secretary to alert the governing body if they believe that any proposed action would exceed the governing body's powers or be contrary to legislation or to the OfS' terms and conditions of funding. (Note: the Vice-Chancellor and President as the 'accountable officer' (outlined in section 13) is formally responsible for alerting the governing body if any actions or policy is incompatible with the OfS terms and conditions of funding but this cannot absolve the secretary from having this responsibility as well).
5. The provision of legal advice or for obtaining legal advice for the governing body is the responsibility of the secretary of the governing body. The secretary is also responsible for advising the governing body on all matters of procedure.
6. The secretary should advise the Chair in respect to any matters where conflict, potential or real, may occur between the governing body and the Vice-Chancellor and President.
7. It is incumbent on the governing body to safeguard the secretary's ability to carry out these responsibilities. It is important that the secretary also both consults and keeps the Vice-Chancellor and President fully informed on any matter of governing body business (other than in relation to the Remuneration Committee's consideration of the Vice-Chancellor and President's emoluments). It is good practice for the Chair of the governing body, the Vice-Chancellor and President and the secretary to the governing body to work closely together within the legal framework provided by the charter, statutes or articles of government and the ordinances and regulations laid down by the institution and the OfS.

8. If there is a conflict of interest actual or potential, on any particular matter, between the secretary's administrative or managerial responsibilities within the institution and their responsibilities as secretary to the governing body it is the responsibility of the secretary to draw it to the attention of the governing body. If the governing body believes that it has identified such a conflict of interest itself the Chair should seek advice from the Vice-Chancellor and President, but must offer the secretary an opportunity to respond to any such question.