

CODE OF CONDUCT FOR MEMBERS OF COUNCIL AND SENIOR OFFICERS

APPROVED BY COUNCIL 8 OCTOBER 2013

1. SCOPE

This Code of Conduct has been adopted by the University Council. It applies to all members of the Council. It also applies to staff of the University serving either on Executive or Operations Board.

2. INTRODUCTION

2.1. Legal Status of the University

Institutions of higher education are legally independent corporate institutions which have a common purpose of providing teaching and undertaking research. The University of Salford also contributes to socially inclusive economic growth through teaching, research and enterprise and developing links with industry, the public sector and the community.

The University was granted the status of an exempt Charity by a Statutory Instrument passed in May 1967. As an exempt Charity under the terms of the Charities Act, 2006, the University has due regard to the Charity Commission's guidance on the reporting of public benefit and particularly to its supplementary guidance on the advancement of education, in accordance with the requirements of the Higher Education Funding Council for England (HEFCE) as the principal regulator of English higher education institutions under the Charities Act 2008.

The Council is the supreme governing body of the institution and carries responsibility for ensuring the effective management and administration of the institution and for planning its future development. It has ultimate responsibility for the affairs of the institution, overseeing its activities and determining its mission and future direction. The constitution and powers of the Council are laid down in, and limited by, its royal charter and associated statutes. (See Charter – Section 8 and Statutes – Sections 4 and 5).

2.2. University Governance

In developing its governance framework, the University has recognised the distinction between management and governance. Governance describes the processes of decision making which grant authority (for example, institutional strategy and policy), define expectations and verify performance (for example, through pro-active monitoring). Council's adherence to the principles of corporate decision making are set out in paragraph 4.4.

2.3. University Management

The Vice-Chancellor is the institution's chief executive and principal academic and administrative officer, this includes responsibility to HEFCE as the designated, accounting officer. As such the Vice-Chancellor has a general responsibility to the Council for maintaining and promoting the efficiency and good order of the University. The Executive and other senior officers listed in section 1 above share the Vice-Chancellor's general responsibility and are responsible to the Vice-Chancellor either directly or through another senior officer for their conduct and performance. Management is distinct from governance (see definition in 2.2 above), as it refers to the process of directing and controlling an entity for the purpose of co-ordinating and harmonizing the organisation towards accomplishing a goal, deploying and directing human, financial, technological and natural resources to that end.

2.4. Proper Conduct of Public Business

The University Council, and through it the University's senior officers, are entrusted with funds, both public and private, and have a particular duty to observe the highest standards in the conduct of governance and management. The Council and senior officers are charged with ensuring and demonstrating integrity and objectivity in the transaction of business, and wherever possible following a policy of openness and transparency in the dissemination of decisions.

This Code of Conduct has been drawn up to provide guidance to members of Council and senior officers in these matters. It draws upon good practice in relation to corporate governance, in particular:

- i) the Governance Code of Practice adopted by the Committee of University Chairmen (CUC) in 2004 and reissued in 2009[†] – Annex D¹
- ii) the report of the Nolan Committee on Standards in Public Life (see Section 3 below) – weblink
- iii) the Independent Commission for Good Governance in Public Services –
<http://www.lfhe.ac.uk/governance/govpublications/goodgov.pdf>

The Code will be regularly reviewed so that it reflects and helps to deliver the highest standards of corporate governance.

3. PRINCIPLES

3.1 Seven Principles of Public Life

Universities were included among the public spending bodies examined by the Committee on Standards in Public Life (The 'Nolan Committee', 1996, 1997). Consequently members of Council and senior officers should observe the 'Seven Principles of Public Life' drawn up by the Committee. These principles are as follows:

Selflessness

Holders of office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.

Integrity

Holders of office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity

In carrying out business, including making appointments, awarding contracts or recommending individuals for rewards and benefits, choices should always be made on the basis of merit.

¹ † – whilst the Code is voluntary and intended to reflect good practice in a sector which comprises a large number of very diverse institutions, institutions are expected to have due regard to the Code. Where an institution's practices are not consistent with particular provisions of the Code, an explanation should be published in the corporate governance statement of the annual audited financial statements.

Accountability

Holders of office are accountable for their decisions and actions and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of office should promote and support these principles by leadership and example.

3.2 Declaration on appointment

On appointment, and in order to comply with HM Revenue and Customs requirements for charity trustees, members of Council are asked to confirm that they:

- are not disqualified from acting as a charity trustee;
- have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as spent) ;
- have not been involved in tax fraud;
- are not an undischarged bankrupt;
- have not made compositions or arrangements with creditors from which they have not been discharged;
- have not been removed from serving as a charity trustee, or been stopped from acting in a management position within a charity;
- have not been disqualified from serving as a Company Director;
- will at all times seek to ensure charitable funds and charity tax reliefs received by the University are used only for charitable purposes.

4. CONDUCT OF COUNCIL BUSINESS

4.1. Meetings

The Council meets up to six times a year. There are three Standing Committees of Council; Audit, Nominations and Governance, and Remuneration. In addition, the Council Advisory Group has been established to act as a means of ensuring regular and effective communication between the Executive and members of Council. The Advisory Group ensures that there is consideration and co-ordination of strategic business between Council meetings and that business is presented to Council in the most effective way. The Standing Committees of Council and the Council Advisory Group are scheduled to complement the cycle of Council meetings. Other special or ad hoc working groups may be established from time to time and will meet as appropriate. Members of the Council may be appointed to serve on one or more of these committees. The dates of these meetings are fixed and published in advance.

4.2. Lead Members

Following constitutional changes approved in 2008 and a reduction in the number of Committees, the Council has approved the appointment of lead members in specific areas of University business. Lead members have responsibility for working with management leads in their portfolio or business area to ensure that the governance implications of management decisions have been fully taken into account. Lead members report to Council on areas of responsibility assigned to them. The role of the Lead Member is not to manage the business area, but to provide assurance to Council that recommendations and decisions arising from the business area are sound and evidenced based, have followed appropriate processes and are aligned to corporate strategy. The role relies upon understanding and recognition of the distinctive roles of governance and management and an effective working relationship between the Lead Member and the relevant management lead, enabling effective liaison between relevant portfolio areas and Council.

Lead Members provide an important link between Council and the regular management activities of the Executive; Lead Members have responsibility for ensuring feedback to allow Council members appropriate scrutiny of relevant operational and strategic issues.

4.3. Standing Orders

In order to function efficiently, the Council has rules for the conduct of meetings. These are set out in Annex A to this code – Standing Orders of the Council

4.4. Corporate Decision Making

The Council should exercise its responsibilities in a corporate manner, that is to say, decisions should be taken collectively by the members acting as a body. Members of Council should not act individually or in informal groupings to take decisions on Council business on an ad hoc basis outside the constitutional framework of the meetings of the Council and its committees (including Lead Member arrangements).

4.5. Role of the Chair

The Chair is responsible for the leadership of the Council. As chair of its meetings he/she should promote its well being and efficient operation, ensuring that its members work together effectively and have confidence in the procedures laid down for the conduct of business. The Chair should take particular care that the Council observes the principles set out in section 3 above and that matters central to the proper conduct of the Council's business are reported appropriately to the Council. The Chair should ultimately also be responsible for ensuring that the governing body operates effectively, discusses all relevant issues and discharges its responsibilities in a business-like way.

Through leadership of the Council, the Chair plays a key role in the business of the University, but should take care not to be drawn into the day to day executive management. For the Council to be effective there must be a constructive working relationship between the Chair and the Vice-Chancellor who is chief executive of the institution. The relationship should be mutually supportive, but must also incorporate the checks and balances imposed by the different roles each has within the University's constitution.

A role description for the Chair of Council is set out in Annex F.

4.6. Role of other Council Members

Independent members of Council should take care not to become involved in the day to day executive management of the University; (the role of Lead Members is referred to in paragraph 4.2 above). This also applies to the staff and student members of Council except that in the course of their employment or in their activities as students, they may have executive responsibilities of some

kind within the University. A Statement of Expectations/Role Description for Independent Members of Council has been approved as is available (see Annex E).

4.7. Role of the Vice-Chancellor in Relation to Council

The specific responsibilities of the Vice-Chancellor in relation to the Council include:

- a) implementing the decisions of the Council or ensuring that they are implemented through the relevant part of the institution's management structure;
- b) initiating discussion and consultation including, where appropriate, consultation with the staff and the Senate² on proposals concerning the University's future development, and ensuring that such proposals are presented to the Council;
- c) fulfilling the duty, as the officer designated by the Council under the terms of the HEFCE Financial Memorandum, to alert the Council if any actions or policy under consideration would be incompatible with the terms of the Financial Memorandum. If the Council nevertheless decides to proceed, then the Vice-Chancellor has a duty to inform the Chief Executive of HEFCE or other appropriate officer.

4.8. Role of the University Secretary in relation to the Council

At the University of Salford, the University Secretary performs the dual role of Secretary to Council and Head of Governance Services; this means that, in addition to the University Secretary's formal role as Secretary to Council, the role-holder has responsibility for a senior management role within the University. In respect of the role as Secretary to Council the post holder is solely responsible to the Council and therefore has a direct reporting link to the Chair of Council for the conduct of Council business and ensuring the integrity of governance. In the senior managerial role the University Secretary is responsible to the Vice-Chancellor. The University and the University Secretary must exercise great care in maintaining a separation of the two functions. The Council has agreed guidance on how to deal with potential conflicts of interest, actual or potential, on any particular matter between the University Secretary's two roles (see Annex B).

The Chair and members of the Council should look to the University Secretary for guidance about their responsibilities under the Charter, Statutes, and policies of the University to which they are subject, including legislation and the requirements of HEFCE, and on how these responsibilities should be discharged. It is the responsibility of the University Secretary to alert the Council if any proposed action would exceed the Council's powers or be contrary to legislation or to the HEFCE Financial Memorandum or expose the University to any significant risk.

The University Secretary, in conjunction with the General Counsel, is responsible for providing legal advice to or obtaining it for the Council, and advising it on all matters of procedure. The University Secretary should advise the Chair in respect to any matters where conflict, potential or real, may occur between the Council and the Vice-Chancellor.

² Senate is the academic authority of the University its primary duty is the oversight of academic quality and standards. The University Charter sets out:

- i) Council's duty to refer to the Senate any matter which Council considers should be dealt with by the Senate; and
- ii) Senate's duty to bring before the Council any matter before Senate which Senate considers to have financial implications or in any way to affect the general well-being of the University and its relationship with persons and bodies outside the University.

4.9. Role of the Executive Director of Finance in relation to the Council

The Executive Director of Finance is responsible for preparing, annually, a revenue budget, capital programme, rolling five year financial plan and such financial forecasts as are required by the Funding Council. These are all considered by the Executive and the Lead Member for Finance prior to their submission to the Council.

The Director of Finance has a general responsibility to advise Council on all financial matters and for the regular submission of budget monitoring reports. The Executive Director of Finance also carries responsibility for the preparation of the annual financial statements.

5. STANDARDS OF CONDUCT

To give practical effect to the 'Seven Principles of Public Life' set out in section 3, the University has implemented a number of policies and procedures. With the exception of 5.1 below, they apply not just to Council members and senior officers but to all staff.

5.1. Registration and Declaration of Interests

A register of interests is kept by the University Secretary in which any third party pecuniary or non-pecuniary interests may be registered if the member of Council or senior officer considers that a conflict of interest could arise, or be perceived to arise. The full procedure is set out in Annex C.

5.2. Public Interest Disclosure

The University seeks to conduct its affairs in a responsible manner taking into account the requirements of the various funding bodies and standards of openness, probity and accountability. The Public Interest Disclosure Act, 1998 gives legal protection to employees against being dismissed or penalised by the University as a result of publicly disclosing matters of public interest as defined in the Act. These might include information that the following had occurred, were occurring or were likely to occur.

- a) a criminal offence
- b) a failure to comply with a legal obligation or with the Charter, Statutes etc of the University
- c) a miscarriage of justice
- d) the endangering of an individual's health and safety
- e) damage to the environment; or
- f) concealment of information relating to the above

Where an individual reasonably and in good faith believes that he/she has information which demonstrates that there has been an alleged wrong doing or failure of the type listed above, he/she may raise the concern through University channels under the procedures set out in the University's Whistleblowing Procedure.

5.3. Fraud and Corruption

Within the set of wrong doings or failures listed above there will, very infrequently, be suspicions in respect of theft, fraud, corruption or some other financial irregularity. The document "Dealing with Theft, Fraud, Bribery and Corruption" sets out how such suspicions should be reported and how senior officers should respond. It is extremely important that all University staff are aware of the steps which should be followed in such cases.

5.4. Anti-Bribery

The University of Salford is committed to carrying out its activities fairly, honestly, openly and in compliance with all applicable laws. Bribery is a criminal offence and morally wrong and exposes the Members of the University Community to the risk of prosecution, fines and imprisonment as well as endangering the University's reputation. The University's Anti-Bribery Policy and Guidance sets out the University's zero tolerance approach to Bribery and the procedures that staff should follow if they suspect Bribery. All members of Council (whether or not employed by the University (including independent members)) and all staff are required to comply with the University's Anti-Bribery Policy and Guidance. Staff who act in contravention of the policy will face disciplinary action and individual members of Council and staff may also face personal liability if prosecuted.

The Anti-Bribery Policy and Guidance can be found here:

http://intranet.salford.ac.uk/finance/documents/10-08-2011_16-37-56_Anti-bribery_policy_June_11.docx

(NB – The Policy and Guidance includes the document “Dealing with Theft, Fraud, Bribery and Corruption” as an appendix)

5.5. Equality and Diversity

The University of Salford is committed to the active pursuit of equality and diversity in all of its activities. This includes effectively addressing the needs and rights of everyone in the University to be treated with respect and dignity, in an environment in which a diversity of backgrounds and experience is valued. It aims to create the conditions whereby prospective or existing students and staff are treated solely on the basis of their merits, abilities and potential regardless of any irrelevant distinction. The University is committed to a continuous programme of action to embed equality and diversity throughout the Institution and will develop appropriate policies and ensure their regular review. The University's Equality and Diversity Strategy and Action Plan provides the mechanisms by which the University ensures both legal compliance and the effective mainstreaming of equality and diversity considerations into the Strategy and operation of the University.

5.6. Dignity at Work and Study

Universities are, by their nature, diverse, demanding and challenging environments in which to work and study. However, they are places in which the individual's right to respect and dignity should not only be protected but should be promoted.

The University of Salford is, therefore, committed to providing a working and learning environment in which everybody shows respect and consideration for one another. It wishes to ensure that members of its community have the right to work and/or study in an environment which enables them to fulfill their potential and is free of harassment and other types of behaviour which may undermine their dignity.

The right to dignity at work and study may be threatened by harassment or bullying. The University seeks to protect this right through policies and procedures which seek to prevent harassment and bullying arising and where they do arise deal with them in a sensitive manner. The Dignity at Work and Study policy may be found here

<http://www.equality.salford.ac.uk/dignity>

6. PERSONAL LIABILITY

The law relating to the personal liabilities of members of Council or of senior officers is complex and its interpretation is ultimately a matter for the Courts. Whilst the University is a separate legal entity,

distinct from its members or officers, and will usually be the target of any legal action, members and senior officers should note that:

- a) individual named officers may be joined with the University in any legal action by a third party;
- b) certain legislation (in areas such as Health and Safety and Anti-Bribery particularly) provides for action to be taken against individuals (irrespective of whether or not they are 'employed' by the University).

The University has taken out insurance cover for members of Council and staff who face claims of negligence in carrying out their duties. This cover would not extend to instances where a member of Council or staff has acted recklessly or in clear contravention of regulations of which they should have been aware.

To this end, members of Council and senior officers should always:

- a) act honestly, diligently and in good faith; this includes full compliance with the University's Anti-Bribery Policy and Guidelines and specifically not participating in bribery or any conduct that may be perceived as bribery;
- b) be satisfied that the course of action proposed is in accordance with the University's statutes and other regulations.
- c) not bind the University to a course of action which it cannot carry out;
- d) seek to ensure that the University does not continue to operate if it is insolvent;
- e) seek to persuade colleagues by open debate and register dissent if they are concerned that the action would be contrary to any of the above;
- f) avoid putting themselves in a situation where there is actual or potential conflict between their interests and those of the University.

7. REMOVAL FROM OFFICE

The University Ordinances lay down procedures whereby members of Council, the Vice-Chancellor and the University Secretary may be removed for good cause by the Council. The Ordinances can be found here;

http://www.governance.salford.ac.uk/cms/resources/uploads/File/council_committees_minutes/ordinances/University%20Ordinances%20-%20at%20%204%20%20October%202011%20minor%20amendment%20April%202012.pdf

ANNEXES

- A Standing Orders; Regulations for Committees
- B The role and responsibilities of the University Secretary as Secretary to Council
- C Registration and Declaration of Interests
- D CUC Governance Code of Practice
- E Statement of Expectation/Role Description for Independent Members of Council
- F Role Description for Chair of Council

ANNEX A

UNIVERSITY OF SALFORD

STANDING ORDERS: REGULATIONS FOR COMMITTEES

1. Committees

- 1.1 These Standing Orders shall apply to the following committees of the University of Salford:
 - Council and its standing committees
 - Senate and its standing committees
- 1.2 Standing committees shall be defined as those permanent and regular committees with fixed membership specialising in the consideration of particular areas of business within the remit of their parent body. Other committees shall be considered non-standing committees where they are constituted with looser membership provisions (e.g. where substitute members are permitted or where members are drawn from a wider pool) and/or are convened as and when the need arises to deal with specific matters. The term 'Committee' as used in these standing orders applies to any of the bodies referred to in 1.1 above.
- 1.3 Alternate members are not permitted at Council, Senate or any of its standing committees.
- 1.4 Where Council or Senate approves exceptions in the application of these Standing Orders to their respective standing committees, these exceptions shall be made explicit in the Standing Orders.
- 1.5 These Standing Orders shall be recognized as the University model for management of committee business and shall apply, as appropriate, to committees established by and within the University of Salford other than those referred to in 1.1 above.

2. Chair and Deputy Chair

- 2.1 Meetings of a committee shall be chaired by the Chair designated in the committee's membership.
- 2.2 In the absence from a quorate meeting of the Chair, those members present shall elect one of their number to chair the meeting unless the position of Deputy Chair is designated in the committee's constitution, in which case the Deputy Chair will chair the meeting.
- 2.3 Between ordinary meetings of a committee the Chair shall have the authority to act on behalf of the committee on any matter requiring a decision prior to the next scheduled meeting where the business does not merit, in the view of the Chair, the convening of a special meeting. Any action taken by the Chair on behalf of the committee shall be reported to the next meeting of the committee.

3. Quorum and Adjournment

- 3.1 The quorum for meetings of Council shall be that specified in Statute 4.5, i.e. one-third rounded up to the next whole number of the total actual membership of the Council, with the number of Independent Members exceeding the number of Internal Members by at least two, except in relation to matters in respect of which a conflict of interest prevents

Independent Members from voting with the result that a quorum could not otherwise be formed.³

- 3.2 The quorum for other committees shall be one-third of the current actual membership rounded up to the nearest whole number, e.g. a committee with 16 members in post shall have a quorum of 6.
 - 3.3 In the absence of a quorum within thirty minutes of the published start time of Council, no business shall be transacted other than the adjournment of the meeting to another time, except as provided for in 3.4 below. In the absence of a quorum at the published start time of meetings for all bodies other than Council, no business shall be transacted other than the adjournment of the meeting to another time, except as provided for in 3.4 below. When a meeting becomes inquorate through the departure of one or more members, the Chair shall decide whether the consideration of unfinished business requires the adjourned meeting to be reconvened. If there are no matters of urgency to be resolved, the unfinished business may be referred to the next ordinary meeting of the committee.
 - 3.4 At an adjourned meeting at another time the business of any original meeting which was adjourned because of inquoracy may be completed, even in the absence of a quorum. In such cases adjourned business shall take precedence over other business except for the confirmation of minutes of the previous meeting.
 - 3.5 Where an adjourned meeting is to be reconvened, the Chair shall normally give members at least one week's notice of the date and time of the reconvened meeting and of the business to be transacted, which shall normally be restricted to the unfinished business from the original meeting.
 - 3.6 The Chair may decide or be directed by the Committee to adjourn a quorate meeting to later on the same date or to another date. Where the time and date of the adjourned meeting, whether on the same date or another date, is decided at the original quorate meeting, the provisions of 3.5 shall not apply. Where the time and date of the adjourned meeting is not decided at the original quorate meeting, the provisions of 3.5 shall apply.
 - 3.7 Where a quorate meeting has been adjourned to later on the same date, no business shall be decided at the adjourned meeting without a quorum other than the adjournment of the meeting to another date.
4. Schedule and Notice of Meetings
- 4.1 For each committee an annual schedule of ordinary meetings shall be agreed with the Chair and published for members prior to the start of each academic year. At least two meetings shall be scheduled each academic year.
 - 4.2 Special meetings of a committee may be convened by the Chair at any time, subject to the provisions in 4.4 below, to consider matters to which specific or immediate attention must be given.
 - 4.3 An extraordinary meeting of a committee shall be convened within two weeks of the receipt by the Secretary to the committee of a written request signed by not less than one-

³ For example, the Statutes stipulate that the maximum membership of Council is twenty-four with a maximum of fifteen independent members. If Council is operating with the maximum membership of twenty-four the quorum for the meeting is eight provided that at least five of the eight members present are independent members. The quorum will increase if more internal members are present; ie if five internal members are present the quorum will be twelve as seven independent members are required to meet the requirement that the number of independent members exceeds the number of internal members by at least two.

third of the actual membership. In such circumstances clause 4.4 shall not apply but members shall be given at least two days' notice of the extraordinary meeting and of the business to be conducted.

- 4.4 Unless otherwise agreed by the committee, at least one week's notice shall be given to members of the business to be transacted at meetings (this includes any meeting to be reconvened because the original scheduled meeting was inquorate), such notice shall be deemed given on the day of despatch in the case of email communications or the day after despatch in the case of internal or external postal communications. The accidental omission to give notice of a meeting to or the lack of receipt of notice of a meeting by any member shall not invalidate the proceedings of the meeting.

5. Conduct of Business at Meetings

- 5.1 Unless varied by resolution of the committee, the order of business to be transacted at a committee meeting shall be as set out in the agenda which shall be compiled by the Secretary to the committee and approved by the Chair prior to issue and provided to members in accordance with 4.4 above.
- 5.2 The consideration of any business not notified on the agenda shall be permitted only at the discretion of the Chair or by resolution of the committee, taking into account the urgency of the business.
- 5.3 Members wishing to propose an item of business shall normally give written notice of such business to the committee Chair or Secretary at least two weeks in advance of the next scheduled meeting so that the item may be included on the agenda. Where such notice is not practicable because of the nature of the business, members shall notify the Chair at the earliest opportunity of the proposed item and the Chair shall decide on its inclusion in the business to be transacted at the next meeting or at a subsequent meeting.
- 5.4 Where an item of business is categorised as confidential, members shall not divulge the associated papers or discussion to anyone who is not a member of the committee without the explicit consent of the Chair.
- 5.5 For Council meetings only, agenda items may be asterisked and classed as starred items. Starred items are straightforward and non-controversial and are for approval or noting without discussion. When the agenda is compiled, the final decision on whether an item is starred rests with the Chair. Once the agenda is dispatched, any member of Council may request before the meeting, by notifying the University Secretary, that an item be unstarred. At the start of each meeting, the Chair will confirm which items are starred.
- 5.6 Any member who has a pecuniary, family or other personal interest in any item of business shall, as soon as practicable, disclose that fact to the committee and shall withdraw from that part of the meeting unless requested to remain either by the Chair or by resolution of the committee.
- 5.7 Any member shall be permitted to speak to any item under consideration but the Chair may, having regard to equity of opportunity, limit the duration and frequency of a member's spoken contributions to any one item. Any recommendation or amendment to a recommendation proposed by a member shall be seconded before discussion by the committee.
- 5.8 Decisions of a committee shall be passed by a majority of members present. Where a vote is deemed necessary by the Chair to determine the majority, this shall be conducted by a show of hands. In the case of an equality of votes, the Chair shall have a second and casting vote. Decisions may arise from proposals presented in a written report before

a meeting and/or orally by one or more members during discussion of the item (subject to compliance with clauses 5.2 and 5.3 above),

- 5.9 Officers, observers and others in attendance at a meeting, including the Secretary to the committee, shall be allowed to speak at meetings by invitation of the Chair.
- 5.10 Exceptionally, the Chair may direct that an item of business be considered *in camera* and require any officers, observers or other persons in attendance to withdraw during consideration of the item. Where the Secretary of the Committee has withdrawn from the meeting in such circumstances, they must be apprised on their return of any resolutions made *in camera* so that the official record of the meeting may be completed.
- 5.11 No decision of a committee shall be rescinded unless notice of a proposal to rescind the decision is given in the agenda for the meeting at which it is to be considered.

6. Committee Papers and Minutes

- 6.1 Papers submitted to and considered by a committee, including agendas, shall be deemed public documents, i.e. appropriate for wide circulation or unrestricted publication, unless otherwise determined by the committee, its parent committee or the application of current legislation.
- 6.2 Where it is determined that committee papers are not public documents, the degree of confidentiality of the documents should be made clear to committee members.
- 6.3 The Secretary of the committee shall, where applicable, advise the authors of committee papers regarding the format and content of such papers in order to ensure consistency with accepted practice and conformity with the committee's terms of reference.
- 6.4 Papers for consideration at a committee meeting shall normally be issued to members at the same time as the agenda in accordance with clause 4.4. above. Where this is not practicable for valid reasons, then papers shall be issued to members no later than two days prior to the meeting. Papers tabled at meetings shall not be considered except at the sole discretion of the Chair.
- 6.5 The committee Secretary shall be responsible for preparing draft minutes of each meeting and shall submit the draft to the Chair for consideration prior to their circulation to other committee members.
- 6.6 Minutes of a committee meeting shall be considered unconfirmed until they have been confirmed by the committee as a correct record at its next ordinary meeting, incorporating any agreed amendments.

7. Attendance at Committee Meetings

- 7.1 A record of attendance of members shall be kept and attendance at each meeting of a committee reported in the minutes. Apologies for absence from a meeting shall be submitted to the committee secretary
- 7.2 If any member fails to attend for three consecutive meetings of a committee, a report of their non-attendance shall be made to the relevant standing committee with responsibility for oversight of governance and membership matters.
- 7.3 Following consideration of the report of non-attendance, the relevant standing committee may recommend to Council or Senate (as appropriate) that the member be removed from membership of the committee.

8. Suspension of Standing Orders

- 8.1 A committee may suspend these Standing Orders provided that two-thirds of members present at a quorate meeting agree to such a suspension.
- 8.2 Any suspension of Standing Orders shall last no longer than the meeting at which it was agreed.

Approved by Senate 10 June 2009

Approved by Council 9 July 2009

Amended by Council 2 October 2012 (addition of clause 5.5)

ANNEX B

THE ROLE AND RESPONSIBILITIES OF THE UNIVERSITY SECRETARY AS SECRETARY TO THE COUNCIL

1. The post of University Secretary

- 1.1. University Ordinances provide for the appointment of a University Secretary of the University upon such terms and conditions as it shall determine.
- 1.2. The University Secretary combines the role of Secretary to the Council with responsibilities as a Senior Manager (Head of Governance Services) and as a member of the Executive. The job description for the post draws a clear distinction between these different roles.

2. Purpose of this note

The Council of the University is responsible for the conduct of the institution's business including responsibility for its use of public funds. The work of the Nolan Committee, and the influence of the Cadbury recommendations in the private sector, have led to greater scrutiny of how governing bodies take their decisions and make themselves accountable. The principles of governance enunciated in the Nolan Committee's Second Report published in May 1996, and in particular its recommendations relating to the governance of higher education institutions are necessarily the starting point for any statement of guidance and advice on the role of the University Secretary as Secretary to the Council. Governance and management are separate, linked but clearly delineated processes⁴ and the University's Charter and Statutes reflect this.

Universities need to ensure that the conduct of their business is regulated by a system of checks and balances to ensure accountability and to guard against unlawful or inappropriate practice on the part of the Council or the officers it employs. Whilst the Council itself holds responsibility for the proper conduct of its business, the University Secretary has a key role in helping to ensure this. The purpose of this note is to assist the University Secretary in fulfilling this role and to make clear to other officers or members of the Council the distinctive role that the University Secretary fulfils. It is intended to complement the *Guide for Members of Governing Bodies of Universities and Colleges* first published by the Committee of University Chairmen (CUC) in 2004 and revised in 2009. This document has been informed by the Second Report of the Nolan Committee and the recommendations of the National Audit Office arising from its studies of Southampton Institute and Swansea Institute of Higher Education. More recently (2009) the CUC and Leadership Foundation for Higher Education has published reports on the effectiveness of governing bodies and the role and influence of the Secretary in UK Higher Education Governing Bodies and links to these documents can be found here;
http://www.governance.salford.ac.uk/page/council_resources

3. The role of the University Secretary – rationale

- 3.1 The Council carries a significant range of responsibilities and is accountable for their proper discharge. Business is conducted largely by discussion in formal meetings of the Council, communication between Lead Members and Executive Directors/Deans or committees of the Council established for particular purposes. Meetings of the corporate body or agreement in correspondence are the sole means through which the Council can take decisions other than any which it has

⁴ Governance describes the process of decision making which grant authority (e.g. institutional strategy and policy), define expectations and verify performance (e.g. through pro-active monitoring).

Management is the process of directing and controlling an entity for the purpose of co-ordinating and harmonizing the organisation towards accomplishing a goal, deploying and directing human, financial, technological and natural resources to that end.

specifically delegated to its committees, the chairman or the vice-chancellor. The Council recognises that its systems of governance need to be reviewed regularly so that best practice is maintained.

3.2 The University Council has to be seen

- to act within its powers laid down in the Statutes
- to comply with the requirements of the law
- to establish a system of governance which is acceptable and open
- The legitimacy of the Council's actions depends upon these actions being within powers and procedures that are established in law, in the University's Charter, Statutes, Ordinances etc and in agreed procedures and standing orders. Every member of the Council shares responsibility for the proper conduct of its business. In fulfilling this responsibility, members of the Council are individually and collectively entitled to guidance on procedures. The Council must also maintain an agreed record of its meetings and the decisions it has taken. The essence of the role of the University Secretary as Secretary to the Council is therefore;
- to have regard to requirements of legal compliance and corporate governance with a view to achieving accountability and best practice
- to ensure the efficient management of Council business
- to ensure that procedures are followed and that applicable rules and regulations are complied with
- to provide guidance to members of the Council on their responsibilities and be a source of professional advice
- to keep a formal record of Council meetings
- to keep under continuing review the institution's system of governance to ensure best practice is maintained

4. The role of the University Secretary – independence

- 4.1. The University Secretary combines the role of Secretary to the Council with senior management responsibilities in the institution. Indeed the nature of the Secretary's role is such that it will need to be undertaken by a senior member of staff who has a close understanding of, and engagement with, the key business of the institution. He or she also needs to have sufficient knowledge, expertise and standing within the University to carry weight and authority on governance issues with senior colleagues and members of the Council
- 4.2. To be effective, the Secretary to the Council nevertheless requires an appropriate measure of independence. The Secretary to the Council needs to remain detached from the discussions and decisions of the Council and its committees, not participating in them except to give advice on procedural and other issues or, when the occasion demands it because of his/her other responsibilities, as a member of the Executive.
- 4.3. It is incumbent on the University Secretary to make clear to the Council in which capacity he/she is speaking if there is the possibility of any ambiguity. In circumstances where it is necessary for the University Secretary to report to the Council or one of its committees on matters for which he carries senior management responsibility, the University Secretary should raise the matter with the appropriate Chair beforehand. If, in the view of either party, the University Secretary's reporting responsibilities could reasonably be construed as conflicting with his/her responsibility to give

independent advice and guidance to the committee/Council on the conduct of the particular business, then separate arrangements will be made to provide an alternative independent Secretary to the committee/Council for that item of business.

- 4.4. The University Secretary (when acting as Secretary) needs to be able to act as the servant of the Council, and must in that capacity be able to preserve independence from the management of the University despite the need (when acting as a Senior Manager but not as Secretary) to participate as a member of senior management. It is important that all those involved understand that the University Secretary is responsible to the Council, and not to the Vice-Chancellor, for fulfilling his/her duties as Secretary, and that appropriate working arrangements are devised which reflect this.

5. The role of the University Secretary – corporate governance

- 5.1. The University is a corporate body established by Royal Charter entitled to act as a single person with a separate identity from that of its individual members. While the University Secretary needs to establish and maintain a close working partnership with the Chair of the Council, lead members and the chairs of its committees on a day to day basis, and from time to time to advise individual members of the Council, his or her ultimate responsibility is to the Council as a whole.
- 5.2. The role of University Secretary in this respect and the relationship with the members of the Council is analogous to that of a company secretary and the board of directors of a company except that a company secretary may also be a member of the board and this is not the position for the University Secretary. The Code of Practice recommended by the Cadbury Committee in its report *The Financial Aspects of Corporate Governance (1992)* states that:

“All directors should have access to the advice and services of the company secretary, who is responsible to the board for ensuring that board procedures are followed and that the applicable rules and regulations are complied with.”

- 5.3. The question can arise as to whether any Council business should ever be confidential from the University Secretary. The central issues are those of propriety, public confidence, and the trust between the members of the Council and the University Secretary. Except in respect of the University Secretary's own appointment, conditions and remuneration and other matters in which the University Secretary's involvement is an issue (see 4.3), it is unwise for the Council to exclude the University Secretary from any of its business.
- 5.4. For the University Secretary to be able to exercise his or her role properly, a relationship of trust should exist between the members of the Council and the University Secretary. The members should be able to trust the University Secretary not to disclose confidential matters or to discuss publicly any disagreements or difficulties which arise during the discussion of Council business. Equally the University Secretary may on occasion need to offer unwelcome advice and the members of Council should trust that such advice is properly considered and offered in their and the University's best interests.

6. Relationships and communications

- 6.1. The effective operation of the Council will depend heavily on a sound working relationship and good communications between the University Secretary, the Chair of Council and the Vice-Chancellor. It is a sine qua non for the effectiveness of the relationship between all three that a climate of trust and confidence is in place.
- 6.2. Whilst the University Secretary must retain the right to approach the Chair of Council on any matter of concern and to give advice to the Chair of Council without going through the Vice-Chancellor, this will only happen in rare and extreme circumstances. It is essential to the smooth running of the institution that the Vice-Chancellor, the Executive Committee and the Council are aware of each

other's needs and concerns. The University Secretary is an important conduit for communication between the Vice-Chancellor, the Chair and the members of the Council.

- 6.3 Senior managers are responsible for making sure that the Council and its committees are fully aware of developments that touch on their responsibilities, of the information which needs to be provided to them, of decisions they may be asked to take and of progress in responding to requests by members for reports or information. To a large extent, this will be achieved through discussions between the Chair of Council and the Vice-Chancellor, or between senior officers and either chairs of the relevant committees or lead members. The University Secretary needs, however, to play a pro-active role in assisting the progress of business by liaising with senior colleagues. In order to do this the University Secretary needs to be kept informed on matters that involve, or will involve, the members of Council. The University Secretary should also be seen by senior staff, who are preparing matters for Council or committee consideration, as a source of advice on procedure, presentation, propriety, legality, compliance and timing;
- 6.4 The University Secretary is appointed to serve the whole Council and any member should have access to his/her services and be able to seek assistance from him/her about any aspect of their responsibilities. The University Secretary in turn has a responsibility for ensuring that members of Council are receiving the appropriate level of information to enable them to fulfill their responsibilities.
- 6.5 From time to time complaints about the institution will be made direct to members of Council. Whilst such complaints should be acknowledged, members of Council should not seek to investigate or respond themselves unless and until the University's agreed complaints procedures require them to become involved. The University has clearly defined procedures for dealing with complaints including whistleblowing, as recommended in the Second Report of the Nolan Committee. The University Secretary has a key role in such procedures, acting as a conduit for complaints and overseeing compliance with the procedures.

ANNEX C

REGISTRATION AND DECLARATION OF INTERESTS

1. Introduction

- 1.1. These procedures apply to all members of the Council, whether ex-officio, appointed, representative or co-opted. They also apply to staff of the University who are members of the Executive or Operations Boards.
- 1.2. It is important that all members of Council and senior officers take proper account of any conflict of interest which may arise from their position within the University on the one hand, and membership of or connection with other bodies outside the University on the other. The following is a set of simple steps which such colleagues are asked to follow.

2. Register of Interests

- 2.1. The University Secretary will keep a Register of Interests in which any third party pecuniary or non-pecuniary interests must be registered by members of the Council and senior officers, if a conflict of interest could arise, or be perceived to arise.
- 2.2. Those submitting entries are in the best position to decide what interests should be disclosed. However all interests relating to the following categories should be disclosed:
 - paid employment or self-employment
 - significant consultancies
 - directorships of commercial companies
 - significant shareholdings
 - elected officerships or positions in other organisations
 - trusteeships or participation in the management of charities and other voluntary bodies
 - public appointments (paid or unpaid)

In these respects it is advisable for members of Council and senior officers to consider including relevant known interests of spouses, partners or close family members.

- 2.3. Section 5 of the University Charter permits members to receive remuneration and/or other financial benefit from the University provided that this is approved in accordance with the relevant University Ordinance. Such remuneration/financial benefit should be disclosed in the Register of Interests.
- 2.4. Members of Council and senior officers are asked to notify the University Secretary of any substantive changes in their interests whenever they occur, and the information held will be referred to members at least annually for amendment.
- 2.5. The Register will be published on the University website; any reference to third parties (e.g. family members) will be anonymised.

3. Declaration of Interests – Council and Committee Business

- 3.1. If a member has any clear and substantial pecuniary or non-pecuniary interest, direct or indirect, in any matter under consideration at a meeting of the Council or other University body at which he or she is present, the member should, at the earliest possible opportunity in the course of the meeting, disclose the fact, whether or not that interest is included in the Register of Members' Interests. Any declaration of interest will be recorded in the minutes of the meeting.
- 3.2. A member declaring an interest will not take part in the consideration or discussion of the matter or vote on any question with respect to it. The member concerned, advised if necessary by the Chair and/or the Secretary, should consider whether it is appropriate to leave the meeting during the consideration of the matter. In all circumstances, members should ask themselves whether members of the public, knowing the facts of the situation, could reasonably conclude that the interest involved might influence the approach taken by the Council in reaching its decision. If so, the interest is sufficient for the member concerned to withdraw.
- 3.3. All the above procedures apply equally to any committee, sub-committee, joint committee, board of trustees or board of directors belonging to the University or appointed in whole or part by it, to the members of such bodies and to officers employed by the University.

4. Declaration of Interests – Financial Management

- 4.1. The University requires that all staff observe its detailed Financial Regulations. The University's Financial Regulations and related procedures are designed to ensure that appropriately high standards are maintained. A particular duty of care falls on senior officers who carry significant financial responsibilities in their own areas. If such an officer is about to place an order for goods or services or to enter into any other financial commitment with an individual, company or organisation in which s/he or a close relative has an interest, this matter must be referred to the Director of Finance for approval before such a commitment is entered.
- 4.2. The member of staff must contact the Director of Finance whether or not the particular interest is included in the Register of Interests. In all circumstances members of staff should ask themselves whether members of the public, knowing the facts of the situation, could reasonably conclude that the interest involved might influence the choice of supplier, price of purchase or any other material aspect of the financial arrangement. If so, the interest is sufficient for the matter to be referred to the Director of Finance.

5. General

Members of Council and Executive and Operations Board should also bear in mind the need for them 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. Similarly members of Council and senior officers should take care not to solicit or recommend any person for employment by the University or admission to it, other than through the proper channels. Detailed rules concerning gifts and hospitality are set out in the Financial Regulations.

<http://intranet.salford.ac.uk/finance/cms/pages/category?id=23>

ANNEX D

CUC GOVERNANCE CODE OF PRACTICE (FIRST PUBLISHED 2004, REISSUED MARCH 2009)

Role of the Governing Body

1. Every higher education institution shall be headed by an effective governing body, which is unambiguously and collectively responsible for overseeing the institution's activities, determining its future direction and fostering an environment in which the institutional mission is achieved and the potential of all learners is maximised. The governing body shall ensure compliance with the statutes, ordinances and provisions regulating the institution and its framework of governance and, subject to these, it shall take all final decisions on matters of fundamental concern to the institution.
2. Individual members and governing bodies themselves should at all times conduct themselves in accordance with accepted standards of behaviour in public life which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
3. The governing body shall meet sufficiently regularly, and normally not less than four times a year; in order to discharge its duties effectively. Members of the governing body shall attend regularly and actively participate.
4. The institution's governing body shall adopt a Statement of Primary Responsibilities which should include provisions relating to:
 - approving the mission and strategic vision of the institution, long-term business plans, key performance indicators (KPIs) and annual budgets, and ensuring that these meet the interests of stakeholders
 - appointing the head of the institution as chief executive of the institution and putting in place suitable arrangements for monitoring his/her performance
 - ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, clear procedures for handling internal grievances and for managing conflicts of interest
 - monitoring institutional performance against plans and approved KPIs, which should be, where possible and appropriate, benchmarked against other institutions.
5. This Statement shall be published widely, including on the internet and in the annual report, along with identification of key individuals (that is, chair; deputy chair; head of the institution, and chairs of key committees) and a broad summary of the responsibilities that the governing body delegates to management or those which are derived directly from the instruments of governance.
6. All members should exercise their responsibilities in the interests of the institution as a whole rather than as a representative of any constituency. The institution shall maintain and publicly disclose a register of interests of members of the governing body.
7. The chair shall be responsible for the leadership of the governing body, and be ultimately responsible for its effectiveness. The chair shall ensure the institution is well connected with its stakeholders.
8. The head of the institution shall be responsible for advice on strategic direction and for the management of the institution, and shall be the accounting officer in respect of the use of Funding Council funds. The head of the institution shall be accountable to the governing body which shall make clear, and regularly review, the authority delegated to him/her as chief executive, having regard also to that conferred directly by the instruments of governance.

Structures and Processes

9. There should be a balance of skills and experience among members sufficient to enable the governing body to meet its primary responsibilities and to ensure stakeholder confidence. A governing body of no more than 25 members represents a benchmark of good practice.
10. The governing body shall have a majority of independent members, defined as both external and independent of the institution.
11. Appointments shall be managed by a nominations committee, normally chaired by the chair of the governing body. To ensure rigorous and transparent procedures, the nominations committee shall prepare written descriptions of the role and the capabilities desirable in a new member, based on a full evaluation of the balance of skills and experience of the governing body. When vacancies arise they should be widely publicized both within and outside the institution. When selecting a new chair, a full job specification should be produced, including an assessment of the time commitment expected, recognising the need for availability at unexpected times.
12. The chair shall ensure that new members receive a full induction on joining the governing body, that opportunities for further development for all members of the governing body are provided regularly in accordance with their individual needs, and that appropriate financial provision is made for support.
13. The secretary to the governing body shall be responsible for ensuring compliance with all procedures and ensuring that papers are supplied in a timely manner with information in a form and of a quality appropriate to enable the governing body to discharge its duties. All members shall have access to the advice and services of the secretary to the governing body, and the appointment and removal of the secretary shall be a decision of the governing body as a whole.
14. The proceedings of the governing body shall be conducted in as open a manner as possible, and information and papers restricted only when the wider interest of the institution or the public interest demands, including the observance of contractual obligations.

Effectiveness and Performance Reviews

15. The governing body shall keep its effectiveness under regular review. Not less than every five years it shall undertake a formal and rigorous evaluation of its own effectiveness, and that of its committees, and ensure that a parallel review is undertaken of the senate/academic board and its committees. Effectiveness shall be measured both against the Statement of Primary Responsibilities and compliance with this Code. The governing body shall revise its structure or processes accordingly.
16. In reviewing its performance, the governing body shall reflect on the performance of the institution as a whole in meeting long-term strategic objectives and short-term KPIs. Where possible, the governing body shall benchmark institutional performance against the KPIs of other comparable institutions.
17. The results of effectiveness reviews, as well of the institution's annual performance against KPIs, shall be published widely, including on the internet and in its annual report.

ANNEX E

UNIVERSITY OF SALFORD

STATEMENT OF EXPECTATION / ROLE DESCRIPTION FOR INDEPENDENT MEMBERS OF COUNCIL

1. Nature and Scope of the Role

- 1.1 The Council is the governing body of the University of Salford and exercises control over the institution and its affairs. The functions and duties of the Council are included in the University's Statutes.
- 1.2 Individual members of Council are expected to conduct themselves at all times in accordance with accepted standards of behaviour in public life which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership (the Nolan principles). Further detail may be found in the Code of Conduct for Members and Senior Officers, which is located here:
<http://www.governance.salford.ac.uk/page/council>
- 1.3 All members exercise their responsibilities in the interests of the University as a whole rather than as representative of any constituency. The University maintains a register of interests of members of the Council which is available for public scrutiny.
- 1.4 The role of independent members of the Council is analogous to that of the non-executive directors of companies. They bring to the Council's deliberations a wide range of knowledge and expertise and apply informed, balanced and disinterested judgement to these deliberations.

2. Qualities sought in potential members of Council

- 2.1 The personal qualities required of Independent members are:
 - a commitment to the University and its mission;
 - the ability to make an effective contribution at a Strategic level;
 - specialist skills and expertise as appropriate in the context of Council's current membership profile and skills/expertise matrix;
 - the skills necessary rapidly to absorb and analyse complex issues;
 - integrity, tact, discretion, independence and objectivity;
 - ability to engage in constructive debate, rigorous challenge and dispassionate decision making;
 - excellent interpersonal communication and listening skills;
 - a clear understanding of the distinction between governance and management.

3. Practical aspects of the role

- 3.1 Council meets up to six times per year and Council members will be invited to attend other University events such as graduation, public lectures etc. Appointments of independent members of Council are for terms of up to three years (members may serve a maximum of three three-year terms). Members of Council may be invited to serve on one of the following Council committees and sub-groups:
 - Audit Committee
 - Nominations and Governance Committee

- Remuneration Committee
- Council Advisory Group

3.2 In addition to the Committee structure outlined above, the University has adopted a dual assurance approach to governance whereby Council members are appointed to oversee key areas of responsibility. On behalf of the Council, Lead Members work with relevant senior managers (e.g. Executive Directors, Executive Deans, Pro-Vice-Chancellors). The role of the Lead Member is to provide assurance to Council that recommendations and decisions arising from the business area are sound and evidence-based, have followed appropriate processes and are aligned to the University's strategic plan. Lead Members have been appointed to cover the following areas and meet regularly (typically at least four times a year with the relevant senior manager):

- Equality and Diversity
- Estates
- Finance
- Human Resources
- Information Technology
- College of Arts and Social Sciences
- College of Business and Law
- College of Health and Social Care
- College of Science and Technology

3.3 Members will be required to spend time to study papers in preparation for meetings; in addition to Committee and Lead Member meetings outlined above, senior officers of the University may wish to consult individual members of Council in areas where external members have particular expertise. The likely time commitment for this is approximately one day per month on average. In addition, there will be a formal induction for members shortly after appointment (one day) and ongoing induction/development after appointment (typically one day per year).

3.4 Independent Members may be asked to represent the University and/or Council externally and will be fully briefed by the University to enable them to carry out this role effectively.

3.5 Independent members of Council should be contactable by e-mail and have access to the internet.

4. Additional Information

4.1 Further information about Council can be found at the University's website:
<http://www.governance.salford.ac.uk/council>

ANNEX F

UNIVERSITY OF SALFORD

ROLE DESCRIPTION FOR CHAIR OF COUNCIL

1. Leadership

- a) The Chair is responsible for the leadership of the Council. As Chair of its meetings, he/she is responsible for ensuring that the necessary business of the Council is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
- b) The Chair should ensure, *inter alia* through a good working relationship with the Vice Chancellor and the Chairs of the Committees and groups established by the Council and the Lead Members appointed by Council, that business delegated by the Council is carried on in a proper manner, efficiently and effectively, and that regular and satisfactory reports are presented to the Council. The Chair of Council will normally Chair the Nominations and Governance Committee.
- c) The Chair should ensure that the Council acts in accordance with the Charter and Statutes of the University, with the Council's Standing Orders and with the University's internal rules and regulations, and should seek advice from the Secretary in any case of uncertainty. The Chair should encourage high standards of propriety and ensure that Council members observe the seven principles of public life as set out in the Code of Conduct for Members and Senior Officers
- d) The Chair should ensure that the Council exercises collective responsibility, that is to say, that decisions are taken corporately by all members acting as a body. The Chair will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them.
- e) The Chair should ensure that the Council approves and operates a procedure for the regular review of the performance of individual members of the Council, and should participate as appraiser/reviewer in that process. The Chair should encourage members to participate in appropriate training events.
- f) The Chair will be formally and informally involved in the process for the recruitment of new members of the Council, and should encourage all members to participate in induction events organised by the University.
- g) The Chair will be responsible for the appraisal/review of the performance of the Vice-Chancellor, and will make recommendations to the Remuneration Committee accordingly.
- h) The University Secretary is accountable to the Council via the Chair, and the Chair is responsible for maintaining with the Secretary clear and direct lines of communication, consultation and supervision, with due regard for the separate line management arrangements in place for the other duties that the Secretary performs, as Head of Governance Services, for the institution.

2. Standards

- a) The Chair is responsible for ensuring that the Council conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- b) The Chair shall ensure that any conflict of interest is identified, exposed, and managed appropriately, in order that the integrity of Council business shall be and shall be seen to be maintained. The Chair shall ensure that the Secretary maintains an up-to-date Register of the

Interests of members of the Board of Governors, and shall make a full and timely personal disclosure.

- c) The University is a charity, and the Chair shall be responsible for ensuring that the Council exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets; and that proper mechanisms exist to ensure financial control and prevention of fraud.

3. The Business of the University

- a) The Chair is responsible for ensuring that the Council exercises control over the strategic direction of the University, through an effective planning process, and that the performance of the University is adequately assessed against the objectives which the Council has approved.
- b) The Chair should at all times act in accordance with established protocols for the use of delegated authority or Chair's Action. All instances of the use of delegated authority or Chair's Action should be reported to the next meeting of the Council.
- c) It is crucial for the Chair to have a constructive and supportive but challenging working relationship with the Vice Chancellor, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the University.
- d) The Chair must make the necessary time commitment to discharge the full responsibilities of the role including preparation for and attendance at Council and Council committee meetings, external meetings and conferences (e.g. CUC, HEFCE), meetings with the Vice-Chancellor, attendance at other internal events, functions, including graduation ceremonies in the capacity of Pro-Chancellor.

4. The External Role

- a) The Chair will represent the Council and the University externally, performing an ambassadorial role.
- b) The Chair may be asked to use personal influence and networking skills on behalf of the University.
- c) The Chair will be asked to play a role in liaising between key stakeholders and the University, and in fund-raising. This role in particular should be exercised in a carefully co-ordinated fashion with other senior officers and staff of the University.

5. Personal

- a) The Chair will have a strong personal commitment to Higher Education and the values, aims and objectives of the University.
- b) The Chair will at all times act fairly and impartially in the interests of the University as a whole, using independent judgment and maintaining confidentiality as appropriate.
- c) In addition to adherence to the seven principles of public life as set out in the Code of Conduct for Members and Senior Officers (selflessness, integrity, objectivity, accountability, openness, honesty and leadership), the following are key attributes for the role of Chair:
 - diplomacy and sensitivity
 - sound judgement and judiciousness
 - demonstrable authority
 - ability to deal with conflict in a constructive manner
 - skills of networking, influencing and advocacy

- political awareness
 - ability to establish good working relationships with a diverse range of people
 - understanding of the economic, social and political dynamics of Salford and the City-region
 - demonstrable commitment to equality and diversity
 - sympathy with and understanding of the University's culture
- d) The Chair shall have relevant professional expertise and knowledge in matters relevant to the successful operation of a large and diverse organisation. The Chair should be interested in and empathetic towards current challenges facing higher education (although prior experience of HE management and governance is not essential). The Chair should have experience of chairing meetings and bringing matters to a satisfactory conclusion, ensuring principles of scrutiny and accountability are respected and effectively discharged.
- e) The Chair is expected to attend all meetings of which he/she is Chair or a member, or give timely apologies if absence is unavoidable.
- f) The Chair will make him/herself available to attend induction/training events organised by the University or other appropriate bodies.
- g) The overall time commitment required of the Chair for the effective conduct of the duties of the post is estimated at an average of three days per month, in addition to the actual chairing of up to six Council meetings (including strategic conferences) per year. However, this is largely made up of non-routine engagement, including face to face (on –campus) telephone and email contacts with the Vice Chancellor, other Governors, the Secretary and senior University staff, rather than a regular pattern. Inevitably, circumstances will arise in which matters requiring the Chair's attention come up unexpectedly or at short notice. It is therefore most important that the Chair is willing and able to make him or herself available to meet the demands of the role.
- h) The office of Chair is not currently remunerated, but the Chair is encouraged to reclaim all travelling and similar expenses incurred in the course of University business. The University management will aim to provide the Chair with administrative, IT and other support, tailored to the needs of the individual and the demands of the role. Directors' and Officers' Liability Insurance is in place.
- i) The term of office of the Chair is consistent with their term of office as an independent member unless otherwise stipulated. Terms of office of independent members are three years or such shorter period as Council may decide at the time of appointment. Independent members are eligible for reappointment up to a maximum normally of three years or nine years in total in any one capacity.
- j) The University's Ordinances set out the Procedure for the removal of members of Council for good reason. Without prejudice to other valid reasons determined by Council, these include:
- conviction for an offence which, in the opinion of the Council, renders the person unfit to carry out the duties associated with their office or Council membership;
 - conduct which the Council deems incompatible with the duties of the office or Council membership; and,
 - persistent failure to perform the duties of their office or Council membership