

UNIVERSITY OF LEICESTER

CORPORATE GOVERNANCE CODE OF PRACTICE

Introduction to University governance and management

1. For the purpose of this Code, Governance is defined as the systems, structures, procedures and rules by which the University takes decisions on its affairs and is held accountable for them. This includes setting the University's strategic aims and objectives, monitoring and measuring performance against these, ensuring accountability and effective scrutiny, and appointing and ensuring the effectiveness of the head of the institution and other senior officers.
2. Governance therefore is distinct from the day-to-day management of the University, which is more about the pursuit of agreed aims and objectives, the implementation of agreed policies, the preparation of new policy proposals, and the efficient and effective deployment of resources.
3. Despite this distinction there is a critical interface between good governance and effective management, and the academic, research and commercial success of the University is very much dependent upon this interface.
4. The University was established by Royal Charter in 1957 and acts as an autonomous, self-governing institution. The University has exempt charitable status, and is regulated by the Higher Education Funding Council for England (HEFCE). It is the stated intention of the University that it will conduct its affairs in accordance with the [Governance Code of Practice for Higher Education Bodies in the UK](#), issued by the CUC (Committee of University Chairs), and in accordance with the principles established by the Nolan Committee on Standards in Public Life.

Council

5. Council is the governing body of the University and has the responsibility to satisfy itself that the systems, structures, procedures and rules for the running of the University are appropriate, necessary and fit for purpose. To this end members of Council are expected to ask probing, searching questions in relation to these matters and to satisfy themselves that the responses are sound, confident and consistent.
6. Parallel with this, management is concerned with the day-to-day running of the University; with advising the governing body about policies and objectives; and with devising means of implementing agreed policies and meeting agreed objectives. The senior management of the University is accountable to Council in respect of these matters.

Duties and Responsibilities of Members of Council

7. Council's constitution and powers are prescribed in the [Statutes](#) and [Ordinances](#) of the University. The responsibilities of Council are set out in its [Statement of Primary Responsibilities](#) and the arrangements for the conduct and quoracy of Council meetings are set out in [Standing Orders](#). Details of the current [Membership of Council](#) is available on the University's website and is published annually in the [Financial Statements](#).
8. Members of Council, as individuals, have a duty of care to the University as a whole. They have a duty to ensure that the University acts reasonably and with vigour in setting and then pursuing its objectives. Members must at all times act in the best interests of the University and within the scope of their powers. As individuals,

members are personally responsible for any breach of trust, which includes wilfully exceeding their powers, or committing University funds for purposes outside the University's charitable objects.

9. Members of Council are required to perform their duties with integrity and objectivity. For example, they should bear in mind the need 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.
10. Members should also bear in mind the overarching principles of openness and transparency in the conduct of business. However, it is incumbent upon members that due regard be given to the observance of confidentiality as and when appropriate. Members are asked to acknowledge a duty of confidentiality upon appointment to Council. Confidential matters discussed at meetings are recorded in the minutes as having been discussed, though the detail of the discussion may be recorded only in the appendices to the signed minutes.
11. It is expected that members of Council will attend a minimum of two scheduled meetings of Council each year and that they will endeavour to participate in the scheduled meetings of any committees or working groups to which they may have been appointed. Where a member does not attend the required minimum and is unable to show good cause for this, his/her membership of Council will be subject to review by the Nominations Committee.
12. From time to time there may arise the need for an extraordinary meeting of Council to take place; on these occasions notice of the time of the meeting will be given in accordance with the arrangements set out under [Standing Orders](#), and members should be willing to make themselves available for such meetings.
13. Appointments to Council are in the nature of public service appointments and no remuneration is made. It is not customary to pay the expenses of lay members of Council for attendance at normal or extraordinary meetings of any University body upon which they sit, though payment of expenses will be considered in exceptional circumstances, on an individual basis, by the Finance Committee. However, where members of Council are asked to perform some duty extraneous to their normal ones, which requires travel outside Leicester (for example a fact-finding visit to another institution or attendance at a conference) the University will reimburse reasonable expenses.

Committees of Council

14. The constitutions of the following committees and their sub-committees can be found under [Committees](#):
 - Audit Committee
 - Equal Opportunities Committee
 - Estates and Infrastructure Strategy Committee
 - Finance Committee
 - Health and Safety Committee
 - Information and Communications Technology Committee
 - Nominations Committee
 - Remuneration Committees
 - Staffing Policy Committee
15. The proceedings of all committees are minuted and each committee reports by way of minutes and/or reports on matters of substance to its superior body.

Delegation of Powers

16. In order to facilitate the effective running of the University, Council has delegated certain powers to the committees and officers of the University, subject to their responsibility to report to Council at stated intervals. These procedures are set out in the [Scheme of Delegated Powers](#). The Terms of Reference of Committees reporting to Council include specific statements where applicable about the powers delegated by Council to particular Committees, and by each of those Committees to individual officers.

Register of Interests

17. Members of Council are required to adhere to the University's procedure for the [Registration and Declaration of Interests](#).

Publication of the Proceedings of Meetings of Council

18. The [Agendas and Minutes](#) pertaining to the non-confidential business transacted by Council are available on the University's website. The Agendas and Minutes pertaining to confidential matters are not published.

The Senior Executive Officers

19. The Senior Executive Officers of the University are;
 - The Vice-Chancellor
 - The Pro-Vice-Chancellors
 - The Registrar and Secretary

The Vice-Chancellor and the Pro-Vice-Chancellors

20. The Vice-Chancellor is the chief academic and executive officer of the University. The Vice-Chancellor is the Chair of Senate and is responsible for maintaining and promoting the efficiency, effectiveness and good order of the University. The Vice-Chancellor is accountable to Council for the exercise of his/her responsibilities and has a formal responsibility, under the terms of the Higher Education Funding Council's Financial Memorandum, to alert the governing body if any action or policy is incompatible with the terms of the Financial Memorandum.
21. The Pro-Vice-Chancellors assist the Vice-Chancellor in maintaining and promoting the efficiency, effectiveness and good order of the University. The Senior Pro-Vice-Chancellor is appointed/re-appointed on an annual basis, on the recommendation of the Vice-Chancellor, and stands in as required in the absence of the Vice-Chancellor.

The Registrar and Secretary

22. The Registrar and Secretary is both an executive member of the University's senior management team and, officially, the Secretary to Council and its committees. The Registrar and Secretary has delegated the secretariat role for Council and certain committees to other officers of the University. The secretariat of each committee is indicated under [Committees](#).
23. The Registrar and Secretary is the senior member of the University's administrative staff and has overall responsibility for the provision of all of the University's administrative services.

24. Although the Registrar and Secretary has a managerial reporting line to the Vice-Chancellor, it is clearly understood that the role involves distinct responsibilities to Council itself (and its Chair) as the governing body of the University.
25. The Registrar and Secretary advises Council on relevant issues arising in respect of the use of public funds, accountability, legal matters, as well as the application of the University's Charter, Statutes, Ordinances and Regulations to matters at hand. This also includes responsibility for advising Council if any proposed action would exceed Council's powers, or be contrary to law or to the Higher Education Funding Council's Financial Memorandum.

Whistleblowing

26. Legal provisions covering Public Interest Disclosure, commonly referred to as 'whistleblowing', offers legal protection to staff against dismissal or other penalties suffered as a result of confiding in their employer about certain serious concerns which are in the public interest. If a member of staff discovers information which they believe shows malpractice or impropriety within the University they can inform the University without going through their line manager and may choose, if they wish, to remain anonymous.
27. The University's [Whistleblowing Policy](#) explains the procedures to be followed if a member of staff (or a student) has a concern which is in the public interest.
28. The University makes such investigations as are appropriate. The arrangements do not permit or encourage the challenging of properly taken, legitimate, financial or business decisions, and it cannot be used to bring about the reconsideration of matters which have already been dealt with under separate harassment, complaint or disciplinary procedures.
29. Members of staff and students are advised to consult the full [Whistleblowing Policy](#) before making a disclosure.

University Companies, Trustees of the University Pension Funds, the Students' Union and HEFCE

30. Council's duties, responsibilities and powers in relation to the above bodies are as defined in the [Statutes](#), [Ordinances](#), [Regulations](#), [HEFCE Financial Memorandum](#) which includes the HEFCE Audit Code of Practice.

Grievances and Complaints

31. The procedures for handling grievances by members of staff in relation to their employment at the University are set out in the [Ordinances](#).

The procedures for handling student grievances are published in the [Regulations](#).

Identification, Reporting and Investigation of Suspected or Alleged Fraud or Financial Irregularity

32. It is expected that where any member of staff is aware of, or suspects with good cause, that there is a financial irregularity or fraud they will, without delay, either inform their Head of Department or (if they are a Head of Department) the Registrar and Secretary or the Vice-Chancellor, or follow the guidance laid out in the [Whistleblowing Policy](#). Failure or delay in doing so may result in further loss being incurred or evidence lost, as well as a possibility of adverse publicity, which could affect the public standing of the University.

33. Where a suspicion of fraud or financial irregularity is raised, the procedures for investigation accord with those laid out in the [Whistleblowing Policy](#).
34. The HEFCE Audit Code of Practice requires any serious control weaknesses, significant frauds or major accounting breakdowns to be notified through the designated officer (the Vice-Chancellor) to the Chair of the Audit Committee, the Chair of Council, and the Accounting Officer of HEFCE.

Senate

35. Senate's constitution and powers are prescribed in the [Statutes](#) and [Ordinances](#) of the University. Senate is the custodian of the academic integrity of the University. Subject to the overall authority of Council, it is concerned with directing and regulating the academic life of the University, including: provision and standards of teaching; promotion and standards of research; standards of examination; appointments of senior academic staff; and the organisation of the Colleges, Schools and Departments of the University.
36. Responsibility for the day-to-day running of the academic affairs of the University rests with the Heads of Department, who are ultimately accountable to the Vice-Chancellor. The Heads of College, who are also accountable to the Vice-Chancellor, are responsible for providing academic and managerial leadership within their Colleges. They are also Pro-Vice-Chancellors and as such are members of the University's senior management team and have additional designated institutional responsibilities. The Heads of College and Heads of Department are members of the Senate.

Court

37. Court is a body of around 300 stakeholders, both internal and external to the University, which meets annually to receive a report on the University's recent activities, and to receive the audited financial statements. Court's constitution and powers are prescribed in the [Ordinances](#) of the University.

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