

**COU15D032**

**Title:** *Review of Council Effectiveness*  
**Author:** Dr Kathryn Skoyles, Deputy Chair of Council and Mr Ian Callaghan, Director of Planning  
**Date:** 11 January 2016  
**Circulation:** Council: 18 January 2016  
**Agenda:** COU15A006  
**Version:** Final  
**Status:** Open

---

**Issue**

At its meeting on 18 May 2015 Council resolved that an effectiveness review should take place. It was further resolved to use the Committee of University Chairs Code of Governance as the basis for this review.

**Recommendation**

Recipients are asked to consider the recommendations made in the attached report and to confirm how they wish the recommendations to be taken forward. It is anticipated that the majority of the recommendations will be dealt with by the Planning Office liaising with external stakeholders as required. Subject to approval of the recommendation in respect of the Council Membership Committee the progress of the recommendations is anticipated to be monitored by that Committee (within an expanded remit).

**Resource Implications**

The most significant resource implication is likely to be the use of temporary resource to establish the new Governance section of the University's website and to ensure that all relevant documents are made available on that site. It is anticipated that the financial impact of this resource will be absorbed within the existing budget of the Planning Office.

**Risk Implications**

Compliance with the recommended Code of Governance should reduce the risk to which the University is exposed in respect of governance and related issues.

**Equality and Diversity**

There are not anticipated to be any impacts on those with protected characteristics arising out of this paper per se. However, it should be noted that there are significant equality and diversity responsibilities for Council arising out of adoption of the Code of Governance.

**Timing of decisions**

Following this meeting work will commence on the list of recommendations made in the report as approved by Council. Regular updates will be provided to Council Membership Committee.

**Further Information**

Further information is available from Ian Callaghan ([i.callaghan@uea.ac.uk](mailto:i.callaghan@uea.ac.uk))

**Attachments**

Council Effectiveness Review 2015: report from the Council Effectiveness Committee.

# Council Effectiveness Review 2015

## 1 BACKGROUND

---

The Committee of University Chairs published a new code of governance in December 2014<sup>1</sup> (the “Code”). This has defined key governance aspects by a series of “must, should or could” statements. It has also recommended that Councils review their effectiveness every four years (previously five). As a result, Council resolved on 18 May 2015 that an effectiveness review should take place this year. The purpose of this report is to set out the work done by the Council Effectiveness Committee and the conclusions reached.

Council effectiveness was last reviewed in June 2011 and that review was facilitated by Alan Schofield from the Leadership Foundation. At its meeting on 6 July 2015, Council Effectiveness Committee (the “Committee”) considered the benefits of this review being facilitated by an external body and determined that, as a major focus of this review was an in depth analysis of the University’s compliance with the Code, it was appropriate for this review to be conducted internally.

Membership of the Council Effectiveness Committee was as follows:

- Dr Kathryn Skoyles, Deputy Chair of Council [Chair]
- Ms Vicki Keller Dorsey, Independent Member of Council
- Professor Neil Ward, Deputy Vice-Chancellor
- Professor Gillian Schofield, Senate Representative
- Mr Chris Jarvis, Student Representative
- Mr Brian Summers, Registrar and Secretary

In attendance:

- Mr Ian Callaghan, Director of Planning [Secretary]

## 2 RESULTS OF THE 2011 REVIEW OF COUNCIL EFFECTIVENESS

---

The summary results of the 2011 review appear at Appendix 1 of this Report. Having reviewed the 2011 recommendations the Committee identified the following as outstanding:

- That the role of the Membership Committee should be reviewed to consider if it should act as a governance committee (Recommendation 10)

---

<sup>1</sup> <http://www.universitychairs.ac.uk/wp-content/uploads/2015/02/Code-Final.pdf>

- That reasonable steps should be taken to reduce the involvement of Council members in staff redundancy committees and any related matters (Recommendation 11)

### 3 ACTIONS TAKEN DURING THIS REVIEW OF EFFECTIVENESS

---

The Committee has:

- Reviewed the actions from the 2011 review of Council effectiveness to ensure that these have been adopted;
- Used the Code as a starting point and identified the extent to which there is evidence of the University complying with the “Must”, “Should” and “Could” statements. The detailed results are shown in Appendix 5 and Section 4 of this report summarises the key recommendations;
- Undertaken a survey of members of Council, those that attend Council but are not members, full-time Sabbatical Officers, Heads of Schools and Heads of Central Services (including the Chief Executive of the Union of UEA Students). The detailed results are in Appendix 2; and
- Reviewed the skills matrix for the current independent members of Council. The results are as shown at Appendix 3.

In addition, there has been a recent requirement to return equality and diversity data for Council members to HEFCE as part of the Annual Monitoring Statements. The results are shown at Appendix 4 (please note that HEFCE only requested a review of the specific characteristics shown, not all protected characteristics).

### 4 CONCLUSIONS

---

#### 4.1 MATTERS OUTSTANDING FROM THE 2011 REVIEW

The Committee, having regard to the Code, considers that Recommendation 10 of the 2011 review should be carried forward and form part of the recommendations of this review. In relation to Recommendation 11 of the 2011 review, the Committee noted that negotiations in respect of Statute 7 are ongoing and that Council is being kept informed of discussions as they proceed. It is hoped that this matter will be resolved during the current academic year.

#### 4.2 CONCLUSIONS IDENTIFIED FROM THE SURVEY

Overall the findings are generally positive especially in terms of administration and conduct of meetings and Council Members’ confidence in its ability to uphold the institution’s values and drive forward its strategy.

The findings nevertheless reveal some areas for potential improvement in terms of actual effectiveness and/or awareness of activity.

A strong theme across the results is the low level of awareness of Council's activities among those who are not directly involved in its activities. The Committee concludes that this suggests a need for increased communication about Council: indeed, this forms the most significant of the Committee's recommendations.

Another area for consideration is the need to improve the working relationship between Council and other committees/ its subcommittees.

#### 4.3 CONCLUSIONS IDENTIFIED FROM THE REVIEW OF THE CODE (“MUSTS”, “SHOULD” AND “COULDS”)

The primary conclusions drawn from the review of the Code are linked to the recommendations made below. In summary, these are:

- It should be more straightforward to find information about the University and its governance structures. Whilst it is acknowledged that much of this information currently exists on the website it is recommended that a specific Governance section of the University's website is established: probably in the section entitled “About Us”. This should hold key information about the legal status of the University, how it is governed, the principal policies by which it operates, information for and about members of Council e.g. the (updated) “Orange” book, the committee structure of the University, the Code of Governance, Statement of Primary Responsibilities, Scheme of Delegation etc. [M1.1, M1.2, S1.4, S2.5, C1.1, M2.1, M2.5, S3.5, C3.7, C7.12]
- Council receives in a variety of ways information on the academic aspects of the University, for example via reviews of the Corporate Plan and discussion of key performance indicators. It has also recently received the first formal report from the Senate. Reports from Senate should continue to be received at least annually and these should be broadened to include consideration of student complaints. [S1.1, S4.4 and C4.5]
- There should be regular reviews of the effectiveness of Council, Senate and their sub-committees. These could be facilitated or supported by amending the terms of reference of the Council Membership Committee to expand its remit to include the wider subject of governance. This would not replace the need for a formal review of Council Effectiveness on a four yearly cycle (as required by the Code) but would ensure that recommendations from each formal review are being considered on a routine basis. [Recommendation 10 from the 2011 review, M7.11 and C7.13.]
- Reports from Council sub-committees should routinely appear in Section A of its agenda unless the agenda already addresses the substantive issues raised in the report. In addition there should be a report to Council at least annually from the Director of Development. [S1.2, C5.4.]

- There is a strong focus on equality and diversity in the Code. Council has recently received both a report and presentation from the Head of Equality and Diversity but to ensure improved compliance with the Code there are a number of matters that should be addressed. These include maintaining awareness of the protected characteristics of the Council members especially when appointing new members, offering equality and diversity training to Council members, including a commitment to equality and diversity in the UEA Plan, inclusion of specific sections on equality and diversity in publicly available information and the appointment to the Equality and Diversity Committee of an independent member of Council. [M6.1, M6.4, S6.3, C6.10, C6.11.]
- A small number of policies and procedures need to be reviewed and formally approved by Council. There should also be a schedule of key University policies together with dates on which each is due for review. This should be held on the new Governance website. [M2.4, S3.11, C4.1, C5.1, C5.2. M1.1]
- A number of additional items should be considered by Audit Committee or by Council. These include: removing the ex-officio members from Audit Committee and considering cases of “whistleblowing”. [C1.2, C1.3, C2.4, M3.12.]
- The terms of reference for Senior Officers’ Remuneration Committee (SORC) should be compared to the CUC Illustrative Practice Note 1 to ensure that best practice is being followed. [M3.13.]
- A new section to the standard committee template should be considered to ensure that any potential conflicts of interest are clearly identified. [M2.3.]

A detailed analysis of the Committee’s work on the Code is set out in Appendix 5.

#### 4.4 CONCLUSIONS IDENTIFIED FROM THE REVIEW OF THE SKILLS MATRIX

It was acknowledged that by necessity the skills matrix was representative of only a small number of Council members. It was also identified that the responses were subjective and ultimately it was for the Council Membership Committee to determine the importance of each criterion and to prioritise these when considering potential future candidates. The Committee considered that whilst a broad range of skills was to be welcomed it was vitally important to have at least two members at any one time who have the following skills (noting that the role of Council is to have oversight of such matters):

- Strategic business management;
- Financial management; and
- Legal experience/knowledge.

## 5 RECOMMENDATIONS

---

The Council Effectiveness Committee makes the following recommendations to Council:

1. A recurring theme from both the review of the Code and the results of the survey was that there was little understanding of what the Council did and how the Council operated. It is recommended that this is addressed by:
  - a. Creating the Governance website as outlined above;
  - b. Summarising the key items of discussion and decisions which should then be published via the “all staff” and “all student” emails with due regard to appropriate confidentiality.
2. Ensuring the free flow of relevant information between Council, Senate and their respective sub-committees. This should include reports back to Senate from Council for example by sharing the discussion that took place at Council at the Senate meeting following their report being considered.
3. Council Effectiveness should be monitored by a reconstituted Council Membership Committee with its expanded remit to include Governance. We note too that Council has an obligation to oversee the activities of Senate and we recommend that Senate conduct a review of its own effectiveness, reporting to Council on the outcome of that review.
4. The profile of Equality and Diversity across all University decision making should be raised and, at the very least, be incorporated into the range of annual reports produced by the University.
5. Statute 7 should continue to be reviewed to ensure efficient and effective use of Council members’ time.
6. The outcome of the review of the Code (“Musts”, “Shoulds” and “Could’s”) should be taken forward and implementation monitored by the Council Membership Committee within its expanded remit.
7. Since its main focus in this review was on the Code, the Committee did not attempt also to consider other forms of corporate governance but it was felt there might be merit in Council undertaking a further review, which need not be lengthy in nature, to compare the University’s arrangements with governance in the corporate sector.

## Appendix 1

### Council Effectiveness Review 2011

#### Summary of action points from the 2011 review of Council Effectiveness

The 2011 review of Council Effectiveness made sixteen recommendations. Detailed below are those recommendations and the actions taken.

	Recommendation	Actions
1	The future role of the Council is clarified to place greater emphasis on strategic guidance.	This was coupled with recommendation 4 (below)
2	That the existing statement of primary responsibilities be reviewed and updated.	CEC meeting on 08/02/12 it was agreed that the current statement was sufficiently close to the CUC guidance that there was no need to reflect any updates.
3	That a schedule of delegated authority be drawn up and approved by Council.	This has been prepared and was approved at Council on 15 October 2012. The paper is available at: <a href="https://portal.uea.ac.uk/documents/6207125/7467226/dividerjcou12d010pdf.pdf/">https://portal.uea.ac.uk/documents/6207125/7467226/dividerjcou12d010pdf.pdf/</a>
4	That a more proactive approach be taken by the Council towards strategic development and performance monitoring.	This has been addressed in a number of ways: <ol style="list-style-type: none"> <li>1) We produced an operational plan from the previous corporate plan which was monitored formally on an annual basis;</li> <li>2) There were regular updates to Council drawn from specific areas of the operational plan;</li> <li>3) Council has been formally involved in UEA 2030 research and review and the expectation is that once this is signed off it will be monitored through an operational plan by the University and Council.</li> </ol>
5	That current practice in ensuring the need for a lay majority of Council is reviewed.	There have not been any issues with achieving a majority of lay members in the period. The role of the Executive Deans has been clarified to confirm that they are not members of Council

		(see below).
6	That the Membership Committee clarify and publish the expectations required of all members, including time required.	There is now a standard role description.
7	That the University should be more proactive about providing support and development for all Council members in relation to the provision of induction.	The “orange book” is produced annually and circulated to all members of Council. New members receive a half-day induction. There is an annual review of major projects – the “pen-portraits” which enables newer members to understand the history and background of these areas.
8	That an annual review discussion takes place with each Council member, if possible with the Chair.	The Chair offers an annual one-to-one meeting with all members of Council.
9	That the terms of reference and need for all Council committees are reviewed to ensure consistency.	Done. These are also presented to each Committee annually. CEC July 2012.
10	That the role of the Membership Committee should be reviewed to consider if it should act as a governance committee.	This has not been formally addressed.
11	That reasonable steps are taken to reduce the involvement of Council members in staff redundancy committees and any related matters.	The final outcome of the last review was that this would be attended to as and when an appropriate opportunity arose. A paper on Statute 7 was presented to Council (June 2015 meeting) and negotiations with UCU are ongoing.
12	That integrated reporting should be made to the Council on all key academic issues based on key strategic priorities and associated risks.	A number of changes have been made to include: <ul style="list-style-type: none"> <li>1) At least annual updates on league table performance together with specific updates on key aspects driving the tables e.g. employability, SSR, student satisfaction etc.</li> <li>2) Annual reports from Senate to Council will be submitted.</li> <li>3) The risk register has been reviewed and re-formatted and is now much better understood by Council members as is</li> </ul>

		the process for managing and reviewing risk.
13	That the rationale for the participation of Deans as observers at Council should be clarified and known to all members.	The membership section of the Calendar has been amended to reflect the fact that Executive Deans have the right to attend and debate but that they do not have the right to vote. <a href="https://portal.uea.ac.uk/documents/6207125/7465902/Section+2+The+Council.pdf">https://portal.uea.ac.uk/documents/6207125/7465902/Section+2+The+Council.pdf</a> . This will be made clearer in the “Orange Book” at the next revision.
14	That both the Council and the Executive consider how effective working relationships can continue to be developed, and take necessary action.	It was suggested that this comment was linked to the query about the Deans’ membership of Council. No further action was deemed necessary.
15	That the information needs of the Council are reviewed and that the secretariat adopts best practice in the sector to meeting agenda needs.	A number of changes have been made and the agenda continues to evolve: <ol style="list-style-type: none"> <li>1) The Vice-Chancellor’s report now appears at every meeting. In addition, it is produced by the Executive Team and Heads of Professional Services during the inter-meeting period for final edit prior to the circulation of papers;</li> <li>2) The vast majority of papers are circulated on time;</li> <li>3) Papers are available electronically for all members of Council;</li> <li>4) The presumption is now that papers are “open” unless confidentiality is required. The same is true of the minutes.</li> <li>5) A “lessons learned” exercise has been undertaken in respect of significant projects and is being implemented to cover future projects.</li> </ol>
16	That the existing policy on the confidentiality of Council documentation is reviewed in the light of any decision about increasing communication about governance more widely within the	There is now a presumption that documents will be considered “open” wherever possible. Some documents remain confidential prior to the meeting but are more widely available thereafter (as appropriate). The aim is to have

	University.	<p>as many minutes open as possible.</p> <p>In addition, the University has undertaken a review of internal communications and a wider channel of communications is available. This includes a new publication (The Loop) which is circulated as a cascade monthly which can and does contain relevant information from Council. The Vice-Chancellor also undertakes routine visits to team meetings across the campus.</p>
--	-------------	---

## Appendix 2

### Results of the survey of Council members and other related parties

#### Headlines

- Overall the findings are generally positive especially in terms of administration and conduct of meetings and Council Members' confidence in its ability to uphold the institution's values and drive forward its strategy.
- However, findings do reveal some areas for potential improvement in terms of actual effectiveness and/or awareness of activity.
- A strong theme across the results is regarding low awareness of Council's activities among those who are not directly involved with the potential need for increased communication out from the Committee.
- Another related area for consideration is improving the working relationship between Council and other committees.

#### Purpose and Methodology

This briefing note provides a summary of the main findings from an online survey with Council Members, Council attendees who are not members and other senior management at UEA who do not attend Council. The questionnaire was focused on measuring levels of awareness of Council activities and perceptions of its effectiveness.

In total there were 27 responses to the survey which was sent to a sample of 50. Whilst this equates to a good response rate of 54%, it is important to note the low base size throughout the findings especially when looking at the results by specific respondent types and/or where questions were only asked to Council Members. The findings are indicative rather than conclusive.

**Table 1: Profile of responses.**

Are you currently a member of Council		
	Respondents	Maximum eligible respondents
Yes	11	17
No, but I attend meetings	5	7
No, and I do not attend meetings	10	c. 29
Council member type		
Independent member	6	9
Student member	0	2
Senate/support staff member	3	3
Executive team member	2	3
Non-member attendee type		
Executive Team	2	5
Student	0	0
Head of School	1	0
Director of Service	2	2

The following commentary highlights positives and possible areas for improvement based on comparison of awareness and agreement across questions and respondent types.

## Particularly positive findings

### Commitment to effective governance of Council

- Responses from Council members to the four statements regarding commitment to effective governance show extremely high levels of agreement to all bar one statement (91% with only one respondent not agreeing each time).
- Of particular note is “there is genuine and shared commitment by both Council and the executive to ensure effective governance” where 8 of the 11 respondents strongly agreed (73%).

### Effective governance structures and processes

- 81% of Council Members agreed that “the arrangements for Council and sub-committee meetings (number, timing, location, length of meetings, administration etc.) are fit for purpose”.

### Effective Council membership

- Three of the tested statements on Council membership engendered high levels of agreement among responding Council members indicating that nature and engagement of membership is working well: “Council members are motivated, attend regularly, participate actively, and their skills and experience are used effectively” (90%), “the size, nature, experience, skills and diversity of Council membership are appropriate to meet its roles and responsibilities” (91%), “effective support, induction and ongoing professional development exists for members, and is valued by them” (81%).

### Council commitment to organisational vision, culture and values

- Agreement with three of the five statements in this section on upholding values among those involved with Council (members and non-members who attend) was extremely high including 100% agreement among Council members *with* “Council is active in supporting, and where necessary defending, core institutional values”, “Council demonstrates an understanding of, and commitment to, organisational vision, mission and culture” and “Council is effective in encouraging corporate social responsibility and the achievement of public benefit”.

### Effective strategic development and performance measurement

- 82% of responding Council Members agreed “Council fully understands institutional strategy and is actively involved in its formulation, approval and review”.

### Effective Council information and communication

- 91% of responding Council Members agreed with the three statements regarding information provision to Council in terms of timeliness, presentation and robustness.

### Working relationships and boardroom behaviour

- Over 80% of Council Members agreed with each of the six tested statements regarding working relationships and boardroom behaviour. This includes 100% agreement that “in practice, working relationships between Council members and the executive are good, and a positive atmosphere exists to support effective governance”.

## Areas for consideration

### Commitment to effective governance of Council

- There is possible room to better embed ongoing evaluation of Council effectiveness. Whilst still reasonable, “Council regularly reviews its own performance and demonstrates a commitment to continuous improvement in its own affairs”, generated the lowest agreement among Council Members to statements in this section (72%). However, note that only one respondent actively disagreed with the statement with one selecting Don’t Know and one Neither Agree nor Disagree.

### **Effective Council membership**

- There is a possible need to review mechanisms for recruitment and succession of members. Whilst still reasonable, it may be notable that 72% of responding Council Members agreed that “the recruitment and succession planning of Council members is effectively undertaken”.

### **Effective strategic development and performance measurement**

- Consider whether there is need to carry out additional, or increase the visibility of, reviews of performance. Whilst still reasonable it may be worth noting that 72% of responding Council members actively agreed that “Council receives assurance that regular performance reviews of all main departments and services are undertaken, and where necessary reviews issues arising and Council ensures that regular performance reviews of the Vice-Chancellor are undertaken by the Remuneration Committee, and where necessary receives information”.
- Consider whether there is need to carry out additional performance monitoring including external benchmarking. Whilst still reasonable it may be worth noting that 72% of responding Council members actively agreed that “Council actively measures and monitors institutional performance, including through the use of agreed KPIs which are both realistic and challenging and Council regularly reviews comparative institutional performance with relevant peer institutions through processes such as benchmarking”.

### **Effective Council information and communication**

- Consider developing and/or raising awareness of the risk management process. 63% of responding Council Members agreed that “Council ensures that an effective institution-wide risk management process is in place, and receives appropriate risk information and reports”. The remaining respondents were evenly split between Don’t Know and Neither Agree nor Disagree indicating a lack of awareness rather than active disagreement.

### **Future governance**

- Consider further whether Council is responsive to internal and external changes and improve as required. Responses to the two following two statements varied by respondent type so the findings are relatively unclear; “Council is well informed about likely changes in the external environment and any major implications for governance that may result” and “Council conducts its affairs in a way that is responsive to changing circumstances and the need for responsive decision making and governance”. Whilst agreement with these statements among responding Council members was very high (100% and 83% respectively), this was not the case for non-members. This appears to be due to lack of awareness rather than active disagreement with high proportions of Don’t Know and Neither Agree nor Disagree. However, verbatim comments do indicate some concern around Council’s responsiveness to external challenges.

## **Areas for improvements – under 60% agreement**

### **Effective governance structures and processes**

- Continue to improve the effectiveness of the relationship between Senate and Council. Only 54% of responding Council members agreed that “Council has effective processes for meeting its responsibilities for determining the University’s educational character, including an effective relationship with Senate” (although notable that none actively disagreed it is also notable that only one agreed strongly). Whilst response to this question is mixed in the other two respondent groups it is notable that 3 non-members who do not attend (30%) actively disagreed. Four respondents took the opportunity to comment further on this relationship, positively highlighting that the introduction of an annual report from Senate has been a good start, but clearly indicating that further work is needed in this area.

- Improve decision making structures. Again, only 54% of responding Council members agreed that “The Council decision making structure (including any sub-committees) is fit for purpose”.
- Improve arrangements for involving wider University in Council. Agreement with “effective arrangements are in place for involving staff and students in Council and its sub-committees” is below 80% or lower across all three respondent types. Of particular note only 40% of non-members who do not attend actively agreed with this statement with 40% actively disagreeing and 20% selecting Don’t Know. Two respondents chose to comment on this issue indicating areas for improvement in terms of both staff and students.

#### **Effective Council membership**

- Consider need for regular review of the contribution made by members. Only 36% of responding Council Members agreed that “the contribution of all members (including the chair) is regularly reviewed using processes agreed by Council” (with none strongly agreeing). Notably, 3 respondents (27%) reported not knowing if this was the case whilst 2 selected neither agree nor disagree and 2 actively disagreed.

#### **Council commitment to organisational vision, culture and values**

- Need to review trust and confidence in Council among the wider University. Findings indicate that Council members and non-member attendees are unclear whether “there is trust and confidence in Council amongst those staff and students who come into contact with it”. For example, 63% of Council Members selected either don’t know or neither agree nor disagree whilst two Council Members suggested in their comments the need to pose the question to the wider University. Council Effectiveness Committee may want to consider surveying the wider staff body to better understand awareness of Council and its communications and better understand where improvements are needed in this area. This could be included in the Internal Communication review planned for early 2016. In addition, there is no consistent response to this statement among non-attendees with responses spread evenly between disagreeing, agreeing and don’t know (all 30%).
- Need to increase understanding of Council among non-attendees. In line with the finding above, albeit from a low base, it is important to note the diversity of response from respondents who do not attend Council to all the questions in this section. Relatively high levels of Don’t Know can be seen across the board (30%-50%) with remaining responses spread across the agree-disagree scale.

#### **Effective Council information and communication**

- Improve communication from Council to the wider University. It is clear from the responses of both members and non- members that there is room to improve communication; agreement with the statement “there is effective communication to and from Council both within the institution and also with key stakeholder bodies and the public at large” is consistently below 60% across the respondent groups. Most striking are the results from non-members with only 40% of attendees and 10% of non-attendees agreeing with the statement. Verbatim comments provide further insight; the main theme of comments from non-members is that they perceive that they know very little to nothing about Council and that this must mean that communication out from the committee is not adequate.

It is notable that when asked if they have any further comments on the effectiveness of Council and potential improvements at the end of the survey several non-members who do not attend took the opportunity to raise this issue again; the main theme being that they had not felt able to answer all the questions which indicates a lack of communication out from Council.

#### **Future governance**

- Increase active reviewing and monitoring of governance both internally and externally. Council members were asked three questions regarding monitoring governance and active agreement was below 60% with

each one: “Council is actively reviewing the extent to which existing arrangements for academic governance will be appropriate to meet long term strategic plans”; “Council is actively reviewing the extent to which its existing corporate governance arrangements will be appropriate to meet long term strategic plans” and “Council actively monitors effective governance in other sectors and adopts relevant practice”. Note active disagreement was very rare (only one respondent actively disagreeing with any) with Neither Agree nor Disagree or Don’t Know being selected.

#### **The outcomes achieved by Council**

- Ensure that Council is effective in achieving outcomes and that the wider institution is fully aware of these. All respondent types were asked to rate agreement with all eight statements in this section. Agreement levels varying by type and it is notable that no statement receives over 80% agreement from all three respondent groups.
  - Positively, agreement does tend to be higher among Council Members with no active disagreement with any statements and, for example, 88% agreement with both “that the agreed institutional strategic plan is being achieved” and “that defined quality levels in academic and service provision and the student experience are being achieved”.
  - However, lower levels of agreement occurred among non-members with all statements; especially of note is considerable active disagreement across with a number of statements among respondents who do not attend meetings. For example, all be it from a low base, 40% of non-members who don’t attend meetings actively disagreed that “that enhanced institutional leadership through effective governance is being achieved”.
  - In line with this it is interesting to note that the lowest agreement in the section among Council members is with “that confidence in governance is being achieved both within the institution and by key external stakeholders” (66%).

**Research by Market Research Team, Business Intelligence Unit  
Becky Price, Rosie Hannant, Johanna Hardy  
November 2015**

### Appendix 3: results of the review of Independent Council members' skills

Skills area	Current knowledge/ experience								Background knowledge/ experience						
	Ind	Ind	Ind	Ind	Ind	Ind	Ind	Average	Ind	Ind	Ind	Ind	Ind	Average	
In-depth knowledge of major HE issues, university research and teaching, other university business	2		1	2	1			1	1.4	0		1	0	1	0.5
Other Educational experience		0	1	2	1	1		1	1.0		1	1	2	1	1.3
International experience and outlook	1	1		2	2	1		2	1.5	1	1	1	2	2	1.4
National knowledge, experience and contacts	1	1		2	1	2		2	1.5	1	1		2	2	1.5
Regional knowledge, experience and contacts	1	2		1	0	2		2	1.3	1	2		0	2	1.3
Research & Development	0	0		1	1	0		1	0.5	0	0		1	1	0.5
Marketing / Communications / PR	1	1		1	2	1		2	1.3	1	0		1	2	1.0
Estate/property management	1	1		1	0	2		1	1.0	1	0		1	1	0.8
Financial Management/Accountancy	2	2		2	1	1		1	1.5	2	2		2	1	1.8
Information Technology	1	0		1	0	1		1	0.7	1	0		1	1	0.8
Legal	2	1		1	0	0		1	0.8	2	1	2	1	1	1.4
Compliance/regulation	2	0		1	0	1		2	1.0	2	0	1	1	2	1.2
Pensions	2	1		1	0	1		1	1.0	2	0	1	1	1	1.0
National Health Service	0	1		0	0	0		0	0.2	0	1		0	0	0.3

### Appendix 3: results of the review of independent Council members' skills

Skills area	Current knowledge/ experience								Background knowledge/ experience					
	Ind	Ind	Ind	Ind	Ind	Ind	Ind	Average	Ind	Ind	Ind	Ind	Ind	Average
Industrial relations/HR/Equality and Diversity Issues	2	0		1	0	1	2	1.0	2	0		1	2	1.3
Corporate governance	2	1		2	1	2	2	1.7	2	0	1	2	2	1.4
Strategic planning	1	1		2	2	2	2	1.7	1	0	1	2	2	1.2
Fundraising	0	0		2	0	1	1	0.7	0	0		2	1	0.8
Audit/risk management	2	1		1	1	2	2	1.5	2	1		1	2	1.5
Health & Safety	0	0	1	0	0	0	2	0.4	0	0		0	2	0.5
Business / Industry	2	2		2	2	2	2	2.0	2	2	1	2	2	1.8
Entrepreneurship	1	1		2	1	1	1	1.2	1	1		2	1	1.3
Voluntary / Charitable sector	2	1	1	2	1	2	2	1.6	2	2		2	2	2.0
Arts, culture, media and the creative industries	0	0		0	0	2	1	0.5	0	0		0	1	0.3
Science & Technology	0	0		0	0	0	2	0.3	0	0		0	2	0.5
Government & Politics	1	1		1	2	0	2	1.2	1	1		1	2	1.3

## Appendix 4

### Equality and diversity characteristics of Council members (autumn 2015)<sup>2</sup>

The table below summarises the characteristics of Council members as at autumn 2015. These are as required by HEFCE for the University's Annual Monitoring Statements submission.

Gender:	Male	10
	Female	6
	Other	1
	Prefer not to say	0
	Undeclared	0
Ethnic Group	White	16
	Mixed or multiple ethnic groups	0
	Asian or Asian British	1
	Black, African, Caribbean or Black British	0
	Other ethnic group	0
	Undeclared	0
Disability	Yes	2
	No	15
	Undeclared	0

Census date: 12 October 2015

Number of Council members at census date: 17 (with no vacancies)

---

<sup>2</sup> Note: HEFCE required the characteristics shown to be returned to them as part of the 2015 Annual Monitoring Statements. They did not require declaration against all protected characteristics.

## **Appendix 5**

### **Review of compliance with “Must”, “Should” and “Could” statements**

**Element 1: the governing body is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit.**

<b>"Must" statements</b>	<b>UEA practice</b>	<b>Cross references</b>
M1.1 - The governing body has a responsibility for all decisions that might have significant reputational or financial implications (including significant partnerships or collaborations). It <b>must</b> therefore seek assurance that the institution meets all legal and regulatory requirements imposed on it as a corporate body, including through instruments of governance such as statutes, ordinances and articles.	<p>The Charter clearly establishes Council as the Executive Governing Body of the University.</p> <p>Council approves:</p> <p>(1) periodic corporate strategy: <a href="https://intranet.uea.ac.uk/vco/intranet/p%26p/corporateplan">https://intranet.uea.ac.uk/vco/intranet/p%26p/corporateplan</a></p> <p>(2) five year financial plan and annual resources allocation</p> <p>(3) the annual financial statements with a number of assurances supported by the Audit function including the corporate governance statements: <a href="https://portal.uea.ac.uk/finance/financial-accounts">https://portal.uea.ac.uk/finance/financial-accounts</a></p> <p>(4) new partnerships and collaborations of a significant nature (and particularly where new legal vehicles are created). It has adopted a JV policy and lessons learned guidance: <a href="https://portal.uea.ac.uk/documents/6207125/7485970/jointventurespolicy.pdf/dc105d76-f51a-4cbd-9e77-b2e5eafd08b4">https://portal.uea.ac.uk/documents/6207125/7485970/jointventurespolicy.pdf/dc105d76-f51a-4cbd-9e77-b2e5eafd08b4</a></p> <p>(5) the appointment of the Chair for the Health &amp; Safety Executive and the Equality and Diversity Committee</p> <p>(6) the scheme of delegation which places responsibility upon the Vice-Chancellor for the generality of compliance with legislation and regulation</p> <p><b>Recommendation:</b> the core information above should be collated on a new section of the website specifically related to Governance. This should include the Charter, Statutes, Statement of Primary Responsibilities, Corporate Plan, Schedule of Delegated Authority, University policies, Orange Book, The Higher Education Code of Governance ("CUC Code"), information about the membership of the Council and an explanation of what it does.</p>	M2.1, M2.5, M3.6, S1.4, S2.1, S3.5, S6.2, C1.1, C3.7, C4.1, C7.12
M1.2 - The regulatory and legal requirements will vary depending on the constitution of individual HEIs, but, for most governing bodies, members are charitable trustees and <b>must</b> comply with legislation governing charities and case law in the exercise of their duties. Some institutions are constituted as companies, and governing body members are normally the company's directors; the primary legislation in this case will be the requirements of the Companies Acts.	<p>The University is a chartered institution and a charity. Council members are aware of its and their legal standing through the induction process and circulation of the current CUC Code. This is supported by the "Orange Book" which is published by the University and is available to all members of Council (<a href="https://portal.uea.ac.uk/documents/6207125/7444692/orangebook201415.pdf/">https://portal.uea.ac.uk/documents/6207125/7444692/orangebook201415.pdf/</a>) and should be published on the governance website.</p> <p><b>Recommendation:</b> The "Orange Book" should be fully reviewed and updated to reflect the outcomes of this review of Council Effectiveness and the CUC Code.</p>	
M1.3 - In both instances members are required to discharge their duties in line with the accepted standards of behaviour in public life, ultimately accepting individual and collective responsibility for the affairs of the institution. The main accountability requirements falling upon the governing body in respect of public funding are set out in financial memoranda issued by the funding bodies and these <b>must</b> be followed.	<p>The need to adhere to the Nolan Principles is well understood by Council through induction and the "Orange Book". The Financial Memoranda are the "meat and drink" of the University's relationship with the Higher Education Funding Council for England (HEFCE) and appropriate assurances are given through periodic audits undertaken by internal and external audit and also directly by HEFCE or its representatives. Council approves the annual financial forecasts that are submitted to HEFCE.</p>	
M1.4 - Student and staff members of the governing body share the same legal responsibilities and obligations as other members and <b>must</b> not be routinely excluded from discussions.	<p>Council has agreed that instances in which student members are excluded should be kept to an absolute minimum, and normally only where the University's general duty of care to named or identifiable members of staff has to be weighed in the balance.</p>	

**Appendix 5: CUC Code of Governance: 2014: Summary of the seven elements together with the must, should and could statements**

<b>"Should" statements</b>	<b>UEA practice</b>	
S1.1 Seek assurance that decisions which might have significant reputational or financial risks undergo a rigorous process of due diligence.	The Council has recently approved a number of significant documents including a "Lessons Learned" review and a joint venture policy. The key recommendations from the "Lessons Learned" paper have been utilised in a number of recent discussions notably a current consideration of whether to enter a new subject area. The Risk and Opportunity policy and institutional risk register is owned by Council and is reviewed at least annually at the strategy conference. <b>Recommendation:</b> future reports from Senate should include summary information on complaints (currently sent to LTC) and now to be reported from LTC to Senate and then Council.	S4.4, C4.5
S1.2 Obtain assurances that appropriate policies and procedures are consistently applied, and that there is compliance with relevant legislation.	The University's Health and Safety Executive reports twice a year. Equality and Diversity Committee reports annually to Council. In addition, Council routinely receives reports of sub-committees (e.g. Finance Group, Membership Committee, Senior Officers' Remuneration and Audit Committee) and has recently started to receive reports from Senate. <b>Recommendation:</b> these reports should routinely appear in Section A of the agenda noting that in the case of some Committees the items discussed subsequently form a substantive item of Council business. In these cases Section B of the agenda will suffice.	
S1.3 Conduct its affairs in an open and transparent manner.	The University has a protocol used for publishing documents. Documents presented to Council (and other committees) are categorised as "Open" - these will appear on the University website; "Confidential" - these will not appear on the University website but writers are required to state why they believe the document is genuinely confidential; "Confidential and Reserved" - these will not appear on the University website and will normally relate to named or identifiable members of staff or students; "Secret" - these will be printed on pink paper and will not appear on the University website. In addition, they will be issued to and be collected back from members at the relevant meeting. Minutes will also be published on the website unless they are deemed to fall into one of the confidential categories listed above.	
S1.4 Clearly define and communicate the scope of its own responsibilities in the context of legislation, governing instruments and guidance including the HE code through a Statement of Primary Responsibilities.	The Council has adopted the standard Statement of Primary Responsibilities from the CUC Code (November 2015). <b>Recommendation:</b> to publish the Statement of Primary Responsibilities on the Governance website.	

<b>"Could" statements</b>	<b>UEA practice</b>	
C1.1 Adopting a clear scheme of delegation.	The current scheme of delegation is in place but due for review. <b>Recommendation:</b> review the scheme of delegation and publish on the governance website.	M1.1, M2.4, C4.1
C1.2 Asking its Audit Committee to ensure due diligence processes are reviewed.	The University has adopted the Committee of University Chairs (CUC) model terms of reference for Audit Committees ( <a href="http://www.universitychairs.ac.uk/wp-content/uploads/2014/12/Handbook-for-members-of-Audit-Committees.pdf">http://www.universitychairs.ac.uk/wp-content/uploads/2014/12/Handbook-for-members-of-Audit-Committees.pdf</a> and <a href="https://portal.uea.ac.uk/documents/6207125/7489894/audit.pdf">https://portal.uea.ac.uk/documents/6207125/7489894/audit.pdf</a> ). Due diligence processes are not currently formally tested by Audit Committee but Audit Committee does receive the annual report of both internal and external audit as part of its usual business together with all internal audit reports.	
C1.3 Including an opinion to this effect within the annual Audit Committee Report by the governing body.	See above: this is currently not formally undertaken by Audit Committee.	
C1.4 Including in its annual report a corporate governance statement which sets out the institution's governance arrangements (including the extent to which it has adopted this Code), policies on public disclosure and making the report widely available.	Included in the financial statements which are published on the University website.	
C1.5 Publishing agendas and minutes of its meetings.	Published on the Committee Office website which is available publicly. Some documents are marked confidential and are therefore not published but the confidentiality reason has to be stated on the document.	

**Element 2: the governing body protects institutional reputation by being assured that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are in place, ethical in nature, and followed.**

<b>"Must" statements</b>	<b>UEA practice</b>	<b>Cross reference</b>
M2.1 - In protecting the reputation of the institution the governing body will want to ensure the highest standards of ethical behaviour among its members, who <b>must</b> act ethically at all times in line with the accepted standards of behaviour in public life, and in the interests of the institution.	There is a register of interests which Council Members are required to complete annually and the Ordinances establish the approach to making clear any conflicts of interest when decisions are made. The University maintains key policies including a public interest disclosure (whistleblowing) policy: <a href="https://www.uea.ac.uk/hr/employee-information/policies/public-interest-disclosure">https://www.uea.ac.uk/hr/employee-information/policies/public-interest-disclosure</a> , Anti-Fraud and Corruption Policy, Health and Safety Policy and a range of Human Resources policies. <b>Recommendation:</b> A list of policies should be published on the new governance website together with a schedule of review dates.	M1.1, S3.5, C3.7
M2.2 - As such, members of governing bodies <b>must</b> act, and be perceived to act, impartially, and not be influenced by social or business relationships. A member who has a pecuniary, family or other personal interest in any matter under discussion <b>must</b> disclose the interest. A member does not necessarily have a pecuniary interest merely because he/she is a member of staff or a student.	Details of members are listed in the "Orange Book" but it should be noted that this will be reviewed post this review of Council Effectiveness. It is recommended elsewhere that in the future the Orange Book will appear on the new Governance section of the UEA website. The advertising for new members of Council and the subsequent letter of appointment expressly require declarations of interest.	M1.1, M1.2
M2.3 - The governing body <b>must</b> ensure that its decision-making processes are free of any undue pressures from external interest groups, including donors, alumni, corporate sponsors and political interest groups.	The Council undertakes extensive discussion of significant matters, there is open debate and oral declaration of interest where appropriate. Those directly affected by a discussion item may be asked to withdraw from the meeting. The Chairman encourages a range of different views to be expressed and also ensures appropriate comment from specific member groups e.g. student representatives, Senate representatives, and from the Executive Deans who attend as observers with the right to participate in discussion (but not voting). Specifically, the University has a policy on the acceptance of gifts that applies to staff, members of Council and members of University committees ( <a href="https://portal.uea.ac.uk/documents/6207125/7103513/Anti-fraud+Policy+28+May+2010.pdf/">https://portal.uea.ac.uk/documents/6207125/7103513/Anti-fraud+Policy+28+May+2010.pdf/</a> ). <b>Recommendation:</b> Consider the addition of a new section to standard report templates referencing conflict of interest.	
M2.4 - Members whose views are not consistent with the decisions of the governing body should abide by the principle of collective decision making and avoid putting specific interests before those of the institution. Individually they <b>must</b> not make any agreement for which they do not have authority.	Council members are made aware of the need to act collectively in the best interests of the University in their appointment letter. Individual members of Council, other than the Vice-Chancellor and Pro-Vice-Chancellors operating within the scheme of delegation, cannot enter into agreements. The scheme of delegation is available at: <a href="https://portal.uea.ac.uk/committee-office/university-policies">https://portal.uea.ac.uk/committee-office/university-policies</a> . <b>Recommendation:</b> the Scheme of Delegation should be reviewed annually and updated as appropriate.	C1.1, M2.4, C4.1, C5.1
M2.5 - Legislation requires that the governing body <b>must</b> take practical steps to ensure that the students' union or association operates in a fair, democratic, accountable and financially sustainable manner. This requirement is <b>in addition to</b> corporate and charity legislation that many student organisations are independently subject to.	Council has approved a Code of Practice Relating to Students' Unions as required by section 22 of the Education Act 1994 and effectively delegates oversight to the Registrar. As part of the registration (and re-registration) process all registered students receive an email (at least annually) reminding them of the Code of Practice. <b>Recommendation:</b> The Code of Practice relating to Students' Unions should be added to the new Governance website.	M1.1

**Appendix 5: CUC Code of Governance: 2014: Summary of the seven elements together with the must, should and could statements**

<b>"Should" statements</b>	<b>UEA practice</b>	
S2.1 Approve a policy framework on ethics which includes appropriate measures of assurance.	The University seeks to operate ethically in all respects and various aspects of Corporate Social Responsibility are published in the "About Us" section of the website. Research ethics are a particularly important aspect of the University's ethical stance: the current University Research Ethics Policy ( <a href="https://portal.uea.ac.uk/documents/6207125/8216919/UREC+Policy.pdf/772035b9-ff0f-4e7a-9ea9-b0636ffd0642">https://portal.uea.ac.uk/documents/6207125/8216919/UREC+Policy.pdf/772035b9-ff0f-4e7a-9ea9-b0636ffd0642</a> ) was approved by Senate in January 2012. The policy is generic and applies to all researchers, individuals and investigations which may have ethical dimensions. The policy includes terms of reference for the University Research Ethics Committee (U-REC) and the sub-committees (S-RECs) and details of Faculty-level responsibilities. Information is maintained online on the membership of U-REC and S-REC committees. The Policy accepts ethics review by other recognised Research Ethics Committees, including the National Research Ethics Service and RECs at other higher education institutions. There are special arrangements for research covered by legislation ( <a href="https://portal.uea.ac.uk/ren/research-integrity/research-covered-by-legislation">https://portal.uea.ac.uk/ren/research-integrity/research-covered-by-legislation</a> ) and research involving Health or Social Care ( <a href="https://portal.uea.ac.uk/ren/research-integrity/health-and-social-care">https://portal.uea.ac.uk/ren/research-integrity/health-and-social-care</a> ). <b>Recommendations:</b> (a) There should be a clear link to the current Corporate Social Responsibility information from the governance website (b) within the Corporate Social Responsibility section on the website the policies on ethical matters should be listed.	S3.4
S2.2 Approve a whistleblowing policy.	The Council has approved a Public Interest Disclosure (Whistleblowing) policy. This is maintained by the HR Division ( <a href="https://www.uea.ac.uk/hr/employee-information/policies/public-interest-disclosure">https://www.uea.ac.uk/hr/employee-information/policies/public-interest-disclosure</a> )	
S2.3 Receive assurance that its publications provide accurate and honest information about its activities.	In terms of financial statements, the University receives a management letter and report from the external auditors prior to signature of the annual financial statements. Press statements are issued via the Press Office and will normally have been checked with the business area owner prior to publication. There is an annual internal audit report in respect of statutory reporting to HESA.	
S2.4 Benchmark institutional policies and practice against sector practice and external requirements.	When new policies are produced they are normally written with reference to other available policies published by other institutions (both from the HE and other sectors).	

<b>"Could" statements</b>	<b>UEA practice</b>	
C2.1 Receiving an annual report on the work of appropriate institution committees, possibly supplemented by the work of the Audit Committee.	Audit Committee and Equality and Diversity Committee report to Council annually. Finance Group and Council Membership Committee report as and when necessary, usually immediately after each meeting. The University Health and Safety Executive reports to Council twice a year. There is an annual report from Senate to Council. Practice has been amended to ensure that the Equality and Diversity and Health and Safety Reports are routinely included in Section A. This is not normally required for Finance Group as there is usually a substantive item on the Council agenda to which the Finance Group report refers.	S1.2
C2.2 Developing specific policies of compliance and reporting in relation to aspects of research governance which raise particular sensitivities (e.g. animal experimentation) and which have well-established codes of practice.	This is provided via Research Executive, Health and Safety Committee and the Human Tissue Committee ( <a href="https://portal.uea.ac.uk/committee-office/uea-committees-and-boards">https://portal.uea.ac.uk/committee-office/uea-committees-and-boards</a> ). There are a range of policies to support these areas on the Safety Services Intranet: <a href="https://portal.uea.ac.uk/uss/intranet/policies">https://portal.uea.ac.uk/uss/intranet/policies</a> .	
C2.3 Seek assurance that whistleblowing is effectively managed, for example by getting an annual report on numbers and outcomes of any whistleblowing; it might also ask about the extent to which the associated protocols are widely known within the institution.	There is a University Whistleblowing Policy that is owned by the HR Division. There have been no cases where this policy has been called upon in the past 12 months.	
C2.4 Asking its Audit Committee to get assurance on 'whistleblowing'.	The Audit Committee is already informed of cases where the Whistleblowing policy has been invoked. <a href="https://www.uea.ac.uk/hr/employee-information/policies/public-interest-disclosure">https://www.uea.ac.uk/hr/employee-information/policies/public-interest-disclosure</a>	
C2.5 Asking for an audit review of quality management systems within the publications process.	It is likely that the cost of this activity would exceed the benefit. The University already is subject to regular reviews of research quality via the REF, academic quality by the QAA and potentially the new Teaching Excellence Framework (TEF).	
C2.6 Requesting its Audit Committee discuss with internal auditors how the institution compares with other organisations in areas undergoing audit.	The annual external audit report normally includes a comparison to other institutions. Internal audit make reference to other institutions as and when appropriate.	

**Element 3: The governing body ensures institutional sustainability by working with the Executive to set the institutional mission and strategy. In addition, it needs to be assured that appropriate steps are being taken to deliver them and that there are effective systems of control and risk management.**

<b>"Must" statements</b>	<b>UEA practice</b>	<b>Cross reference</b>
M3.1 - The governing body is responsible for the mission, character and reputation of the institution at a strategic level, and members will need to be adequately informed in order to carry out this key responsibility. They can expect the head of the institution to help them by providing strategic advice and guidance on the mission and strategic development of the institution.	These responsibilities are embedded in the functions of Council as set out in the Statutes <a href="https://portal.uea.ac.uk/academic-calendar?_ga=1.150724222.93355834.1358628942">https://portal.uea.ac.uk/academic-calendar?_ga=1.150724222.93355834.1358628942</a> . In addition, the Vice-Chancellor provides a written report on key issues to each meeting of Council, each meeting of Council has a specific section on Vice-Chancellor statements and Council members are forwarded significant press releases and other key information.	
M3.2 - The strategic plan plays a crucial role in ensuring the successful performance of the institution, and the governing body will want to demonstrate its commitment to and support for the plan by formally approving or endorsing it in accordance with its constitution. Aligned to this, it <b>must</b> ensure there is an appropriate financial strategy and be responsible, without delegation, for the approval of the annual budget.	Council's understanding of these responsibilities is clear and exemplified by its commitment to one or two extended periods for consideration of strategic issues in any year. The Council may not delegate its powers to: approve the annual business plan and budget of the University; amend the Charter or to make or amend University Statutes; appoint the Vice-Chancellor and to determine the terms and conditions at the time of appointment; dismiss the Vice-Chancellor and determine the process through which that may take place; appoint an Auditor or Auditors; adopt the annual financial statements. In addition, Council has instigated a "lessons learned" procedure.	M1.1
M3.3 - It <b>must</b> rigorously assess all aspects of the institution's sustainability, in the broadest sense, using an appropriate range of mechanisms which include relevant key performance indicators (KPIs) not just for the financial sustainability of the institution but also for its impact on the environment.	Risks to the institution's sustainability dominate the approved risk register which is routinely scrutinised by the Finance Group and tested by Council. Financial performance is monitored by Finance Group. Council scrutinises HEFCE assessment of institutional risk and comparative financial performance. The University also has a Sustainability Board that considers environmental and carbon issues and sustainability is one of the key aspects of Corporate Social Responsibility published in the "About Us" section of the website. There are regular reports to Council on KPIs e.g. student performance (tariff, graduate prospects, NSS) and research performance (REF).	
M3.4 - In ensuring sustainability, the governing body <b>must</b> be in a position to explain the processes and the types of evidence used and provide any assurances required by funders. Where such assessments indicate serious issues which could affect future sustainability, the governing body must undertake appropriate remedial action.	Council considers annually and approves the sustainability statement and would act if the sustainability of the institution was in any way under threat. This takes the form of reviewing financial forecasts together with a basket of non-financial indicators considered at the same time as the accounts being signed off. Throughout the year Council also receives updates on the current financial plan and future years' budgets.	
<b>Regulatory Requirement:</b> M3.5 - The governing body <b>must</b> receive assurance that the institution is meeting the conditions of funding as set by regulatory and funding bodies and other major institutional funders which include the requirements of the financial memoranda. These include the need to: use public funds for proper purposes and achieve good value for money; have a sound system of risk management, financial control and governance; ensure the use of regular, reliable, timely and adequate information to monitor performance and track the use of public funds; and safeguard institutional sustainability.	The annual external audit provides this assurance. There is also an annual report to both Audit Committee and Council (and subsequently HEFCE) from the internal auditors which summarises their findings.	

**Appendix 5: CUC Code of Governance: 2014: Summary of the seven elements together with the must, should and could statements**

<p><b>Regulatory Requirement:</b> M3.6 - The governing body <b>must</b> periodically review the delegated authority of the accountable officer (usually the Vice-Chancellor) and inform its funding body of any 'material adverse' change in its circumstances and any serious incident which, in the judgement of the accountable officer and the governing body, could have a substantial impact on the interests of the institution.</p>	<p>Council has approved the scheme of delegation but this is due for review. Once reviewed it will be added to the new governance section of the website.</p>	<p>M1.1, C1.1, S3.5</p>
<p><b>Regulatory Requirement:</b> M3.7 - Requirements of governing bodies as stipulated by the funding bodies relating to audit include: appointing the Audit Committee; considering and, where necessary, acting on the annual report from the Audit Committee; appointing the external auditors; considering the annual report of the internal audit service; and receiving and approving the audited annual financial statements (this responsibility to be reserved to the governing body for its collective decision, without delegation).</p>	<p>Audit Committee submits an annual report to Council. In addition, Audit Committee considers and reviews internal audit reports and both Council and Audit Committee consider the internal auditors' annual report, the management letter from the external auditors, the external auditors' report and the financial statements. Council appoints the members of Audit Committee via Council Membership Committee. The external and internal auditors are also appointed by Council on the recommendation of Audit Committee which supervises the tender process.</p>	<p>M3.11</p>
<p><b>Regulatory Requirement:</b> M3.8 - Data submitted for funding purposes on behalf of the governing body must comply with directions published by the respective funding body and includes: annual accountability returns; any data requested by the Higher Education Statistics Agency (HESA); any information needed for the purpose of charity regulation; and other information the funding body may reasonably request to understand the institution's risk status.</p>	<p>Data is subject to periodic audit by HEFCE and/or their auditors. Audit Committee is also required to make a statement on how they have assured themselves on data quality (in practice, internal audit undertakes an audit of one area of statutory returns each year to support this statement).</p>	
<p><b>Day-to-day operations:</b> M3.9 - Operational financial control will be exercised by officers of the institution under delegation from the governing body, and responsibility for financial management and advising on financial matters is generally delegated to the Director of Finance (or equivalent). That individual <b>must</b> have access to the head of the institution whenever he/she deems it appropriate.</p>	<p>The Director of Finance is a member of the Executive Team (Resources) and Finance Group. He has unfettered access to the Vice-Chancellor.</p>	
<p><b>Day-to-day operations:</b> M3.10 - The governing body <b>must</b> get assurance that there are effective arrangements in place for the management and quality assurance of data. To do so the governing body could seek assurance from the Audit Committee about data quality.</p>	<p>The quality of data is subject to annual audit internally and periodic audit by HEFCE.</p>	

**Appendix 5: CUC Code of Governance: 2014: Summary of the seven elements together with the must, should and could statements**

<p><b>Audit:</b> M3.11 - The Audit Committee needs to be a small, well-informed authoritative body which has the expertise and the time to examine risk management control and governance under delegation from the governing body. It cannot confine itself to financial matters, and its role extends to all areas of institutional activity. While responsibility for devising, developing and maintaining control systems lies with the Executive, internal audit provides independent assurance to the governing body which should have an approved annual audit plan (it can delegate to its Audit Committee the power to agree the plan on its behalf).</p>	<p>The Audit Committee currently comprises 4 members, 2 of whom are independent members of Council and 2 of whom are external members independent of both Council and the University, one with particular experience in accounting. Audit committee approves the annual audit plan for both internal and external audit. The University appoints an external firm as internal auditors following a tendering exercise.</p>
<p><b>Audit:</b> M3.12 - The Audit Committee <b>must</b> be composed of a majority of independent members (who may also be drawn from outside the governing body) and produce an annual report for the governing body, including: its opinion on the adequacy and effectiveness of the institution's risk management, control and governance arrangements; processes for promoting value for money (VFM) through economy, efficiency and effectiveness; and (in institutions receiving funding body support) the management and quality assurance of data.</p>	<p>Whilst in practice the Audit Committee members who attend meetings are entirely independent members and the Committee discharges the functions as set out, the current membership formally includes the following ex officio members: The Chairman of the Council, the Vice-Chancellor, the Treasurer and the Pro Vice-Chancellors. None of these ex officio members exercises their right to sit on the Audit Committee. Two of the members of Audit Committee are independent of both Council and the University. <b>Recommendation:</b> the membership of Audit Committee is reviewed to remove the ex officio members.</p>
<p><b>Remuneration:</b> M3.13 - The proper remuneration of all staff, especially the Vice-Chancellor and his/her immediate team, is an important part of ensuring institutional sustainability and protecting the reputation of the institution. Accordingly governing bodies must establish a Remuneration Committee to consider and determine, as a minimum, the emoluments of the Vice-Chancellor and other senior staff as prescribed in constitutional documents or by the governing body.</p>	<p>The University has established a Senior Officers' Remuneration Committee (SORC). <a href="https://portal.uea.ac.uk/documents/6207125/7489894/Senior+Officers+Remuneration+Committee.pdf/">https://portal.uea.ac.uk/documents/6207125/7489894/Senior+Officers+Remuneration+Committee.pdf/</a> . The SORC follows the guidelines of the Professorial Review Committee (the Committee that deals with salary reviews for all Professors and senior Administrative Staff) and requires those whose remuneration is to be reviewed to submit a case supporting any increase to salary. Allowances are also considered at SORC (e.g. Deans, PVC). <b>Recommendation:</b> request that the Secretary of SORC checks that the UEA Committee complies with the CUC Illustrative Practice Note for remuneration committees. <a href="http://www.universitychairs.ac.uk/wp-content/uploads/2014/12/IPN1-Remuneration-Committees.pdf">http://www.universitychairs.ac.uk/wp-content/uploads/2014/12/IPN1-Remuneration-Committees.pdf</a></p>
<p><b>Remuneration:</b> M3.14 - The Remuneration Committee composition <b>must</b> include the Chair of the governing body, be composed of a majority of independent members (who, as with audit, may also be drawn from outside the governing body) and have appropriate experience available to it. The Vice-Chancellor or other senior staff may be members of, or attend, the Remuneration Committee but <b>must not</b> be present for discussions that directly affect them.</p>	<p>The SORC comprises the Chair, the Treasurer, one other independent member of Council and the Vice-Chancellor (other than for consideration of the Vice-Chancellor's remuneration).</p>
<p><b>Remuneration:</b> M3.15 - The Remuneration Committee <b>must</b> consider comparative information on the emoluments of employees within its remit when determining salaries, benefits and terms and conditions and ensure that all arrangements are unambiguous and diligently recorded. It <b>must</b> report on its decisions and operation at least annually to the governing body; such a report should not normally be withheld from any members of the governing body.</p>	<p>The SORC uses comparative data from the UCEA annual survey. There is an annual report from SORC to Council and the appropriate declarations are made in the financial statements.</p>

**Appendix 5: CUC Code of Governance: 2014: Summary of the seven elements together with the must, should and could statements**

<p><b>Remuneration:</b> M3.16 - Remuneration Committee members <b>must</b> consider the public interest and the safeguarding of public funds alongside the interests of the institution when considering all forms of payment, reward and severance to the staff within its remit.</p>	<p>This is well understood by the SORC. [See also M3.13 with reference to the Professorial Review Committee.]</p>	<p>M3.13</p>
<p><b>"Should" statements</b> <span style="float: right;"><b>UEA practice</b></span></p>		
<p>S3.1 Be assured that the strategy is realistic, supported by, and aligned to other institutional strategies.</p>	<p>Strategy is set by Council. There is an annual Council Strategy Conference and this is used to consider the Strategic Plan and/or other fundamental areas of business.</p>	
<p>S3.2 Be clear how institutional performance is measured, and identify what institutional-level KPIs and other performance measures are to be adopted within a risk-based framework and monitor these on a regular basis.</p>	<p>KPIs are regularly reported to Council - usually by specific papers addressing relevant KPIs and/or by inclusion in the Vice-Chancellor's report that is presented at each meeting. An operational plan is derived from each five year plan. The Risk and Opportunity Register is reviewed in accordance with the Risk and Opportunity Policy.</p>	
<p>S3.3 Be confident that the needs and interests of all stakeholders are adequately reflected in the strategic plan.</p>	<p>There is wide consultation with a range of stakeholders each time the strategic plan is reviewed. For the current review of the UEA Plan there has been widespread consultation which has included a whole day of events with a number of stands across the University enabling students, staff and visitors to contribute. There has also been a dedicated website enabling alumni and other interested parties to comment together with facilitated meetings of ET, Council and Heads of Divisions.</p>	
<p>S3.4 Have oversight of its approach to corporate and social responsibility.</p>	<p>The University has a CSR section on the website: <a href="https://www.uea.ac.uk/about/corporate-social-responsibility">https://www.uea.ac.uk/about/corporate-social-responsibility</a></p>	<p>S2.1</p>
<p>S3.5 Have clear policies on a range of institutional-level processes that it deems significant.</p>	<p>Policies are approved as and when appropriate and published either in the University Calendar, the Committee Office website and/or the relevant section of the website. <b>Recommendation:</b> All University policies should be located in a central area of the University website (governance) and be accompanied by a review schedule.</p>	<p>M1.1, S2.1</p>
<p>S3.6 Have confidence in the arrangements for the provision of accurate and timely financial information, and in the financial systems used to generate such information.</p>	<p>Finance Group is a sub-committee of the Council. It meets at least three times a year and reports to Council. It routinely considers management accounts and the budget together with major projects. The norm is for Finance Group to consider significant items prior to them being presented to Council. Data for consideration at Finance Group is prepared by the Finance Director and his team and in the case of the financial statements is subject to external audit.</p>	<p>M3 (audit statements)</p>
<p>S3.7 Understand the financial implications of its institution's pension arrangements and any potential deficits.</p>	<p>There are regular discussions in a variety of meetings regarding the UEASSS and USS. These have recently included ET, ET-R, Finance Group and Council.</p>	
<p>S3.8 Obtain assurance that potential deficits on pension funds are properly reported in the annual accounts.</p>	<p>These are reviewed by the external auditors. In terms of UEASSS there are also reports from the scheme actuary and Mercers who advise the trustees of the local pension scheme.</p>	
<p>S3.9 Ensure that the Audit Committee undertakes regular reviews of its effectiveness, including benchmarking against good practice for audit committees in HE and more widely as appropriate.</p>	<p>The Audit Committee undertakes at least one meeting a year with the auditors and without management. This often takes place after each meeting and always after the November meeting. Audit Committee also produces an annual report to Council of its work.</p>	
<p>S3.10 Have an agreed annual audit plan.</p>	<p>This is discussed by Audit Committee and reported to Council.</p>	
<p>S3.11 Approve financial regulations.</p>	<p>Financial regulations are in place <a href="https://portal.uea.ac.uk/documents/6207125/7103513/FinancialRegulationsandProcedures070114.pdf/">https://portal.uea.ac.uk/documents/6207125/7103513/FinancialRegulationsandProcedures070114.pdf/</a>. <b>Recommendation:</b> the current financial regulations should be submitted to Council via Finance Group annually and this will commence in 2015/6.</p>	
<p>S3.12 The annual corporate governance statement should describe the work of the Remuneration Committee.</p>	<p>The financial statements specifically mention the SORC. The relevant statement in the 2015 financial statements describe the work of the committee.</p>	

**Appendix 5: CUC Code of Governance: 2014: Summary of the seven elements together with the must, should and could statements**

<b>"Could" statements</b>	<b>UEA practice</b>
C3.1 Considering, approving and reviewing a number of sub-strategies. This will vary according to type of institution, but might, for example, include the widening participation strategy, financial and other resource strategies and internationalisation strategy.	There is a Widening Participation Working Group chaired by the PVC (Academic) which ultimately reports to the University's Executive Team (ET) and annually to Senate. There are also a number of Executives: Research; Employability; Admissions, Recruitment and Marketing; PGR; International that report into ET. The summary outcomes of these groups will be incorporated into the Vice-Chancellor's reports to Council and, in some cases, also form part of specific items of business.
C3.2 Looking to the head of the institution to provide reports and updates on those aspects of the strategic plan being implemented in the year in question, and the resulting actions and results (such a report might explicitly demonstrate how the different sub-strategies are aligned and support the delivery of the overarching strategy).	The Vice-Chancellor provides a written report, supplemented by oral statements and responses to questions, to each Council meeting. In addition, key aspects of the corporate plan are also reported as part of the annual operational plan where there is usually an operational plan item at each meeting of Council.
C3.3 Requiring an annual report including appropriate benchmarks to be produced and published.	An annual report is produced for Court each year. Court is established in the University's Charter (paragraph 8) and is representative of stakeholders from the local community. In addition, the financial statements are published annually and they are submitted to HEFCE together with a series of financial and non-financial indicators.
C3.4 Taking advice from the head of institution and other relevant sources (such as the ASSUR (annual sustainability assurance report) guidance), while being clear that the adoption of agreed KPIs is a governing body responsibility.	KPI's are measured through the operational plan and reported to Council. Specifically, these include key financial indicators (Cash Balances, cover over the banking covenant requirements) and operational such as SSR, Good Honours, Tariff on entry, Employability. Reports are also produced showing student numbers and achievements versus targets. KPIs are adopted as part of the Corporate Plan process, reported at various meetings throughout the year and summarised in the annual review of the operational plan.
C3.5 Look for specific references to some or all indicators of student satisfaction, research quality, business engagement, student experience and supporting graduate employment.	National Student Survey, REF, HEBCI (HEIF) and DLHE results are routinely reported to Council. Also, summaries of the key domestic and international league tables are also submitted to Council.
C3.6 Receive reports from an appropriate committee, or agree a policy and ask for monitoring reports on implementation.	Reports are submitted to Council as follows: <ul style="list-style-type: none"> <li>- Audit Committee (annually as a minimum)</li> <li>- Senate (annually)</li> <li>- Council Membership Committee (usually after each meeting)</li> <li>- Equality and Diversity (twice a year)</li> <li>- Health and Safety (twice a year)</li> <li>- Finance Group (usually after each meeting)</li> <li>- SORC (annually)</li> </ul>
C3.7 Periodically reviewing policies, for example, on access, alumni and development, treasury management, investment management, debt management and grants and contracts.	<b>Recommendation:</b> produce a central list of policies, review dates and formally adopt. Publish all on central governance site.
C3.8 Requesting that these processes are properly examined by the institution's auditors.	Internal audit refer to institutional policies as a matter of course when conducting their work.
C3.9 Relying on assurances from its auditors.	Annual reports are produced by both internal and external auditors. These are considered by Audit Committee, Finance Group and Council.
C3.10 Asking for a briefing from its Director of Finance.	The Finance Director attends all meetings of Council and presents the annual budget and five-year plan. He answers questions as raised and provides detailed briefings to ET-R, Audit Committee and Finance Group.
C3.11 Commissioning an independent review by appropriate external firms.	
C3.12 Receiving assurance from its auditors.	Annual reports are produced by both internal and external auditors. These are considered by Audit Committee and reported to Council.
C3.13 Incorporating an assessment of compliance within any assessment of governance effectiveness.	The results of the last review of Council Effectiveness were reported to Council. The review of compliance with these statements and also the internal report on Council Effectiveness will be reported to Council and will incorporate items that are outstanding from the last review.

M1.1, M2.1

**Appendix 5: CUC Code of Governance: 2014: Summary of the seven elements together with the must, should and could statements**

C3.14 Delegating to its Audit Committee the power to agree the plan.	Audit Committee agrees their plan and reports to Council.
--	---

Element 4: The governing body receives assurance that academic governance is effective by working with the Senate/Academic Board or equivalent as specified in its governing instruments in order to maintain quality.

<b>"Must" statements</b>	<b>UEA practice</b>	<b>Cross reference</b>
M4.1 - A high-quality student experience and, where appropriate, research portfolio are determinants of institutional sustainability and are therefore core governing body responsibilities which it shares with the wider institutional community. This, taken with the governing body's responsibility for the long-term reputation of the institution, means that it <b>must</b> satisfy itself that academic governance is operating effectively.	Council routinely monitors league table performance, including the NSS and THE student satisfaction surveys, REF outcomes and world university rankings. It receives the outcomes of the periodic QAA review (the latest having been reported to Council on 30 November 2015). Council approves strategy which has a high quality student experience and research endeavour at its core. Application rates and research funding are all indicators of quality, which are monitored by Council. Council observes there is significant cross membership between Senate and Council. An annual report from Senate to Council was instituted in 2015 and will continue.	
M4.2 - The underlying principles of sound academic governance are based upon collegiality, and it follows that the governing body <b>must</b> therefore respect the role, as defined within charters, statutes or articles, of the Senate/Academic Board and other bodies involved in academic governance. However governing bodies will still wish to receive assurance that academic risks (such as those involving partnerships and collaboration, recruitment and retention, data provision, quality assurance and research integrity) are being effectively managed.	Council maintains a high level risk register which has invariably given appropriate attention to major collaborations. It reviews significant projects annually and approves all joint ventures. There is delegation to Senate as defined in the Statutes together with cross-membership and reporting between the two bodies. Academic risks are considered and owned by Senate. Council has approved a policy on Joint Ventures: <a href="https://portal.uea.ac.uk/documents/6207125/7485970/jointventurespolicy.pdf/dc105d76-f51a-4cbd-9e77-b2e5eafd08b4">https://portal.uea.ac.uk/documents/6207125/7485970/jointventurespolicy.pdf/dc105d76-f51a-4cbd-9e77-b2e5eafd08b4</a>	M5.1
M4.3 - The governing body <b>must</b> understand and respect the principle of academic freedom, the ability 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, and its responsibility to maintain and protect it as enshrined in freedom of speech legislation.	This is provided for in the Statutes as an absolute requirement and protection for academic staff. There are occasions where these requirements have to be considered in the context of alternative legislation and any potential conflicts require careful management (for example, the Counter-Terrorism and Security Act 2015). There is a Code of Practice on Freedom of Speech in the University's Calendar ( <a href="https://portal.uea.ac.uk/documents/6207125/7465906/Section+3+Code+of+Practice+-+Freedom+of+Speech.pdf">https://portal.uea.ac.uk/documents/6207125/7465906/Section+3+Code+of+Practice+-+Freedom+of+Speech.pdf</a> ) the contents of which are brought to the attention of all students annually as part of their registration or re-registration process. There is also a Code of Practice on Religious Activities and Observance on Campus ( <a href="https://portal.uea.ac.uk/documents/6207125/7485970/UniversityofEastAngliaFaithPolicy.pdf/">https://portal.uea.ac.uk/documents/6207125/7485970/UniversityofEastAngliaFaithPolicy.pdf/</a> ).	

<b>"Should" statements</b>	<b>UEA practice</b>	
S4.1 Oversee an effective academic strategy that it has approved. This strategy need not be a separate document, but may be embedded in an overall institutional strategy or be articulated in separate teaching, research and other strategies.	Council approves the UEA Plan. There is a Learning and Teaching Strategy in place which has been approved by Senate.	
S4.2 Have oversight of all major academic partnerships involving significant institutional-level risks.	There is an annual report to Council of major partnerships (the "stock-taking" reports). These address UCS and INTO. Other partnerships are with established Further Education Colleges (CCN, Easton & Otley) and other reputable organisations (NHS).	
S4.3 Actively encourage student engagement in academic governance.	Students are members of Council, Senate, Learning and Teaching Committee, Faculty Learning, Teaching and Quality Committees, Student Experience Committee	
S4.4 Seek assurance that student complaints are effectively addressed and that the welfare and wellbeing of students are secured.	There is an annual report to LTC.	S1.1, C4.5

**Appendix 5: CUC Code of Governance: 2014: Summary of the seven elements together with the must, should and could statements**

<b>"Could" statements</b>	<b>UEA practice</b>	
C4.1 Agreeing a scheme of delegation and a process of due diligence that defines major risk and allocates responsibility for decisions.	This is published on the Committee Office website. It will, in future, form part of the new governance website.	M1.1, C1.1, M2.4, C5.1
C4.2 Receiving annual reports from relevant committees on the current status of high-risk partnerships.	These are routinely provided to Council through the annual "stock taking" reports.	
C4.3 Receiving regular reports from students' union or association officers and/or institution/student representation committees.	These are routinely reported to Student Experience Committee. This reports to Council via LTC and Senate. Students are also members of Council.	
C4.4 Receiving assurance that honest, accurate and timely information is provided to students, stakeholders and the public about all aspects of academic provision.	Press releases are checked with the relevant "owner" prior to release. The prospectus is reviewed by Schools, Faculties and ARM prior to publication. Work has been undertaken to ensure improved compliance with Competition and Markets Authority (CMA) requirements and the Consumer Rights Act 2015	S1.1, S4.4
C4.5 Requiring that summary reports are produced and considered (at least annually) on student complaints and appeals, taking into account – where appropriate – the requirements of the Office of the Independent Adjudicator.	See S4.4 and C4.5	

**Element 5: The governing body works with the Executive to be assured that effective control and due diligence takes place in relation to institutionally significant external activities.**

<b>"Must" statements</b>	<b>UEA practice</b>	<b>Cross reference</b>
M5.1 - As already noted, the governing body has a responsibility to ensure the long-term sustainability of the institution and maintaining its reputation. It will therefore want assurance on external activities with significant potential financial or reputational risks. Where such activities involve commercial transactions, care <b>must</b> be taken to ensure that arrangements conform to the requirements of charity law and regulation. This is particularly the case where institutions have established subsidiary entities, for example separate operating companies or charitable trusts.	See M4.2 above. Council considers all external activities with significant risks e.g joint ventures, large construction projects, international activity (including the establishment of an office in Malaysia), GPN, new subject areas, investment in sports facilities, work with the NRP. Council has also had a formal discussion about the extent to which the University may campaign in the EU referendum debate.	M4.2
M5.2 - The governing body will also want to ensure that fund-raising, donations, corporate sponsored research and partnerships and similar activities do not inappropriately influence institutional independence, mission or academic integrity.	The University has a robust policy setting out the principles and processes for accepting donations which has been approved by Executive Team. This has now been uploaded to the current policies section of the Committee Office website.	
<b>"Should" statements</b>	<b>UEA practice</b>	
S5.1 Get assurance on external activities with significant, institutional-level financial or reputational risks.	Annual presentation of "stock-taking" reports address key external activities especially those that take up senior management time. Council has discussed a "Lessons Learned" paper and acted upon the recommendations. Council has approved the JV policy.	
S5.2 Get assurance that the board of any subsidiary entity possesses the attributes necessary to provide proper stewardship and control.	The University has a number of subsidiary companies. The details all appear in the annual financial statements including details of directors as appropriate. The University seeks to close dormant companies in a timely manner as and when appropriate. <a href="https://portal.uea.ac.uk/finance/subsidiary">https://portal.uea.ac.uk/finance/subsidiary</a>	
S5.3 Be clear about its responsibilities in relation to any other corporate governance arrangements and associated reporting.	The financial statements contain various statements including those about corporate governance. Council formally approves the financial statements based on recommendations received from Audit Committee and Finance Group.	
S5.4 Retain unambiguous responsibility for approving and monitoring a clear institution-wide policy on development and fund-raising which identifies the processes for the scrutiny of proposed donations. This would describe clear lines of responsibility and identify the individuals authorised to act.	There is a policy on the acceptance of significant gifts ( <a href="https://portal.uea.ac.uk/documents/6207125/7485970/giftacceptance.pdf/fb3ea257-e8a5-46d7-8bd3-e8428d07f85f">https://portal.uea.ac.uk/documents/6207125/7485970/giftacceptance.pdf/fb3ea257-e8a5-46d7-8bd3-e8428d07f85f</a> ). The work of the Development Office has recently been the subject of an internal audit report.	
<b>"Could" statements</b>	<b>UEA practice</b>	
C5.1 Agreeing a scheme of delegation to make clear the authorisation requirements for approving such arrangements, including the circumstance where governing body approval is required.	The scheme of delegation is available at: <a href="https://portal.uea.ac.uk/committee-office/university-policies">https://portal.uea.ac.uk/committee-office/university-policies</a> .	M1.1, M2.4, C4.1

**Appendix 5: CUC Code of Governance: 2014: Summary of the seven elements together with the must, should and could statements**

<p>C5.2 Appointing suitably qualified directors or trustees to its board. Requiring the entity's board to conduct its business in accordance with a recognised and appropriate code of governance.</p>	<p>it is unclear whether this requirement relates to the Council [the Board of Trustees of the University] or to subsidiary companies. In terms of the Council, CMC has the responsibility in terms of search and consideration of potential members who are then recommended to and confirmed by the Council. For subsidiary companies, Directors are normally appointed by reference to the activities of the company and will generally include the Registrar and Secretary as well as others with appropriate specialist knowledge e.g. Adapt and/or representatives of joint venture partners e.g. INTO.</p> <p><b>Recommendation:</b> Council should consider a formal policy on appointment of Directors to subsidiary companies and appropriate code of governance.</p>
<p>C5.3 Incorporating into its standing orders (or equivalent) its responsibilities regarding any group structures.</p>	<p>The Financial Regulations and Procedures extend to subsidiary or University companies.</p>
<p>C5.4 Receiving an annual report on development and fund-raising activity.</p>	<p>This is currently made via ET though there is reference to donations received/anticipated in the Capital plan presented to Council. Presentations are also made to Court on an ad-hoc basis.</p> <p><b>Recommendation:</b> Council should receive an annual report from the Director of Development.</p>

**Element 6: The governing body must promote equality and diversity throughout the institution, including in relation to its own operation.**

<b>"Must" statements</b>	<b>UEA practice</b>	<b>Cross references</b>
<p>M6.1 - HEIs are required by law to comply with extensive equality and diversity legislation, and governing bodies are legally responsible for ensuring the compliance of their institution. The legislation covers the individual rights of staff and students not to suffer discrimination on the grounds of a number of protected characteristics (see: <a href="https://www.gov.uk/discrimination-your-rights/">https://www.gov.uk/discrimination-your-rights/</a> ). Legislation in this area does not distinguish between domestic and international students and staff.</p>	<p>The University has an Equality and Diversity Committee and receives an annual report from the Head of Equality and Diversity. There was also a presentation to Council on E&amp;D in October 2015. Reference to equality impact is a standard section on all committee reports.  <b>Recommendation:</b> Council members are given the opportunity to undertake the online E&amp;D training and/or CSED training.</p>	
<p>M6.2 - Beyond this there is evidence that board diversity promotes more constructive and challenging dialogue, which in turn can improve governance outcomes by helping to avoid 'groupthink' and that as a result there is a strong business case for diversity alongside legal and moral expectation.</p>	<p>CMC considers the balance of membership of Council when making recommendations. This year (2015) the Annual Monitoring Statements require details of the characteristics of Council. A specific area of under-representation on Council is BME.</p>	M6.5
<p>M6.3 - The governing body <b>must</b> ensure that there are arrangements in place to:</p> <ul style="list-style-type: none"> <li>• eliminate unlawful discrimination, harassment and victimisation;</li> <li>• advance equality of opportunity between people who do and do not share a protected characteristic; and</li> <li>• foster good relations between people who share and those who do not share a protected characteristic.</li> </ul>	<p>Recruitment of students and staff takes place with due regard to the Equality Act 2010 and there are a range of policies and procedures in place to ensure compliance. In terms of admissions, it is anticipated that UCAS will progress to "name blind" applications with effect from the 2017 application cycle. There is a statement on Equal Opportunities for Students in the Calendar (<a href="https://portal.uea.ac.uk/documents/6207125/7465906/Section+3+Equal+Opportunities+for+Students.pdf">https://portal.uea.ac.uk/documents/6207125/7465906/Section+3+Equal+Opportunities+for+Students.pdf</a>) and all staff involved in recruitment of staff are required to undergo periodic training. All staff are required to undertake an online module on Diversity in the Workplace and there are policies, procedures and guidance on areas such as harassment and bullying on the HR intranet (<a href="https://www.uea.ac.uk/hr/employee-information/policies">https://www.uea.ac.uk/hr/employee-information/policies</a>).</p>	
<p>M6.4 - This means going further than simply avoiding discrimination, and it requires the active promotion of equality in a number of defined areas. The governing body <b>must</b> therefore satisfy itself that agreed action plans to implement the equality and diversity strategy are progressed throughout the institution.</p>	<p>The PVC (Academic) chairs the Equality and Diversity Committee and the University has established a number of groups (Access All Areas, Multi-Faith, ResNet) and teams (Equality and Diversity, Widening Participation). Council receives an annual report aligned to strategic goals. The University is planning a submission to the Stonewall Employer Index and is investing in Athena Swan. The University is also subject to the public sector equality duty.  <b>Recommendation:</b> there should be an independent member of Council on the Equality and Diversity Committee</p>	
<p>M6.5 - The governing body <b>must</b> also routinely reflect on its own composition and consider taking steps to ensure that it reflects societal norms and values.</p>	<p>As part of the 2015 Annual Monitoring Statements the University was required to provide information on some of the protected characteristics of the governing body. The Council Membership Committee considers specific characteristics that may be over/under represented by members. The latest round of recruitment to Council will be benchmarked against the skills matrix which has recently been completed by current members of Council and by reference to the person specification included in the advertising.</p>	M6.2
<b>"Should" statements</b>	<b>UEA practice</b>	
<p>S6.1 At a minimum, receive an annual equality monitoring report detailing work done by the institution during the year, identifying the achievement of agreed objectives, and summarising data on equality and diversity that institutions are required to produce (e.g. on staff recruitment and promotion).</p>	<p>This is submitted annually and there has also been a presentation by the Head of Equality and Diversity (October 2015). It is expected that the quality of analysis will improve as the benefits of the new University wide reporting tool are harnessed.</p>	

**Appendix 5: CUC Code of Governance: 2014: Summary of the seven elements together with the must, should and could statements**

S6.2 Demonstrate through its own actions and behaviour its commitment to equality and diversity in all aspects of its affairs, particularly by agreeing its policy on recruiting new members.	Potential members of Council are sourced by advertising widely (to include alumni) and also seeking potential names from the wider University community. They are considered against the skills matrix of existing members of Council. <b>Recommendation:</b> information regarding recruitment of new independent members of Council, including explicit commitment to equality and diversity, should be included on the governance website.	M1.1, C7.12
S6.3 Approve, review and report on the institution's approach to equality and diversity and its agreed indicators that measure performance.	<b>Recommendation:</b> the UEA Plan should include an explicit commitment to Equality and Diversity.	

**"Could" statements**

**UEA practice**

C6.1 Discussing reports based on HESA data on staff and student profiles, the National Student Survey and material from the Equality Challenge Unit.	This will be included in the Equality and Diversity report and presentation to Council.	
C6.2 Requiring its committees to explain within their annual reports how decisions have taken account of the institution's equality and diversity policy.	There is a standard section on all committee reports that addresses E&D impacts.	M6.5
C6.3 Setting itself targets in terms of its own membership.	CMC has a role to promote diversity whilst acknowledging that positive discrimination is illegal.	
C6.4 Advertising vacancies locally and nationally, including in local ethnic-minority publications, and via social media.	Advertising was recently undertaken. This included regional advertising: Cambridge Evening News, East Anglian Daily Times and the Eastern Daily Press. In addition the Executive Team, Heads of Schools, Heads of Services and existing members of Council were invited to make nominations.	C6.5, C7.9
C6.5 Using alumni, particularly as they may give access to a more diverse and younger pool of potential applicants.	The most recent advertisement was also placed in eZiggurat (the alumni magazine) which is sent to c. 51,000 alumni for whom email addresses are held.	C6.5, C7.9
C6.6 Drawing on search consultancies who can sometimes access a broader pool.	Search consultancies were not used on this occasion.	
C6.7 Building a diverse pool for the future by providing training for potential governors, appointing them to sub-committees to gain experience, and providing other opportunities for their participation in board-related events.	CMC receives applications for Council membership together with recommendations from individuals. These are kept on file and considered routinely at relevant meetings. CMC also considers appointments to sub-committees of Council.	
C6.8 Ensuring that the human resource management strategy takes equality and diversity into account and is monitored.	Monitored for all students and for new staff. There has not been a retrospective survey of existing staff but it is now possible for individuals to update their own profile and a recent newsletter brought this to the attention of all staff.	
C6.9 Approving and monitoring the delivery of a stand-alone equality and diversity strategy.	This is agreed by Equality and Diversity Committee and reported to Council.	
C6.10 Including in its annual report a description of its policy on diversity, including any measurable objectives that it has set, and outlining progress on implementation.	There is reference to Equality and Diversity but this could be improved. <b>Recommendation:</b> there should be a substantive section on the University's equality and diversity strategy and actions in the financial statements and all relevant annual reports.	
C6.11 Producing a separate equality and diversity report with a simple cross reference to the annual report.	The Head of Equality and Diversity currently produces a statutory report to comply with the Equality Act 2010 ( <a href="https://portal.uea.ac.uk/equality/equality-information-and-ref2014">https://portal.uea.ac.uk/equality/equality-information-and-ref2014</a> ). <b>Recommendation:</b> there is cross-reference between this report and the financial statements and/or annual report in future.	

**Element 7: The governing body must ensure that governance structures and processes are fit for purpose by referencing them against recognised standards of good practice.**

<b>"Must" statements</b>	<b>UEA practice</b>	<b>Cross reference</b>
<b>Composition and appointments:</b>		
M7.1 - The governing body <b>must</b> have a majority of external members, who are independent of the institution. All members should question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside governing body meetings.	Statute 1.2.2	
M7.2 - The governing body <b>must</b> have the power to remove any of its members from office, and <b>must</b> do so if a member breaches the terms of his/her appointment.	Statute 1.10	
M7.3 - The governing body <b>must</b> establish a Nominations Committee (or similar) to advise it on the appointment of new members and the terms of existing members as well as the perceived skills balance required on the governing body. Normally final decisions on appointment are taken by the governing body.	Council Membership Committee	
M7.4 - The governing body will need to ensure suitable arrangements exist for the continuation of business in the absence of the Chair. In some cases arrangements for a Deputy Chair are codified within institutions' governing instruments; where they are not, the Nominations Committee can advise the governing body on what arrangements should be.	Council appoints a Deputy Chair.	
M7.5 - The Chair and Secretary will want to ensure all members receive an appropriate induction to their role and the institution as necessary.	Members attend a half-day induction. This currently incorporates sessions on: UEA in the national context, Research, Enterprise and Engagement, Finance, Student Experience, University Governance, the Capital programme.	
M7.6 - There is an expectation, often enshrined within the constitutional documents of HEIs, that governing bodies will contain staff and student members and encourage their full and active participation.	Council includes: two student representatives and three staff nominated members (two by Senate and one from the support staff). This is in addition to those who are members ex-officio.	

**Appendix 5: CUC Code of Governance: 2014: Summary of the seven elements together with the must, should and could statements**

<p>M7.7 - Current normal practice is not to remunerate external members and to pay only travelling and other incidental expenses. However, if the governing body decides it is appropriate to remunerate, it will need to consider the:</p> <ul style="list-style-type: none"> <li>• provisions of charity and employment law;</li> <li>• implications for the division of responsibilities between the governing body and the executive;</li> <li>• public service ethos which applies generally among HE governors;</li> <li>• need to be explicit about time commitments;</li> <li>• need to apply a formal process of appraisal to the remunerated governor.</li> </ul> <p>Where it is decided to remunerate, payments would need to be both commensurate with the duties carried out and reported in the audited financial statements.</p>	<p>Council does not remunerate members. Expenses are paid and declared in the financial statements.</p>
<p><b>Operation</b></p>	
<p>M7.8 - The Secretary (or Clerk) is responsible to the governing body for the provision of operational and legal advice in relation to compliance with governing instruments, including standing orders. He/she is also responsible for ensuring information provided to the governing body is timely, appropriate and enables an informed discussion so that it may effectively discharge its responsibilities.</p>	<p>Agenda and papers for meetings are circulated a week in advance and are also available electronically. The R&amp;S has access to the University solicitors as required.</p>
<p>M7.9 - All members of the governing body <b>must</b> have access to the services of the Clerk. Arrangements for the appointment or removal of the Secretary/Clerk may be defined by governing instruments; where they are not, it <b>must</b> be a decision for the governing body as a whole.</p>	<p>Members of Council have routine interactions with the Registrar and Secretary, his PA and the Director of Planning. Removal of the Registrar &amp; Secretary is currently governed (along with all other academic and academic-related staff) by Statute 7. It does not require a decision by Council as a whole. Statute 7 is under review.</p>
<p><b>Review</b></p>	
<p>M7.10 - Governing bodies need to adopt an approach of continuous improvement to governance, in order to enhance their own effectiveness and provide an example to institutions about the importance of review and evaluation.</p>	<p>See 7.11</p>
<p>M7.11 - Accordingly, governing bodies <b>must</b> conduct a regular, full and robust review of their effectiveness and that of their committees, the starting point for which should be an assessment against this Code and the statutory responsibilities alongside those which it has assumed and articulated independently (e.g. through a statement of primary responsibilities). Many governing bodies find an external perspective in this process useful, whether provided by specialist consultants or peer support from other governing bodies.</p>	<p>Council conducts reviews on (currently) a five-year basis of its effectiveness, and on the last occasion involved an external consultant. The current review is taking place internally and will now be undertaken every four years.</p> <p><b>Recommendation:</b> (a) that the remit of CMC is widened to incorporate ongoing monitoring of effectiveness which, as a minimum, keeps these recommendations under review;</p> <p>(b) the Council should move to a four-yearly cycle of Effectiveness Reviews.</p>

**Appendix 5: CUC Code of Governance: 2014: Summary of the seven elements together with the must, should and could statements**

<p>M7.12 - Codes of governance in other sectors adopt a period of two or three years. Recognising the need to balance the cyclical nature of HE and the impact this can have on the implementation and embedding of new practices, and the swiftly evolving HE and broader legislative environment, reviews <b>must</b> be conducted at least every four years with, as a minimum, an annual summary of progress towards achieving any outstanding actions arising from the last effectiveness reviews.</p>	<p>The last review was conducted in 2011. This review is taking place in 2015 with a report to Council anticipated early in 2016. This will include a questionnaire to all members of Council and other key stakeholders. The final report will be published on the governance site.</p>
<p><b>Acting on the outcomes of effectiveness reviews is as important as undertaking them, and it is desirable that outcomes and associated actions are reported widely, including in the corporate governance statements.</b></p>	<p>The CEC report to Council will identify any outstanding recommendations from the 2011 review and it is suggested elsewhere that CMC undertake an ongoing role in monitoring Council effectiveness.</p>

M7.11

***"Should" statements***

***UEA practice***

<p>S7.1 Ensure that the governing body has sufficient skills, knowledge and independence, including through the appointment of an independent Chair, to enable it to discharge its responsibilities.</p>	<p>A skills audit has been undertaken (December 2015) and the outcome will form part of the Effectiveness Review and will also be passed to the Council Membership Committee to be used as a basis for recruiting future members of Council.</p>
<p>S7.2 Be of sufficient size that its responsibilities can be undertaken effectively and speedily, without being so large that it becomes neither unwieldy nor too small.</p>	<p>The current size of Council is deemed to be appropriate. To an extent, it is limited by the number of available independent members and a requirement that independent members out-number others by at least one.</p>
<p>S7.3 Ensure it has rigorous and systematic processes agreed by the governing body for recruiting and retaining governors (including the Chair), on the basis of personal merit and the contribution they can bring to a governing body.</p>	<p>Council Membership Committee undertakes this role.</p>
<p>S7.4 Issue an annual corporate governance statement describing the work of the key committees.</p>	<p>This is included in the annual financial statements which are published online.</p>
<p>S7.5 Annually reflect on the performance of the institution as a whole in meeting strategic objectives and associated measures of performance, and the contribution of the governing body to that success.</p>	<p>This is incorporated in the Treasurer and Chair reports in the financial statements. There is also a presentation to Court annually and a review of key and future projects forms part of the annual Council Strategy Conference.</p>

***"Could" statements***

***UEA practice***

<p>C7.1 Regularly refreshing members' skills and knowledge through development activities funded by the institution, including annual appraisal with the Chair.</p>	<p>All members of Council are offered a 1-to-1 meeting annually with the Chair. All are given access to Leadership Foundation (and other) training opportunities.</p>
<p>C7.2 Appointing members for a given term, renewable subject to satisfactory performance. Renewals therefore are at the recommendation of the Nominations Committee and not an automatic process. External members not normally serving for more than two terms of four years, or three terms of three years, except where subsequently undertaking a new and more senior role (for example as Chair).</p>	<p>Standard terms of office are three years, renewable for a further three years. Exceptionally terms extend to three terms of three years.</p>
<p>C7.3 Satisfying itself that members are able to allocate sufficient time to undertake their duties effectively.</p>	<p>A time commitment is estimated in the advertisements.</p>
<p>C7.4 Giving an indication of the time expected of its members.</p>	<p>A time commitment is estimated in the advertisements.</p>

**Appendix 5: CUC Code of Governance: 2014: Summary of the seven elements together with the must, should and could statements**

C7.5 The formalisation of the role of a ‘Deputy Chair’, a role which – in addition to acting for the Chair in his/her absence – can provide a sounding board for the Chair, can act as an intermediary with other members as may be required, and potentially can be helpful if there are significant differences of view within a governing body or with the Executive. As a Deputy Chair may assume the responsibilities of the Chair, the expectation is they would be similarly independent of the institution.	The Deputy Chair is drawn from independent members.	
C7.6 Satisfying itself that plans are in place for an orderly succession of its membership, so as to maintain an appropriate balance of skills and experience with the progressive refreshing of key roles.	Council Membership Committee keeps terms of office under review and maintains a list of potential future members. Advertising takes place on an occasional basis in support of this process.	
C7.7 Establishing a size within the range of 12-25 members, although there is no optimal governing body size, and total membership should depend on numerous factors including the nature and history of the HEI, the range of skills and experience required and the number of internal members deemed necessary.	UEA Council meets these criteria with 17 members.	
C7.8 Including written role descriptions and an analysis of the skills, experience and attributes required for membership.	A role description is available as part of the advertising process. A skills audit has been undertaken (December 2015) and will be summarised for CMC.	
C7.9 Widely advertising vacancies in order to increase the pool of talent available.	Advertising was recently undertaken. This included regional advertising: Cambridge Evening News, East Anglian Daily Times and the Eastern Daily Press. In addition the Executive Team, Heads of Schools, Heads of Services and existing members of Council were invited to make nominations. Alumni were also contacted via eZiggurat.	C6.4, C6.5
C7.10 Communicating and funding development opportunities within members’ networks.	These are offered by CUC and the Leadership Foundation and expenses are paid.	
C7.11 Appointing external members with direct senior experience of HE could also be considered to provide such understanding.	Executive Deans attend Council as observers with a right to contribute. The Vice-Chancellor and two Pro Vice-Chancellors are members of Council. It is deemed that there is sufficient HE experience around the table.	
C7.12 Including the governing body’s recruitment policy and practices, and a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation within the corporate governance statement.	<b>Recommendation:</b> the new Governance website should incorporate information on recruitment of new members of Council. This should also be reflected in the Corporate Governance Statement incorporated into the annual financial statements.	C6.2
C7.13 Reflecting on the extent to which it and its committees have met their terms of reference and – where they exist – their annual work plans.	Senate is planning an effectiveness review. This currently does not extend to sub-committees of either body. <b>Recommendation:</b> Senate and sub-committees of Council and Senate should consider their effectiveness on a regular basis.	
C7.14 Benchmarking its performance and processes against other comparable HEIs, and relevant institutions outside the HE sector.	This takes place regularly especially with regard to reports on the operational plan.	
C7.15 Annual review meetings of members with the Secretary compiling a report on the feedback provided.	These take place with the Chair rather than the Secretary.	
C7.16 Asking the Clerk to do an annual self-assessment (which could simply be an update from previous year) to assure the governing body that it properly and appropriately adheres to the principles of the Code.		
C7.17 Taking account of the views of the Executive, and relevant bodies such as the Senate/Academic Board, and staff and student communities.	As part of the review of effectiveness a survey was undertaken amongst Council members and other senior colleagues in the University. The sabbatical officers and Chief Executive of the Union of UEA Students were also invited to respond.	