

THE ROLE OF CLERK TO THE BOARD OF GOVERNORS

In accordance with the Articles of Government the Board of Governors appoints a Clerk to act as secretary to the Board of Governors. The Clerk is a member of the permanent staff of the University and normally has other senior administrative or management responsibilities within the institution.

The Clerk has a key role to play in the operation and conduct of the Board, and in ensuring that appropriate procedures are followed. As such, the chair and members of the Board of Governors will look to the Clerk for guidance about their responsibilities under the articles and regulations to which they are subject, including legislation and the requirements of the Funding Council, and on how these responsibilities should be discharged.

In carrying out his/her role as Clerk to the Board of Governors, the Clerk is solely responsible to the governing body and, as such, has a direct reporting link to the chair of the Board of Governors for the conduct of Board business (i.e. agendas, papers, minutes, etc).

The appointment and removal of the Clerk is decided by the Board of Governors as a whole.

Specific duties:

1. To ensure compliance with all procedures, as defined by Instrument of Government, the University's Articles of Government, the Committee of University Chairs (CUC) Governance Code of Practice and the Funding Council's Financial Memorandum;
2. To provide legal advice to, or obtaining it for, the Board of Governors and advising it on all matters of procedure;
3. To consult and advise the Vice-Chancellor on any matter relating to the business of the Board of Governors;
4. To alert the Board of Governors if he/she believes that any proposed action would exceed the Board's powers or be contrary to legislation or to the Funding Council's Financial Memorandum. (Note: the Vice-Chancellor is formally responsible for alerting the Board if any action or policy is incompatible with the terms of the Financial Memorandum but this does not absolve the Clerk from also having this responsibility);
5. To advise the chair of the Board of Governors in respect to any matters where conflict, potential or real, may occur between the Board of Governors and the Vice-Chancellor;
6. To draw to the attention of the Board of Governors any conflict of interests, potential or real, that may arise between the role of Clerk and his/her role within the institution;
7. To ensure that all documentation provided for members of the Board is supplied in a timely manner, with information in a form and of a quality appropriate to enable the governing body to discharge its duties;
8. To work with the chair in ensuring that all members of the Board, when taking up office, are fully briefed on the terms of their appointment, and are made aware of the responsibilities placed on them for the proper governance of the institution.