

Higher Education Code of Governance (September 2020): De Montfort University evidence of compliance

De Montfort University's Board of Governors adopts the Committee of University Chairs' (CUC) Higher Education Code of Governance (September 2020) ("the code"). As part of its adoption, the board has resolved to publish a statement evidencing its compliance with the requirements of the code contained within its 'six primary elements of Higher Education Governance'. It was agreed that this statement would be reviewed by the board annually and published on the university's website.

Element 1: Accountability

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

Requirements	Level of compliance	Evidence of DMU compliance
<p>1.1 The governing body has overall responsibility for all decisions that might have significant reputational implications for the institution's sustainability (including partnerships or collaborations). It therefore needs assurance that the institution:</p> <p>a) meets all legal and regulatory requirements imposed on it as a corporate body;</p> <p>b) complies with its instruments of governance such as statutes, ordinances and articles; and</p> <p>c) meets the requirements falling upon the institution in respect of public funding issued by bodies, including income from the Student Loan Company.</p>	<p>Full</p>	<p><u>General</u></p> <ul style="list-style-type: none"> • DMU has clear and appropriate governance structures and instruments in place. It conducts an effectiveness review in line with the requirements of the code for a review to be carried out every three years. As part of effectiveness reviews, the board carries out a self-assessment of the effectiveness of the board and its committees. • A Regulatory Oversight Committee has been established to enable oversight of the ongoing conditions of registration and reportable events. This body reports bi-annually into the Audit Committee. <p><u>Instrument and Articles</u></p> <ul style="list-style-type: none"> • Revised Instrument & Articles (I&A) of Government were approved by the board in March 2020 following a major revision exercise having taken legal advice. The I&A are reviewed annually. <p><u>Scheme of Delegation</u></p> <ul style="list-style-type: none"> • The university's Scheme of Delegation clearly sets out accountability for decision making on behalf of the board and enables the board to take decisions on any matters referred to it where there is, in the

		<p>view of the Executive, the potential for reputational risk or impact, including via partnership or collaboration proposals. It is reviewed annually.</p> <p><u>Standing Orders</u></p> <ul style="list-style-type: none"> • Standing orders for the board were devised and approved by the board in March 2020. They are reviewed annually. They include a statement of primary responsibilities for the board. <p><u>Committees of the board</u></p> <ul style="list-style-type: none"> • The board has six committees covering the key areas of its remit, at which detailed work is undertaken on behalf of the board. • Each of the committees is formally constituted with written terms of reference and specified membership, including in all cases a majority independent governor membership from whom its chair is drawn.
<p>1.2 The regulatory and legal requirements will vary depending on the constitution of individual HEIs, but, for most governing bodies, members are charitable trustees and must comply with case law and legislation governing charities 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 Act.</p>	<p>Partial – an annual report to be added to the board's cycle concerning case law and legislation governing charities.</p>	<ul style="list-style-type: none"> • Members of the board are charitable trustees and are required to comply with relevant legislation and Charity Commission guidance in regard to their roles. • Governors' duties as charitable trustees are set out in recruitment materials for governors and training is provided on this element of their role as part of their induction into the university. • A role description for governors is set out in the board's Standing Orders.

<p>1.3 In both instances, members must discharge their duties in line with the accepted standards of behaviour in public life and the values in this Code, accepting individual and collective accountability for the affairs of the institution.</p>	<p>Full</p>	<ul style="list-style-type: none"> • The expectation of governors in regard to acceptable standards of behaviour, and their responsibilities for the affairs of the institution, are set out in the Standing Orders and a Governor Handbook, this includes the requirement that governors adhere to the Nolan Principles of Public Life. • Governors are required to adhere to the Code of Conduct for Staff and Governors at DMU, which also covers expected standards of behaviour. • The board is aware of the need for its members to meet on an ongoing basis the Office for Students' fit and proper person test under the Public Interest Governance Principles of the Regulatory Framework. Procedures are set out in the Standing Orders enabling action to be taken by governors should a member or members of the board fail to comply with the fit and proper person requirements, including the power to remove a governor from office. • A Corporate Governance Statement setting out the university's governance arrangements and their effectiveness in the preceding year are set out in the university's Annual Accounts which are approved by the board and published on the university's website.
<p>1.4 All members of the governing body (including students and staff members) share the same legal responsibilities and obligations as other members, so no one can be routinely excluded from discussions. All members have a duty to record and declare any conflicts of interest.</p>	<p>Full</p>	<ul style="list-style-type: none"> • The student and staff governors of the board share the same charitable trustee status as other governors and therefore share the same legal responsibilities and obligations. They are rarely excluded from discussions at board level. There are instances where staff or student members may be excluded from discussions, but this is on an exceptional basis, having due regard to any sensitivities that can be associated with discussion around, for example, staffing or disciplinary matters. • Staff and student governors are members of the Nominations Committee and play a key role in the management of the board, its membership, diversity and skills requirements. • The student governor is an Executive Officer of the students' union, appointed by the union's Trustee board to serve as a member on the Board of governors.

		<ul style="list-style-type: none"> • All members have a duty to record and declare interests and these are set out in a university register of interest on the university's website. The register is updated annually by the office of the Secretary, and governors are expected to inform the university of any changes in their circumstances between those annual updates. • At each meeting of the board and its sub-committees, governors are prompted to declare interests relevant to items on the agenda, in addition to those overarching interests that are included in the published register.
<p>1.5 Governing bodies must, as far as practicable, conduct their affairs in an open and transparent manner. This includes publishing accurate information on the use of public funding, value for money and other performance information on their websites, as well as any other information that supports regulatory compliance and accountability to all stakeholders.</p>	<p>Full</p>	<ul style="list-style-type: none"> • The Board of Governors conducts its affairs in an open and transparent manner, with the minutes of Board of Governors meetings published online with redaction kept to a minimum only in instances where there is a commercial or related sensitivity or otherwise as required by legal obligations. • The University's audited Annual accounts are published on its website for at least the last five years. The accounts contain a detailed Operating and Financial Review section as well as the University's Statement of Public Benefit. The audit opinion includes a specific opinion on other matters prescribed by the OfS, which covers use of funds. • A Regulatory and Charitable information page on the university website sets out information on DMU's status and related materials, including the expenses of members of the executive, and the university's statement on modern slavery and human trafficking. The university also publishes data on its gender and race pay gaps.

<p>1.6 There needs to be a clear separation of roles and responsibilities between the Executive and the governing body with delegated authorities to the HoI and any committees that exist.</p>		<ul style="list-style-type: none"> • There is a clear separation of roles and responsibilities between the Executive and the governing body with delegated authority to the Executive, HoI and the board's committees. • All delegations are set out in the board's Scheme of Delegation, which is available on the university's website and reviewed annually.
<p>Element 2: Sustainability</p> <p>Working with the Executive, the governing body sets the mission, strategic direction, overall aims and values of the institution. In ensuring the sustainability of the institution, the governing body actively seeks and receives assurance that delivery of the strategic plan is in line with legislative and regulatory requirements, institutional values, policies and procedures, and there are effective systems of control and risk management in place.</p>		
<p>Requirements</p>	<p>Level of compliance</p>	<p>Evidence of DMU compliance</p>
<p>2.1 The governing body is responsible for the mission, character and reputation of the institution and therefore sets the values and standards that underpin the institution's strategy and operation.</p>	<p>Full</p>	<p><u>General</u></p> <ul style="list-style-type: none"> • It is enshrined within the university's Instrument and Articles of Government and the board's Statement of Primary Responsibilities that the board is responsible for the mission, character and reputation of the institution. • The board is responsible for determining the strategic direction of the university by approving the mission and strategic vision of the institution, long-term academic and related business plans and key performance indicators, ensuring that these meet the interests of students, staff and key stakeholders.
<p>2.2 The governing body must be engaged in development of the institution's strategy and formally approves or endorses the strategic plan in accordance with its constitution and the expectations of stakeholders, including students and staff. It will need assurance that the strategic plan is supported by plans or sub- strategies which ensure there are:</p>	<p>Partial – pending establishment of approach arising from adoption of new Strategic Plan</p>	<p>See 2.1 above.</p> <ul style="list-style-type: none"> • The Finance and Performance Committee considers financial sustainability of the university via a quarterly report, in addition to regular updates against performance in respect of the university's financial recovery plan.

<p>a. enough financial, physical, human and information resources to support the institution's aims and objectives; meet academic standards; protect the collective student interest; ensure effective delivery and meet any regulatory or funding commitments, including the need to demonstrate value for money;</p> <p>b. effective arrangements in place for the management of information which meet ethical standards, Freedom of Information requirements and other legislation on the use and protection of data;</p> <p>c. arrangements in place to ensure that all forms of resources are used in a sustainable (financial, social and environmental), secure and effective manner which supports institutional success; and</p> <p>d. policies and procedures in place which support the delivery of the institution's strategy in an environmentally sustainable way.</p>		<ul style="list-style-type: none"> • The financial budget for the preceding financial year together with the financial forecast for future years beyond that, are prepared using assumptions agreed with the all key stakeholders across the university to ensure close alignment with strategic priorities. This 5-year plan is reviewed and approved by the Finance and Performance Committee and the Board prior to submission to OfS. • Each of the board's committees have a responsibility for policy-based oversight of their respective areas to ensure that these support the delivery of the university's strategy. • All reports submitted to the board are required to explicitly consider the environmental impact of the proposals being put forward.
<p>2.3 The governing body will need to receive regular, reliable, timely and adequate information to monitor and evaluate performance against the strategic plan. The governing body's role is to have oversight of performance and constructively challenge it, encourage quality enhancement, maintain and raise standards, celebrate achievements and learn from difficulties.</p>	<p>Full – pending approach taken to new Strategic Plan</p>	<ul style="list-style-type: none"> • The board considers a quarterly update in regard to performance and risk in relation to the university's Strategic Plan. The Audit Committee also takes an active role in this area and provides challenge in respect of any areas of concern. • The Finance and Performance Committee takes a lead role in monitoring and constructively challenging the university's performance across a broad range of areas of university activity.
<p>2.4 The governing body needs to understand the external environment and – along with the Executive – identify, understand and manage risk appetite and strategic risks and opportunities for the institution.</p>	<p>Full</p>	<ul style="list-style-type: none"> • The Vice-Chancellor provides a standing update at meetings of the board and key committees covering external and sector-based developments as well as key strategic issues and challenges for the university. • Further developments in the sector are circulated to governors outside of meeting as and when relevant. Governors are also

		<p>provided with access to regular updates from WonkHE and <i>Times Higher Education</i>.</p> <ul style="list-style-type: none"> • The Scheme of Delegation contains provision for the board to take a decision on any matters for which the Executive believe there to be the potential for adverse risk or reputational damage. • Internal and external risks are considered by the Audit Committee at each of its meetings. An annual 'deep-dive' of risk is scheduled to take place at full board meetings. <p>See also 5.12</p>
<p>2.5 The governing body must actively seek and receive assurance that academic governance is robust and effective. Governing bodies also need to provide assurance on academic standards and the integrity of academic qualifications, and will work with the Senate/Academic Board (or equivalent, as specified in their governing instruments) to maintain standards and continuously improve quality. Governing bodies will also wish to receive assurance that specific academic risks (such as those involving partnerships and collaboration, recruitment and retention, data provision, quality assurance and research integrity) are being effectively managed.</p>	<p>Full</p>	<p><u>General</u></p> <ul style="list-style-type: none"> • A member of the board sits on the Academic board as a non-voting member, to enable linkage between the two bodies and oversight of the Academic Board's activities on behalf of the Board of Governors. • Academic Board members who also sit on the governing body provide updates at every ordinary meeting of the board on recent key issues and activity. • The board receives regular updates on the Academic Board's activities via the submission of minutes of its meetings. • Following its effectiveness review, the board asked the Academic Board to consider a number of improvements to the way in which it operates which were proposed via the Governance Effectiveness Review and anticipates a report back on how this work will be tackled. • It was agreed arising from an independent Governance Effectiveness Review that the Academic Board would conduct, alongside other sub-committees of the board, an effectiveness review process biennially via the university's internal auditor as a means of continuously improving quality. The timing of this exercise is being considered given the board will be conducting a further independent Governance Effectiveness Review in the autumn of 2021.

		<ul style="list-style-type: none"> • The Scheme of Delegation sets out where responsibility lies for approval and oversight of areas such as partnerships and collaboration, recruitment and retention, data provision, quality assurance and research integrity. <p><u>Partnerships</u></p> <ul style="list-style-type: none"> • The Academic Board has oversight of all major academic partnerships. In approving partnerships, assurance is sought that due diligence processes have been conducted and that risks have been appropriately considered and mitigated where possible. • The Collaborative Provision Group, reporting to Academic Board, is responsible for overseeing partnership approval and maintenance processes. • The board maintains the provision to take a decision on any activity, including partnerships and collaboration, recruitment and retention, data provision, quality assurance and research integrity, for which it is felt that there is the potential for adverse reputational risk to the university. • The board reviews bi-annually the health of all major UK and international partnerships. <p><u>Recruitment and retention</u></p> <ul style="list-style-type: none"> • The board receives updates on recruitment at each of its meetings. Activity in this area is also monitored by the Finance and Performance Committee. <p><u>Quality assurance</u></p> <ul style="list-style-type: none"> • Academic Board has oversight of academic quality assurance and reports to the board. • Committees of the board, and the board itself, receive reports on the outcomes of key internal and external surveys of student satisfaction.
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<p>2.6 The governing body needs assurance that the institution is meeting the conditions of funding as set by regulatory and funding bodies and other major institutional funders. These include:</p> <ul style="list-style-type: none"> the need to use funds in line with the principles of regularity, propriety and value for money; robust systems of financial control and governance; and assurances on social, financial and environmental objectives, e.g. those which support a sustainable environment, the widening of access and participation and civic engagement. <p>Furthermore, the governing body also needs assurances that:</p> <ul style="list-style-type: none"> the institution's values are practised throughout the organisation; the collective interest of current and future students drives decision making, and growth and innovation throughout the institution; there is sufficient management freedom and institutional autonomy; the institution has considered and taken appropriate actions to mitigate the impact of any risks to students' continuation of study e.g. the closure of a course, campus or location, the discontinuation of a discipline; there is an effective and proactive system of risk management in place by which risks are rigorously assessed, understood and effectively 	<p>Partial</p>	<ul style="list-style-type: none"> The external auditors' opinion provide assurance that the requirements set out in the conditions of funding and that the financial systems in place are appropriate and effective. The board receives assurance from the Finance and Performance Committee that funds are being used with the principles of regularity, propriety and value for money. The board receives assurance from the Audit Committee in regard to the effectiveness of the university's systems for financial control and governance, including the consideration of the university's responses to alleged financial irregularities and risk management The Audit Committee considers a quarterly performance and risk report, which includes consideration of risk in regard to areas such as environment, the widening of access and participation and civic engagement. Internal auditors provide an annual opinion on the effectiveness of governance, risk management, data quality, value for money and internal controls. The university in 2020 commissioned an independent body to conduct a full and transparent cultural audit which is geared toward tackling a number of the points in raised in the latter part of 2.6. The People and Culture Committee is charged with overseeing this work on behalf of the Board of Governors. This work remains in progress. Investment continues to be made across the physical campus, IT infrastructure and student facing services such as student welfare, careers and employability, access and participation, and strategic partnerships with businesses and organisations both local and abroad, so as to enhance the student experience.

<p>managed across the organisation;</p> <ul style="list-style-type: none"> high-quality and robust data is produced and managed to meet all relevant legal and regulatory requirements; and effective control and due diligence take places in relation to institutionally significant external activities, for example commercial transactions, collaborations with HEIs in other countries. 		<ul style="list-style-type: none"> Prior to submission to the OfS, the board reviews the university's student protection plan which sets out any risks to students' continuation of study. A data quality report is submitted to the Audit Committee providing assurance on the quality of data produced by the university to meet all relevant legal and regulatory requirements. In addition to the board itself, each committee of the board is required to reflect on the effectiveness of meetings at the close of each meeting as a means of improving, where required, the effectiveness with which it transacts its business.
<p>2.7 The governing body must 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. The governing body must understand its responsibility to maintain, promote and protect the principle of academic freedom.</p>	Full	<ul style="list-style-type: none"> The board considers a report on the application and promotion of the university's Freedom of Expression and Academic Freedom policy to ensure that the principles of freedom of speech and academic freedom are actively promoted at the university. The Audit Committee takes a lead role in monitoring staff compliance with Prevent training as part of the university's regrd to the Counter Terrorism and Security Act 2015 which places a duty on universities to have regard to the need to prevent people from being drawn into terrorism. <p>See also 2.5</p>
<p>2.8 The governing body should also understand their institution's legal responsibility to uphold freedom of speech within the law.</p>	Full	<ul style="list-style-type: none"> This requirement is reflected in the report referred to in 2.7 above.
<p>2.9 Effective remuneration of all staff, especially the Vice-Chancellor and their immediate team, is an important part of ensuring institutional sustainability, meeting regulatory requirements and protecting institutional reputation. The governing body should provide assurance on the extent of the institution's compliance with The Higher Education Senior Staff Remuneration Code (published June 2018 by the CUC), and in particular ensure that no one is responsible for</p>	Full	<ul style="list-style-type: none"> The Remuneration Committee, which is a committee of the board, is guided in its work by a guidance document regarding senior staff remuneration and severance arrangements. The document states the university's adoption of the CUC's Higher Education Senior Staff Remuneration Code and its compliance with the code. The Remuneration Committee meets up to three times per year to determine and review at least annually the salaries, objectives in relation to the university's Strategic Plan, and terms and conditions of the Vice-Chancellor, University Leadership Team and such other

<p>determining or influencing their own remuneration.</p>		<p>members of staff as the board deems appropriate.</p> <ul style="list-style-type: none"> • The Remuneration Committee is chaired by Deputy Chair and not the Chair of the Board as per the requirements of the Senior Staff Remuneration Code. • The board considers an annual report of the Remuneration Committee on remuneration matters falling within this category. • No individual is responsible for determining or influencing their own remuneration. • The Remuneration Committee is entitled to procure independent external advice, including legal advice, before making determinations on matters relating to senior staff remuneration and severance packages.
<p>2.10 Depending on the constitutional documents and regulatory requirements of the institution, some governing bodies will be required to establish a Remuneration Committee to consider and determine, as a minimum, the emoluments of the Vice- Chancellor and other senior staff.</p>	<p>Full</p>	<p>See 2.9 above.</p> <p>The extent of the delegation to the Remuneration Committee is set out in the Scheme of Delegation.</p>
<p>2.11 All institutions will have external auditors unless exempt under the Companies Act 2006 because of their small size. All institutions are encouraged to have an audit function, whether in-house or externally provided. Some regulatory requirements will specify the need for an internal audit service. The appointment and work of auditors will usually be overseen by an Audit Committee, comprising members that have no executive responsibility (although members of the Executive may attend by invitation). Further guidance on the role of Audit Committees is published separately by CUC and governing bodies should assess the extent to which they comply with that guidance.</p>	<p>Full</p>	<ul style="list-style-type: none"> • The Audit Committee is a committee of the board. • The Audit Committee appoints the university's external and internal auditors in accordance with the University's Scheme of Delegation, No member of the committee is a member of the executive. • The constitution of the Audit Committee is revised annually. The revision ahead of the 2020/21 academic year was carried out with reference to the CUC's Higher Education Audit Committees Code of Practice (May 2020). It is intended that the Audit Committee will consider a self-assessment of compliance against the CUC's HE Audit Committees Code of Practice. • The Audit Committee considers the risk-based annual audit plans for both internal and external audit. At the end of the year an annual

		<p>report from the internal and Management Letter with audit opinion from the external auditors are issued.</p> <ul style="list-style-type: none"> The university has recently (February 2021) established an in-house team, known as the 'Audit Office' which will facilitate a refreshed approach to planning, delivery and reporting of the internal and external audit functions.
2.12 The governing body will consider and, where necessary, act upon an annual audit report from the Audit Committee or equivalent (incorporating recommendations by internal and external audit) and approve the audited annual financial statements	Full	<ul style="list-style-type: none"> The Audit Committee prepares an annual report for consideration by the board. The board approves annually the audited financial statements, following consideration by the Audit Committee (and the Finance and Performance Committee, which receives the financial statements for noting).
<p>Element 3: Reputation</p> <p>The governing body safeguards and promotes institutional reputation and autonomy by operating in accordance with the values that underpin this Code, its various elements and the principles of public life.</p>		
3.1 Members of governing bodies must always act ethically in line with the principles of public life (the Nolan principles), the institution's own ethical framework, and in the interests of the institution, its students and other stakeholders. This applies whether the Board members are elected, nominated or appointed. If a governing body member falls short of these standards, they must be dealt with in accordance with the institution's constitution and Code of Conduct. Such cases must not be ignored.	Full	<p><u>General</u></p> <ul style="list-style-type: none"> It is enshrined within the university's values that its staff act with professionalism in all that they do. The university's Code of Conduct for Staff and Governors at DMU requires that those acting on the university's behalf are aware of the importance of professional boundaries as a means of protection from allegations of wrongdoing/unethical conduct (actual or perceived). <p><u>Standing Orders</u></p> <ul style="list-style-type: none"> The Standing Orders set out a requirement that governors should act and be seen to act impartially and not be influenced in their role by personal, social or business relationships. The Standing Orders sets out a transparent process whereby governors can be suspended or removed from office should a governor, among other requirements, be in breach of the Code of Conduct, be unable or unfit to discharge the functions of a governor,

		<p>act in a way that could bring the university into disrepute or act in a way which is not in the best interests of the university.</p> <p><u>Research</u></p> <ul style="list-style-type: none"> The university has a Research Ethics Committee, which, with the delegated authority of the Academic Board, advises on all research policies, oversees their ethical content, and provides advice on ethical and related issues arising from their implementation.
<p>3.2 Members of governing bodies need to act, and be perceived to act, impartially, and not be influenced by social or business relationships. Institutions must maintain, check and publish a register of the interests of members and senior executives. A member who has a professional, pecuniary, family or other personal interest in any matter under discussion which may be seen to conflict with the best interests of the institution must also disclose the interest in advance of any discussion on the topic. A member does not have a pecuniary interest merely because they are a member of staff or a student.</p>	<p>Full</p>	<p>See 3.1 above.</p> <p><u>Register of Interests</u></p> <ul style="list-style-type: none"> The Secretary to the Board of Governors maintains and publishes annually a register of interests of board members. All members are expected to disclose detailed information about their interests and contact the Secretary should their circumstances change in-year. Members are asked to provide details of any directorships and other charity trusteeships held, among a number of other details including shareholdings. <p><u>Declaration of interests</u></p> <ul style="list-style-type: none"> Members are expected to declare any known, likely, or potential pecuniary or other interest in matters under discussion at meetings of the board, its committees and the University Leadership Board. Any interests declared at a meeting are recorded in the minutes of the meeting and acted upon if appropriate, in terms of whether an individual's interest is such that they withdraw from the meeting. Staff and student governors are rarely required to withdraw from a discussion at a meeting of the board. <p><u>Fit and Proper Persons Test</u></p> <ul style="list-style-type: none"> In line with the requirements of the Office for Students' Public

		<p>interest governance principles, board members' completion of a 'fit and proper person' form enables the necessary checks to be made to ensure that there are no indicators that a person may not be a 'fit and proper' person.</p>
<p>3.3 In protecting institutional reputation and autonomy, the governing body must ensure that its decision-making processes and those of the institution are ethical and free of any undue pressures from external interest groups, including donors, alumni, corporate sponsors and political interest groups.</p>	Full	<p>See 3.1 above.</p> <p><u>Whistleblowing</u></p> <ul style="list-style-type: none"> • The Audit Committee receives a bi-annual report on whistleblowing disclosures which enables it to be satisfied that the university's Whistleblowing Policy is being operated appropriately. • The People and Culture Committee also receives qualitative reporting on whistleblowing disclosures to ensure that there are no undue concerns around the progress of the university's cultural reform.
<p>3.4 If an individual member of the governing body has a view that is not consistent with the collective view of the governing body, they should abide by the principle of collective decision making and avoid putting specific interests or personal views before those of the institution. Individually they must not make any agreement for which they do not have authority. Breaches must be taken very seriously and be dealt with in accordance with the institution's governing documents, which should include a Code of Conduct.</p>	Full	<p>See 3.1. above.</p> <p><u>Standing Orders</u></p> <ul style="list-style-type: none"> • There is a requirement in the Chair's role description that they ensure that the board exercises collective responsibility, by encouraging all members to work together effectively, contributing their skills and expertise as appropriate, seeking to build consensus among them. • The standing orders do allow for Chair's action to be taken in exceptional circumstances. Any such actions are reported to the full board at the earliest opportunity. <p><u>Scheme of Delegation</u></p> <ul style="list-style-type: none"> • The Scheme of Delegation sets out clearly the delegation of the board's powers to other bodies.

<p>3.5 Promoting trust in institutional governing bodies requires assurances that there is effective communication with relevant stakeholders, including the reporting of significant changes in circumstances. Governing bodies will need to consider how they engage stakeholders in decision making and how they publish information and report performance to stakeholders.</p>	<p>Full</p>	<ul style="list-style-type: none"> • The university reports significant changes in circumstances to the OfS, as per its responsibilities to the regulator. • The university is transparent regarding significant issues affecting the board, including the action plan with the OfS and the outcome of governance effectiveness reviews. • Changes in key personnel are reported openly in the media, including the appointment of the Vice-Chancellor. • Where appropriate, the university seeks to consult with its stakeholders in key processes, including the appointment of the Vice-Chancellor and Chancellor, and the development of a new strategic plan.
<p>3.6 The governing body must take practical steps to ensure that the Students' Union or association operates in a fair, democratic, accountable and financially sustainable manner.</p>	<p>Full</p>	<p><u>Students' Union reports</u></p> <ul style="list-style-type: none"> • The Students Union's management accounts are submitted annually for consideration by the Finance and Performance Committee. • The Students' Union provide regular updates on financial performance to the Finance and Performance Committee. • The board receives as a standing item an update report from the student governors. • A member of the board is appointed as a member of the Students' Union's Trustee Board. Any issues of concern can be raised to the full board.
<p>3.7 The governing body requires assurance that there is a transparent, effective and published process for making and handling a complaint or raising a concern, and that any internal or external complaints or concerns are handled impartially, constructively and, in the case of student complaints, in accordance with any requirements of the Office of the Independent Adjudicator for Higher Education (or equivalent for the devolved nations). The governing body should also</p>	<p>Full</p>	<p>See 3.3 above.</p> <p>The Audit Committee receives regular updates on the handling of student complaints and the number of referrals to the Office of the Independent Adjudicator in order to ensure that complaints are being dealt with appropriately and the policy operated effectively.</p>

ensure there is an effective process in place for investigating disclosures under whistleblowing legislation.		
3.8 If a governing body decides it is appropriate to remunerate governing body members and this is permitted in its constitution, it must ensure that payments are commensurate with the duties carried out, are reported in the audited financial statements, are consistent with charity and employment law, and reflect the institution's values and ethos.	Full	<ul style="list-style-type: none"> • The role of Chair of the Board is remunerated. The power to confer benefits upon governors is set out in the university's Instrument and Articles of Government. • Only unremunerated governors of the board are able to take a view on the remuneration of governor roles. This issue is considered on an annual basis to ensure that, if roles are remunerated, the remuneration is appropriate, commensurate with the duties of role(s) and remains in the best interests of the university's charitable obligations. • The remuneration of any governor role(s) is set out in the university's published Annual Accounts.
<p>Element 4: Inclusion and Diversity</p> <p>The governing body promotes a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the institution, including in the governing body's own operation and composition. Diversity in this context does not just mean protected characteristics – it includes a diversity of voice, attitude and experience. It is a means of ensuring that under-representation and differences in outcomes are challenged and, where practicable, followed by a course of corrective action that ensures fair outcomes for all.</p>		
Requirements	Level of compliance	Evidence of DMU compliance
4.1 HEIs are required by law to comply with equality and diversity legislation, and governing bodies are legally responsible for ensuring the institution's compliance. Legislation in this area does not distinguish between domestic and international students and staff.	Full	<p><u>General</u></p> <ul style="list-style-type: none"> • The university has an Equality and Diversity Charter. A new strategy in this area will follow as part of a new Strategic plan for the university following the commencement in post of Professor Normington as the university's new Vice-Chancellor. • The university has recently appointed a Deputy Pro Vice-Chancellor (EDI) to oversee work in this area, who reports directly to the Vice-

		<p>Chancellor.</p> <p><u>Audit Committee</u></p> <ul style="list-style-type: none"> The committee's annual report to the board provides an opinion on whether policies and procedures are being consistently applied and whether there is appropriate compliance with relevant legislation. <p><u>People and Culture Committee</u></p> <ul style="list-style-type: none"> The committee considers an annual report on the university's approach to, and compliance with, EDI related legislation. The committee considers annually the university's performance in terms of its gender and race pay gaps. The committee considers annually a report detailing progress and challenges in relation to EDI. <p><u>Reporting</u></p> <ul style="list-style-type: none"> Report authors are required to include an assessment of the extent to which proposals have considered adequately equality, diversity and inclusion and to include the detail of an improving outcomes assessment, where appropriate.
<p>4.2 The governing body must ensure that there are arrangements in place to:</p> <ul style="list-style-type: none"> eliminate unlawful discrimination, harassment and victimisation; advance equality of opportunity between people who share and those who do not share a protected characteristic; foster good relations between people who share and those who do not share a protected characteristic; and promote an inclusive culture. 	<p>Full</p>	<ul style="list-style-type: none"> Equality, diversity and inclusion (EDI) is embedded within the university's values and its Strategic plan. There a number of strategic aims that relate to achievement in regard to equality, diversity and inclusion. All staff are required to complete and pass an 'Equality & Diversity Essentials' training course. The university holds institutional 'bronze' awards in the Athena Swan and Race Equality Charter Marks. The Annual Accounts include in its Operating and Financial Review 2019-20 some statements around its EDI achievements and aspirations.

		<ul style="list-style-type: none"> • The university's Improving Outcome Assessment process requires due regard to be given to meeting the Public Sector Equality Duty (PSED) when new policies and initiatives are introduced, or existing policies and practices changed. • The board established a People and Culture Committee charged with monitoring and supporting the university's work in the area of cultural reform. The full board has oversight of the actions arising from the cultural audit. • Annually, an EDI report is provided to the People and Culture Committee which details progress and remaining challenges on meeting the PSED.
4.3 Governing bodies need to review and report on the institution's approach to equality, inclusivity and diversity. As a minimum, they must receive an annual equality monitoring report setting out work done by the institution during the year, identifying the achievement of agreed objectives and summarising the data on equality, inclusivity and diversity that they are required to produce and publish. The report needs to consider any significant differential educational outcomes by protected groups. For most institutions, an Equality Impact Assessment and proposals for widening participation in, and increasing access to, HE will be included in report.	Full	<p>See 4.2 above.</p> <ul style="list-style-type: none"> • The People and Culture Committee considers and makes a recommendation to the board in regard to an annual Equality, Diversity and inclusion report. • There are established processes for improving outcome assessments (equality impact assessments) to be completed regarding proposals to enable a positive impact through equality analysis. • The university publishes on its website an Access and Participation Plan, which allows for an understanding of the strengths and weaknesses across the University's widening participation agenda in addition to reporting on significant differential outcomes by protected groups.
4.4 The governing body must routinely reflect on its own composition and consider ways it can encourage diversity in all its forms, thus leading by example. This includes consideration of the impact of decisions on equality, diversity and inclusion.	Full	<p><u>Nominations Committee</u></p> <ul style="list-style-type: none"> • The Nominations Committee is responsible for reviewing the composition of the board and its committees, giving full consideration to the diversity of the make-up of the board. • The Nominations Committee receives a report annually on the diversity of the board which informs its future approach to recruitment of independent governors.

		<p><u>Reporting</u></p> <ul style="list-style-type: none"> Report authors are required to include an assessment of the extent to which proposals have considered adequately equality, diversity and inclusion and to include the detail of an improving outcomes assessment, where appropriate.
<p>Element 5: Effectiveness</p> <p>The governing body ensures that governance structures and processes are robust, effective and agile by scrutinising and evaluating governance performance against this Code (and other Codes where an institution constitutional form requires it) and recognised standards of good practice.</p>		
<p>Requirements</p>	<p>Level of compliance</p>	<p>Evidence of DMU compliance</p>
<p>5.1 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. They are also responsible for ensuring information provided to the governing body is timely, appropriate and enables informed decision making. The Secretary has a duty to keep governing body members briefed in respect of all relevant developments in governance and accountability. All members of the governing body should have independent access to the advice and services of the Secretary, who must ensure that governing body members are fully aware of the appropriate rules, regulations and procedures. The Secretary should be senior enough to ensure the governing body and the Executive acts in a way which is compliant with the institution's regulations and is independent enough to provide challenge when this is not the case. Arrangements for the appointment or</p>	<p>Full</p>	<ul style="list-style-type: none"> The Secretary to the board is responsible for ensuring appropriate and timely information is provided to governors, and provides guidance in relation to compliance with governing instruments and its standing orders. The Secretary reports formally to the Chair of the board and operates in a triumvirate with the Chair and Vice-Chancellor, with a dotted line to the Chief Operating Officer. All governors have access to the advice of the Secretary and their team. The Secretary is able to commission legal advice on the board's behalf in accordance with the procurement requirements set out in the university's Financial Regulations. The responsibility for the appointment or removal of the Secretary are set out in the Scheme of Delegation and make clear the board's role in each case.

<p>removal of the Secretary may be defined by governing instruments; where they are not, it must be a decision for the governing body as a whole.</p>		
<p>5.2 The governing body needs the appropriate balance of skills, experience, diverse backgrounds, independence and knowledge to make informed decisions. Some constitutional documents specify governing bodies must include staff and student members.</p>	Full	<ul style="list-style-type: none"> • The board includes a student governor and two democratically elected staff governors, one academic and one from professional services. • The Nominations Committee of the board takes decisions about the membership of the board, including its skills, experience and diversity as a means of informing the requirements of future governor recruitment exercises and reports to the board.
<p>5.3 The size and composition of the governing body needs to reflect the nature, scale and complexity of the institution and governing bodies need enough time and resources to function efficiently and effectively. There is a need for a shared understanding of the division between independent non-executive governors and executive governors. The governing body will also need to consider having a committee sub-structure which supports its effective operation, with specific consideration being given to Audit, Finance and Nominations committees.</p>	Full	<p>See 5.2 above.</p> <ul style="list-style-type: none"> • The board has a committee structure to support it in its operation, including committees focused on Audit, Finance and Performance and Nominations. • The size of the governing body is appropriate to the terms of the Instrument and Articles of Government and is reviewed on an ongoing basis by the Nominations Committee.
<p>5.4 An effective governing body has a culture where all members can question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside governing body meetings.</p>	Full	<ul style="list-style-type: none"> • The Standing Orders include in the role descriptors of the Chair and committee chairs that they will encourage all members to work together effectively, contributing their skills and expertise as appropriate and will seek to build consensus among them. • The Standing Orders in the requirements for governors sets out that they are expected to support and scrutinise the performance of the university and, where necessary, provide appropriate challenge to senior staff members and fellow board members.
<p>5.5 An effective governing body ensures the Board culture reflects the articulated values and culture of the institution. It also receives assurance that the prevalent</p>	Full	<ul style="list-style-type: none"> • The board established a People and Culture Committee to work with key staff on the establishment of a new work culture for the university that reflects its articulated values. The committee will seek

behaviours in the institution are consistent with its articulated values.		ongoing assurance that the prevalent behaviours in the institution are consistent with its articulated values.
5.6 The governing body needs to focus on strategic risks and emerging opportunities for the institution and have enough flexibility to respond to these quickly and effectively.	Full	<ul style="list-style-type: none"> The Audit Committee takes a lead role on behalf of the board in risk management. The Standing Orders contain provision for the board to take decisions quickly and effectively, if necessary, outside of meetings.
5.7 The governing body needs a suitable arrangement for the continuation of business in the absence of the Chair. Arrangements for a Deputy Chair may be codified within the institution's governing instruments; if not, the Nominations Committee or equivalent can advise the governing body.	Full	<ul style="list-style-type: none"> A Deputy Chair is elected from amongst the independent governors. The provision for the board's Deputy Chair to chair meetings in the absence of the Chair is set out in the Standing Orders.
5.8 The governing body also needs to consider the benefits of appointing a Senior Independent Governor (SIG) or equivalent role and explain the rationale for decisions made in this regard. Their role is seen in other sectors as an important aid to good governance; to help advise the Chair, to be an intermediary for other Board members and to help facilitate an annual appraisal of the Chair. The role of the SIG is different to the Deputy Chair, who should be part of the leadership of the Board and deputise for the Chair as well as take on specific duties which are assigned to them. The SIG should be a voice and a sounding board for other governors to sense-check the effectiveness of the governance arrangements, and to formally lead the appraisal of the Chair (and the Deputy Chair).	Full	<ul style="list-style-type: none"> As part of consideration of its most recent Governance Effectiveness Review, the board considered this issue and resolved not to pursue the appointment of a SIG at this time, given the role remains novel in the sector. It opted to await any further guidance on the role before considering the matter again, as appropriate.
5.9 The governing body needs a formal process to ensure that its members are fit and proper persons. The governing body also needs the power and process to remove any of its members from office, and must do so if a member breaches the terms of their appointment.	Full	<ul style="list-style-type: none"> All shortlisted candidates for governor roles are required to fill out a fit and proper person form to enable checks to be made in regard to the information provided as a means of determining whether an individual shows any indicators that they may not be a fit and proper person.

		<ul style="list-style-type: none"> The information disclosed in the form is reviewed, and governors are required to confirm annually that they meet the requirements of a fit and proper person. Provision for governors to be removed from office are set out in the board's Standing Orders.
5.10 A Nominations Committee (or equivalent) is an effective way to advise a governing body on the appointment of new members, and must be established. The Nominations Committee can provide advice to the governing body on terms of office, the perceived skills balance required on the governing body, succession planning and skills refreshment. Normally, final decisions on appointment are taken by the governing body.	Full	<ul style="list-style-type: none"> Nominations Committee is a committee of the board, and is responsible for considering and making recommendations to the board on the appointment of governors and the chairing and membership of its committees. Final decisions in this regard are taken by the board. It is also responsible for reviewing the skills base of the board, collectively and individually, and identifying skills and expertise that would be of benefit to the board going forward. Governors are recruited through advertisement of vacancies in national publications in order to increase the pool of talent available. There is an overt focus in recruitment campaigns of increasing the board's diversity to ensure it is reflective of the student and staff base of the university.
5.11 In making decisions about terms of office, the governing body needs to ensure there is a planned and progressive refreshing of membership – this includes evaluating the performance of governing body members. The terms of office for governing body members should not be more than nine years (either two terms of four years or three terms of three years) unless there is exceptional justification. This is in line with other Codes and recommended practice.	Full – further supported by a new appraisal process for governors in process during summer 2021	<ul style="list-style-type: none"> The terms of office for governors is three terms of three years - it is not possible to serve for a longer period of time on the board than nine years. The internal auditors provide an assessment on the effectiveness of the university's governance as part of its annual opinion. The board is currently engaged in a process to identify and implement an appraisal process for all governors.
5.12 Governing body members need induction, updates and development which supports understanding of their role and changes in their operating environment.	Full	<ul style="list-style-type: none"> Governors are provided with a programme of induction activities to ensure there is a good understanding of the university. The sessions, and any follow-up activities, are tailored to each individual where possible.

		<ul style="list-style-type: none"> Training opportunities are made available to governors when appropriate (soon to be informed by an appraisal process) to ensure that they have access to the support and information they require to carry out their role effectively. Governors are also encouraged to identify any training opportunities that they would wish to pursue in support of their role.
5.13 HEIs must conduct a regular, full and robust review of governance effectiveness with some degree of independent input. This will provide assurance to internal and external stakeholders and allow a mechanism to focus on improvement and chart progress towards achieving any outstanding actions arising from the last effectiveness review. It is recommended this review takes place every three years.	Full	<p><u>Internal effectiveness review</u></p> <ul style="list-style-type: none"> The board agreed as part of its Governance Effectiveness Review response to conduct an internal review of its effectiveness on a biennial basis via the internal auditors. The timing of this is being considered given the point below. <p><u>External effectiveness review</u></p> <ul style="list-style-type: none"> The board conducts an external review at least every three years in line with the requirements of the CUC code. The most recent external review took place in autumn 2019. The next review is planned for autumn 2021, ahead of the three-year timescale in line with the requirements of the university's action plan with the Office for Students.
<p>Element 6: Engagement</p> <p>Governing bodies understand the various stakeholders (especially staff and students) of the institution globally, nationally and locally, and are assured that appropriate and meaningful engagement takes place to allow stakeholder views to be considered and reflected in relevant decision-making processes.</p>		
Requirements	Level of compliance	Evidence of DMU compliance
6.1 The governing body needs to ensure the activities of the institution are in the interests of students (current and future) and other stakeholders. Donations, partnerships and similar activities must not inappropriately influence the institution's independence, mission or academic integrity. Governance processes and structures should be clearly visible to staff and	Full	<ul style="list-style-type: none"> The Finance and Performance Committee considers on the board's behalf an annual report providing assurance that all fundraising activity is being carried out ethically and the appropriate due diligence and governance is in place. This annual report provides clarity and transparency on both the amount, type and impact of donations received.

<p>students (current and future), who should have opportunities to engage with the governance of the institution, should they choose.</p>		<ul style="list-style-type: none"> • The university's Donations Acceptance Policy and Ethical Fund Raising Practice defines standard policies and procedures for the solicitation and acceptance of donations to support the university. • In approving partnerships, the board considers the alignment of any proposed partnership or similar activity against the university's strategy and ensures conformation to the high standards of academic integrity expected. All proposals include an ethical scorecard against which risks in this area are scored.
<p>6.2 The governing body needs assurance of regular, effective two-way communication with students, staff and other stakeholders, and must be advised of any major issues arising.</p>	Full	<ul style="list-style-type: none"> • The board has access to all key communications to students and staff, including the Vice-chancellors' weekly news bulletin. • Governors are kept informed at all key meetings of key strategic issues by the Vice-Chancellor. • Communications on behalf of the board are circulated to all staff and students when appropriate.
<p>6.3 The governing body must promote and ensure the social, cultural, economic and environmental impact of the institution, and ensure that institutional success and achievements are reported to stakeholders. The governing body must also ensure that relevant stakeholders are advised of any material changes, adverse or other, in policy or circumstance.</p>	Full	See 3.5 above.
<p>6.4 Governing bodies need to promote a collegiate, collaborative and cooperative approach to liaison with students, staff and other stakeholders and ensure that interactions are guided by the values, ethics and culture of the institution.</p>	Full	<ul style="list-style-type: none"> • The governing body sets the standard for collegiate and collaborative approach to liaison with staff and students by appointing to its membership representatives of both bodies. • An independent governor is appointed as a trustee of the student union's Trustee Board. • The board involves students and staff in its decision making when appropriate to do so, including the appointment to key roles such as Vice-Chancellor and University Chancellor.

<p>6.5 Where institutions enter into significant partnership or working arrangements with other organisations, governing bodies need to be assured of the benefits and risks of the partnership, and need to be satisfied that there are effective governance and risk management arrangements in place to support the partnership.</p>	<p>Full</p>	<ul style="list-style-type: none"> • The Academic Board has oversight of all major academic partnerships. In approving partnerships, assurance is sought that due diligence processes have been conducted and that risks have been appropriately considered and mitigated where possible. • The Collaborative Provision Group, reporting to Academic Board, is responsible for overseeing partnership approval and maintenance processes. • The board maintains the provision to take a decision on any activity, including partnerships and collaboration, recruitment and retention, data provision, quality assurance and research integrity, for which it is felt that there is the potential for adverse reputational risk to the university. • The board receives biannually updates on UK overseas partnerships, which include an examination of any new or ongoing risks.
<p>6.6 Governing bodies should ensure the institution is accessible and relevant to its local communities, and should be open to, and engage with, their local communities in identifying their role in delivering public/community benefit and economic, civic duties, cultural and social growth.</p>	<p>Full</p>	<ul style="list-style-type: none"> • The governing body will receive regular updates on the activities of DMU Local, the university's flagship programme for engaging with local communities. • The university publishes on its website a wide range of strategic materials, as well as the minutes of governing body meetings. • The university holds consultations with its stakeholders on a range of matters, including the appointment of the Vice-Chancellor and Chancellor, and a new strategic plan. • The board consults external stakeholders on decision making when appropriate to do so, including the appointment to key roles such as Vice-Chancellor and University Chancellor.