Ulster
University

**Information for Prospective
External Independent
Members of Council, the
University's Governing Body**

ulster.ac.uk

Foreword
from the Chair of Council

Dear Applicant

I am delighted that you are considering an application to become a member of Council, the Governing Body of Ulster University. Good governance is at the heart of the Higher Education sector, and we rely on the experience and commitment of our Governing Body members to ensure that our institution runs effectively and reaches its full potential for Northern Ireland and on a global stage.

As Council we care deeply about the University's mission to transform and unlock the potential of people, places and partnerships.   That commitment has only been strengthened by the challenges of recent years and post-COVID, Ulster University's transformational impact on individuals, societies, the economy and the environment is more vital than ever.

Council works in collaboration with the University Senior Leadership Team to support them in their delivery of our shared mission. It is a rich and stimulating environment with many opportunities for personal and professional development that may be availed of throughout your term as a member.

In many ways, Council sets the tone for the leadership culture at the University and we know that strength is to be found in diversity, openness and inclusivity. A broad range of backgrounds and experiences across Council is essential and this booklet contains information on the skills we look for in our Council trustees and the value they can enjoy by being involved with Ulster University. We particularly welcome applications from people who can enhance the diversity of the Council's membership.

This is a pivotal moment as we open our new £360m Belfast Campus and grow exciting new teaching and research provision at our Coleraine and Derry/Londonderry campuses.

Ulster University's new strategy, **People, Place and Partnership** – *delivering sustainable futures for all*, will soon be launched. Developed in close collaboration with Council this new vision and plan will guide us to achieve continued innovation and impact for this treasured institution whose transformational journey is continuing at pace.

I am proud to lead Ulster University's Council and I encourage you to join us as we embark on our next exciting chapter.

Dr Jenny Pyper
Chair of Council

Contents Page

The University – Background Information

1.   Our stated Purpose

        As a multi-campus university, we are transformative, unlocking the potential of people, place and partnership to build sustainable futures for all.

2.   Our Profile

        Ulster University is one of the most complex large institutions across the UK, with 27,000 students and 2,700 staff across four campuses at Belfast, Coleraine, Derry/Londonderry and the Jordanstown Sports Village, delivering a dual focus on research and teaching. Some of our key metrics are:

- Th overall economic impact associated with our activities is estimated to be £1.3billion annually, corresponding to **a sector leading cost benefit of 1:7.**

- We deliver a pipeline of outstandingly capable graduates and postgraduates into a wide spectrum of workplaces with **92% of students in employment** or further study fifteen months after graduating.

- Ulster University is ranked the **number 1** large university in Northern Ireland and 32nd across the UK for student satisfaction, with 28 courses receiving 100% satisfaction (National Student Survey 2020).

- In May 2022, Ulster University was ranked in the **Top 10%** of UK universities for research impact, with 97 % of Ulster's research impact having outstanding or very considerable impacts in reach and significance.

- 80.1% of Ulster's research outputs have been assessed as 'world leading' or 'internationally excellent' [Research Excellence Framework 2021].

- Ulster University has innovation and transformation in its DNA and is continuously driving development across the region, most recently:

    - Our new Belfast Campus, opened in early September 2022 is one of the largest HE capital builds in Europe and will transform education in the city.
    - NI's first Graduate Entry School of Medicine and Paramedic Science degree commenced teaching in Sept 2021 to address the profound challenges facing our health service.
    - Studio Ulster launched in September – a £60m collaborative project as part of the Belfast City Deal.
    - A £50m Smart Manufacturing Data Hub was announced in May 2022 to support UK manufacturers to accelerate the development of digital technologies.

- Ulster University is one of five universities shortlisted for The Times and Sunday Times Good University Guide: '**University of the Year'** in 2022.

3.   The Powers of Council

Council is the governing body of the University, deriving its powers from the University Charter, Statutes and supporting Ordinances – these are currently subject to significant review, with the current version available on our website here. The Charter, and accompanying Statutes, set out the powers and purpose of the University and define how it is governed. The Charter and Statutes also form the basis of the University's Ordinances and Regulations, which set out, in detail, the rules of conduct for University business.

The Council also operates under a comprehensive Delegated Authority Framework, which codifies where responsibility for key decisions rests across the institution – the framework is available here.

4.   Charitable Status

The University, as a unified entity, is registered with the Charity Commission for Northern Ireland. As a result, all members of Council are trustees of the charity "University of Ulster".

As charity trustees, Council members are collectively responsible for all the activities of the charity and must observe the requirements of the Charities Act, trustee and other relevant legislation, and have a shared duty of care for the charity.

5.   Composition of Council

The composition of Council is set out below:

5.1   Chair of Council

Council is chaired by Dr Jenny Pyper – one of the University's two Pro-Chancellors. The Chair is responsible for the leadership and effective operation of the governing body.

5.2   Composition of Council – Ex Officio Members

The Governing Body has five ex officio members, as set out below:

(i)   Pro-Chancellors/Honorary Treasurer

        The Chair of Council is supported by a further Pro-Chancellor and by an Honorary Treasurer – all three are ex-officio members of Council.

(ii)   Vice-Chancellor

        The Vice-Chancellor is an ex officio member of Council reflecting their roles of President, CEO, Chief Academic Officer and Chief Accounting Officer of the University.

(iii)   Student Representation

        The President of the Students' Union is an ex officio member of Council representing the student voice on the Governing Body.

5.3   Composition of Council – Other Members

Council currently has eleven additional members as set out below:

(ii)   Eight Independent External Members
(iii)   Two Internal Academic Staff Members
(iii)   One Internal Professional Services Staff Member

The independent external Council members are appointed for a term of four years and are eligible to be considered for one further term of four years.

5.4   Secretary to Council

Under the Statutes of the University, the University Secretary is Secretary to Council – any queries relating to the constitution and governance of the University are handled directly through the Office of the University Secretary.

The University Council – Responsibilities

6.   Council Member Responsibilities

The key responsibilities of Council are detailed in its Statement of Primary Responsibilities – this is attached in Appendix A.

7.   Council Involvement and Time Commitment

7.1   Attendance at Council Meetings

Council meets a minimum of five times each year, for approximately four hours on each occasion. Meetings are normally held on Monday afternoons and dates are notified in advance. In addition, a Council Away Day is held each year in September/October. To contribute and add value to the work of Council, regular attendance is essential.

7.2   Core Committees

Members are also expected to contribute to the University's core Committees, through involvement in committees such as the Resources Committee, the Audit and Risk Committee and the People Committee, together with other committees, established as and when required to provide governance oversight of specific strategic activities. Core Committees normally meet three to four times each year.

7.3   Other Engagements

Throughout the year, members are given the opportunity to attend/participate in many aspects of University life – this will include celebratory and ceremonial occasions, such as graduation ceremonies.

7.4   Circulation of Papers

The agenda and supporting papers for each meeting are circulated one week in advance – this allows members time to familiarise themselves with the matters under consideration and to fully contribute to discussion/debate.

All papers are also available online and access and relevant training will be provided on nomination.

7.5   Induction, Training and Development

All new members of Council are required to participate in Council induction programmes and the ongoing programme of Council briefings and site visits. Ulster University operates in a particularly complex environment, and it is important that Council members have a full understanding of the key priorities and challenges facing the sector and the institution itself.

8.   Principles of Public Life/Code of Practice

Members of Council must, both individually and collectively, observe the seven principles of public life drawn up by the Nolan Committee – selflessness; integrity; accountability; objectivity; openness; honesty; and leadership. Further detail is attached in Appendix B.

Members must also comply fully with the University's Code of Practice – this is attached in Appendix C.

9.   Conflicts of Interest

No member of Council, nor any organisation with whom that member has a connection, should obtain any advantage, pecuniary or otherwise, through their association with the University and, in particular, their membership of its Governing Body.

On nomination, all members will be asked to complete and, subsequently, maintain their entry in the University's Register of Interests – the Register is held in the Office of the University Secretary. Members will be expected to declare any interest which may interfere with, or which may be perceived to interfere with, a member's objectivity and independent judgement. Members will also be expected to disclose any such interest arising during the consideration of Council/Committee business and to leave the meeting for the duration of all related discussion/debate.

10.   University Values

In 2019, University colleagues co-created a range of values statements, setting out their ambition for the culture of Ulster University. Our Values – of Integrity, Inclusion, Collaboration and Enhancing Potential – provide direction on how we can achieve excellence together. Members of Council must lead by example in demonstrating behaviours that are fully aligned to these agreed values.

Further information on the University's Values is available here.

11.   BRAVE Leadership Culture Framework

Members of Council must strive at all times to embody the attributes articulated in the University's BRAVE Leadership Culture Framework. The Framework encompasses a central ambition to nurture leaders to be Bold, Resilient, Authentic, Versatile and Empowering, across all levels of leadership. It articulates a series of attributes that are important for all current and prospective leaders in our organisation at all stages of their personal 'leadership journey'.

Further information on the BRAVE Framework is available [here](#).

12.   Collective Responsibility – Corporate Decision-Making

Council reaches its decisions generally by consensus or, on occasions, by a majority vote of those present at quorate meetings. Members are openly encouraged to express their views at meetings but must accept collective responsibility for all decisions made by Council. This collective responsibility holds whether or not a member of Council is present when a decision is taken and regardless of whether or not they originally supported a specific recommendation.

13.   Review of Council Effectiveness

In line with the Committee of University Chair's (CUC) Code of Governance, Council will keep its effectiveness under regular review.   Effectiveness is measured against the Statement of Primary Responsibilities, the CUC Code and other emerging best practice, within and without the sector, on corporate governance.

All Council members are also required to meet with the Chair of Council, on a one-to-one basis, every year. The purpose of these meetings is to enable the Chair and members to reflect on their contribution to the work of Council and ways in which this could be enhanced/supported going forward.

Further information on the Code is available at: https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf

14.   Remuneration

The position of Council member does not attract remuneration, but expenses properly incurred, in respect of any activities carried out on behalf of the University, will be reimbursed.

External Independent Members on Council – Selection Process

1.   The University's People Committee (the Committee) is responsible for bringing recommendations of nominations to Council in respect of its external independent members on Council. The Committee will bring forward recommendations for consideration by Council at its meeting on 28 November 2022.

2.   The Committee is keen to secure nominations from suitably experienced individuals to serve on Council, with effect from 1 January 2023. External members are defined as independent external members who are not staff or students of the University. It should also be noted that external independent members serve in an individual capacity and not as representatives of any organisation or corporate body.

3.   The Committee will consider all nominations received in light of:

      (i)   The need to attract new members from *inter alia*, business; commerce; the professions; education; the community; and public and other bodies associated with the work of the University;

      (ii)   The need to enhance, in particular, its finance/accountancy skill set, to ensure effective succession planning ahead of the University's Honorary Treasurer finishing their termed tenure in 2024;

      (iii)   The skills set prevalent in its current membership;

      (iv)   Information on the other membership of Council, according to constituency, gender, perceived community background, place of domicile etc.;

      (v)   The advice given within the Committee of University Chairs (CUC) Higher Education Code of Governance (2020).

      Ulster University actively promotes and celebrates equality of opportunity and diversity and, in this context, the Committee would welcome and encourage nominations from all communities - particularly those from members of the Black, Asian and Minority Ethnic, disabled and LGBT+ communities. All nominations will be made on merit.

4.   All nominations received will be assessed against the following essential criteria:

      • At least 5 years' senior level experience in the management and governance of a public, private or community/voluntary sector organisation; and

      • 5 years' relevant specialist experience, within the last 10 years, in, for example, education; finance/accounting; human resources; law; public relations; public policy; management; science and engineering; health; communications; and civic responsibilities.

5.   The Committee also reserves the right to apply the following desirable criteria, where appropriate:

      • Evidence of strategic vision/policy formulation.
      • Ability to work in a senior team at Board level.
      • Good interpersonal/communication skills.
      • Knowledge/experience of issues facing the Higher Education sector.

6.   The Committee will shortlist on the basis of the information received. It is, therefore, important that the supporting statement is completed as comprehensively as possible, with achievements aligned with both the essential and desirable criteria. Following shortlisting, applicants may be invited to attend a conversation with the Chair, the Vice-Chancellor and other Council representatives as appropriate.

Submitting Nominations

To apply to become a member of Council please provide the following documents:

- Your current CV.
- A supporting statement (maximum two pages) that outlines your interest in the University and role, and your fit against the essential and desirable experience criteria set out above.

The University is committed to equality of opportunity and good relations. To support this, we welcome nominations from people who can enhance the diversity of the Council's membership. Nominations to become a member of Council will be made on merit.

Nominations should be submitted, by no later than 21 October 2022, to c.jamison@ulster.ac.uk

All nominations will be acknowledged. Please check spam filters to ensure no communication is lost.

Equal Opportunities Monitoring

Please complete and return our Equal Opportunities Monitoring Questionnaire (office.com)

This information will be treated in the strictest of confidence and protected from misuse and stored and processed within the requirements of the General Data Protection Regulations and the Data Protection Act 2018. It will be used only for the purpose of monitoring our equal opportunity policies.

Further information

If you want to know more about the role, please visit www.ulster.ac.uk/about/governance or contact the University Secretary:

Mrs Clare Jamison
T: +44 (0)28 7012 3502
E: c.jamison@ulster.ac.uk

Statement of Primary Responsibilities

The Council is the governing body of the University and its members are the trustees in relation to the University's status as an exempt charity. The Council is responsible for overseeing the University's activities, determining its future direction, and fostering an environment in which institutional objectives are achieved.

This Statement is based on the model statement contained in the Higher Education Code of Governance, published by the Committee of University Chairs in September 2020, adapted to reflect the powers and responsibilities that the Council derives from its approved Charter and Statutes.

Consistent with the University's constitution, the primary responsibilities of the University Council are as follows:

1. To provide oversight and accountability for the University's arrangements for governance and risk management.

2. To set and agree the mission, strategic vision and values of the University with the Executive, in accordance with its primary objectives of learning, teaching and research.

3. To approve and keep under review the University's long-term academic and strategic plans, including key performance indicators, ensuring that these meet the interests of stakeholders, especially staff, students, alumni and other beneficiaries.

4. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the University against the strategy, plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.

5. To delegate authority to the Vice-Chancellor, as Head of the Institution, for the academic, corporate, financial, estate and human resource management of the University.

6. Through an effective Scheme of Delegated Authority, regularly reviewed by Council, to establish and keep under review the policies, procedures and limits within such management functions as shall be undertaken by, and under the authority of, the Vice-Chancellor.

7. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and robust procedures for handling internal grievances and managing conflicts of interest.

8. To establish processes to monitor and evaluate the performance and effectiveness of Council itself.

9. To conduct its business in accordance with best practice in Higher Education corporate governance, the University's agreed values, and with the principles of public life drawn up by the Committee on Standards in Public Life.

10. To safeguard the good name and values of the University.

11. To appoint the Vice-Chancellor as Chief Academic and Administrative Officer of the University, and as its Accounting Officer, and to put in place suitable arrangements for monitoring their performance.

12.   To appoint a Secretary to Council and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.

13.   To be the employing authority for all staff in the University and to be accountable for ensuring that an appropriate people and culture strategy is established.

14.   To seek assurance that the University is meeting the conditions of funding as set by regulatory and funding bodies and other major University funders, and that the use of funds is in line with the principles of regularity, propriety and value for money.

15.   To be the principal financial and business authority of the University, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall accountability for the University's assets, property and estate.

16.   To be the University's legal authority and, as such, to ensure systems are in place for meeting all its legal obligations, including those arising from contracts and other legal commitments made in the University's name. This includes accountability for health, safety, wellbeing and security and for equality, diversity and inclusion.

17.   In consultation with Senate, to receive assurance that adequate provision has been made for the general welfare of students.

18.   To ensure that the procedures in place for managing students, including disciplinary procedures, are fair and equitable.

19.   To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the University.

20.   To determine regulations for the custody and use of the common seal of the University.

21.   To approve, for consideration by Privy Council, changes to the Charter and Statutes and to ensure that the institution's constitution is always followed, and that appropriate advice is available to enable this to happen.

22.   To promote a positive culture which supports inclusivity and diversity across the institution, including within Council's own composition.

23.   In partnership with Senate, to maintain and protect the principles of academic freedom and freedom of speech legislation.

24.   To ensure that all students and staff have appropriate opportunities to engage with the governance and management of the institution by operating in an open, honest and accountable manner.

25.   To ensure the University is appropriately accessible and relevant to its local communities and is open to engagement with local communities in identifying its role in delivering public/community benefit and economic civic duties.

The Committee on Standards in Public Life: Seven Principles of Public Life

1. <u>Selflessness</u>

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

2. <u>Integrity</u>

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

3. <u>Objectivity</u>

    In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

4. <u>Accountability</u>

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

5. <u>Openness</u>

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

6. <u>Honesty</u>

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

7. <u>Leadership</u>

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

Council: Code of Practice

Role of the Governing Body

1. Every higher education institution shall be led by an effective governing body, which is collectively responsible for overseeing the institution's activities, agreeing its future direction and fostering an environment in which the potential of the institutional mission is maximised. The governing body shall ensure compliance with the Charter, Statutes, Ordinances and provisions regulating the institution and its framework of governance and, subject to these, it shall take decisions on matters of fundamental concern to the institution, taking due cognisance of the distinct roles of Senate and Court in overall governance.

2. Individual members and governing bodies themselves should at all times conduct themselves in accordance with accepted standards of behaviour in public life which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

3. The governing body shall meet sufficiently regularly, and normally not less than five times a year in order to discharge its duties effectively. Members of the governing body shall attend regularly and actively participate.

4. The institution's governing body shall adopt a Statement of Primary Responsibilities which should include, in accordance with the Charter and Statutes, provisions relating to:

   a. appointing the head of the institution as chief executive of the institution and putting in place suitable arrangements for monitoring his/her performance;
   b. approving the mission and strategic vision of the institution, long-term business plans, key performance indicators (KPIs) and annual budgets, and ensuring that these meet the interests of stakeholders;
   c. monitoring institutional performance against plans and approved KPIs, which should be, where possible and appropriate, benchmarked against other institutions;
   d. ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and clear procedures for handling internal grievances and for managing conflicts of interest

5. This Statement shall be published widely, including on the internet and in the annual report, along with identification of key individuals (that is, chair, deputy chair, head of the institution, and chairs of key committees) and a broad summary of the responsibilities that the governing body delegates to management or those which are derived directly from the instruments of governance. The current statement is available at: STRATEGY (ulster.ac.uk)

6. All members should exercise their responsibilities in the interests of the institution as a whole rather than as a representative or any constituency. The institution shall maintain and publicly disclose a register of interests of members of the governing body.

7. The chair shall be responsible for the leadership of the governing body, and also ultimately responsible for its effectiveness. The chair shall wish to receive assurance that the institution is well connected with its stakeholders.

8. The head of the institution shall be responsible for proposing strategic direction and for the management of the institution and shall be the Chief Accounting Officer in respect of the use of Government funds. The head of the institution shall be accountable to the governing body which shall make clear, and regularly review, the authority delegated to management, having regard also to that conferred directly by the instruments of governance.

Structure and Processes

9. There should be a balance of skills and experience amongst members sufficient to enable the governing body to meet its primary responsibilities and to ensure stakeholder confidence.

10. The governing body shall have a majority of independent members, defined as both external and independent of the institution.

11. Nominations shall be managed by the People Committee, normally chaired by the chair of the governing body. To ensure rigorous and transparent procedures, the People Committee shall prepare written descriptions of the role and the capabilities desirable in a new member, based on a full evaluation of the balance of skills and experience of the governing body. When vacancies arise they should be widely publicised both within and outside the institution. When appointing a new chair, a full job specification should be produced, including an assessment of the time commitment expected, recognising the need for availability at unexpected times.

12. The Council of Ulster University has adopted this Code of Practice.

13. The chair shall ensure that new members receive a full induction on joining the governing body, that opportunities for further development for all members of the governing body are provided regularly in accordance with their individual needs and that appropriate financial provision is made for support.

14. The secretary to the governing body shall be responsible for ensuring compliance with all procedures and ensuring that papers are supplied in a timely manner with information in a form and of a quality appropriate to enable the governing body to discharge its duties. All members shall have access to the advice and services of the secretary to the governing body.

15. The proceedings of the governing body shall be conducted in as open manner as possible and information and papers restricted only when the wider interest of the institution or the public interest demands, including the observance of contractual obligations.

Effectiveness and Performance Reviews

16. The governing body shall keep its effectiveness under regular review. Not less than every four years it shall undertake a formal evaluation of its own effectiveness, and that of its committees. Effectiveness shall be measured both against compliance with the Charter and Statutes, Statement of Primary Responsibilities and compliance with this Code. The governing body shall revise its structure or processes accordingly.

17. In reviewing its performance, the governing body shall reflect on the performance of the institution as a whole in meeting long-term strategic objectives and short-term KPIs. Where possible, the governing body shall benchmark institutional performance against the KPIs of other comparable institutions.

18. The results of effectiveness reviews, as well as of the institution's annual performance against KPIs, shall be published widely, including on the internet and in its Annual Report.

19. This code is voluntary and is intended to reflect good practice in a sector which comprises a large number of very diverse institutions. Institutions should state that they have regard to the Code and where an institution's practices are not consistent with particular provisions of this Code an explanation shall be published in the corporate governance statement of the annual audited financial statements.