

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:
 - appointing the head of the institution as chief executive of the institution and putting in place suitable arrangements for monitoring his/her performance;
 - 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;
 - monitoring institutional performance against plans and approved KPIs, which should be, where possible and appropriate, benchmarked against other institutions;
 - 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:

- 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 Appointments shall be managed by a nominations committee, normally chaired by the chair of the governing body. To ensure rigorous and transparent procedures, the nominations 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.