CUC
Committee of University Chairs

CODE OF HIGHER EDUCATION GOVERNANCE



SHAPING THE FUTURE OF HIGHER EDUCATION GOVERNANCE

JUNE 2026

CONTENTS

05 FOREWORD

06 FOUNDATIONAL PRINCIPLE
APPLYING THE CODE

08 1. INSTITUTIONAL LEADERSHIP & PURPOSE

10 2. CULTURE AND BEHAVIOURS

13 3. STRATEGY, SUSTAINABILITY, RISK AND ASSURANCE

16 4. BOARD STRUCTURE AND COMPOSITION

20 5. ACADEMIC GOVERNANCE

22 6. BOARD DEVELOPMENT AND PERFORMANCE

24 APPENDIX A KEY ROLES AND RESPONSIBILITIES

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OF HIGHER
EDUCATION
GOVERNANCE


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ACKNOWLEDGEMENT

This Code has been developed through extensive collaboration across the Higher Education sector and beyond. CUC is deeply grateful to the more than 30 organisations represented on the Steering Committee; the 300 individuals who contributed their expertise and perspectives through workshops, thematic groups and reference groups, and the 100 stakeholders who provided written evidence. The insight, experience and commitment provided has been invaluable in shaping this Code.

We are immensely proud of what has been achieved through this collective endeavour and look forward to continuing to work with partners to ensure that the Code strengthens sector governance and, in doing so, supports the long-term success of higher education.

CODE OF HIGHER EDUCATION GOVERNANCE 2026



FOREWORD

The Higher Education sector is one of the UK's greatest strengths, and its institutions are remarkable in their diversity, ambition and impact. Higher Education Institutions advance knowledge, educate students and contribute profoundly to society, the economy and the future of the communities they support.

Serving on the Board of a Higher Education Institution is therefore a privilege and a responsibility. Thousands of individuals across the UK give their time, expertise and judgement to support their institutions. When this Code refers to "board members", it means all members of Boards - including those who are also staff or students - whose perspectives and contributions are essential to eff ective governance. In some cases, the Code refers to "Independent" board members, meaning those who are not staff or students at the Institution.

Higher Education Institutions are autonomous and highly complex organisations operating in an environment of constant change. Each institution has its own history, mission, strengths and risks. At the same time, expectations of governing bodies in every sector have grown significantly. Institutions face financial pressures, technological change, evolving regulation and heightened public scrutiny. In this environment, the quality of governance has never been more important.

To govern institutions effectively in this landscape requires sustained commitment from both board members and Executive leaders. Both must take personal responsibility for ensuring governance is collaborative, robust, constructive and focused on the long-term delivery of their institution's purpose and values. In many cases, this may require a step change in governance intensity, with deeper engagement, stronger challenge and greater focus on the institution's purpose and strategy.

This Code sets out the principles that should underpin effective governance in higher education. It is intended to be both ambitious and practical, applying to institutions across England and Wales. Institutions in Northern Ireland also use the Code as a best practice framework. The Code does not apply in Scotland, where the Scottish Code for Good Higher Education Governance applies instead.

Many institutions are also charities, and board members are Trustees, which comes with its own legal requirements and responsibilities. The Code cannot replace legal or regulatory requirements but does provide a framework of principles to support Boards in exercising their responsibilities effectively. Institutions should apply it in the spirit of continuous improvement, using it as a framework for reflection and self-assessment. Boards must regularly review their own effectiveness - including the Board's size, composition and culture - to ensure they remain well placed to govern their institution effectively.

The Committee of University Chairs has long played a role in supporting good governance across the sector, and this refreshed Code builds on earlier editions, the experience gained since their publication and good practice found across the sector. In developing this refreshed Code, the CUC undertook the most extensive consultation on governance in the UK Higher Education sector. More than 100 organisations and individuals submitted written evidence and over 300 Chairs, board members, staff, students and stakeholders participated in consultation discussions. The level of engagement reflects the sector's strong commitment to strengthening and securing governance.

The CUC is grateful to all those who contributed to this work. We know institutions will approach the Code openly and thoughtfully, using it as an opportunity to reflect on established practices, challenge assumptions and strengthen governance in the interests of their institutions and the wider sector, enabling the UK's Higher Education Institutions to remain resilient, well-governed and able to fulfil their vital mission for generations to come.

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FOUNDATIONAL PRINCIPLE

Higher education institutions are autonomous bodies of fundamental importance to society, advancing knowledge, educating students and contributing to economic, cultural and civic life. Many are charities, and all are in receipt of significant amounts of money from students, government, charities and other organisations. Although autonomous institutions, they carry significant responsibilities to their stakeholders, to whom demonstrating accountability and transparency is essential to building and maintaining trust. Whilst boards must balance potentially conflicting stakeholder interests, obligations to students will be of central importance in all governance activity.

CUC members commit to demonstrating the highest standards of governance. Effective governance is a continuing process of support, scrutiny, challenge and improvement, undertaken by the Board in partnership with the Executive. The Board is the primary governing authority of the Institution and, as well as collaborating with the Executive in the setting of institutional strategy, is responsible for approving the strategy, appointing the Head of Institution, and holding the Executive to account for the delivery of all aspects of the Institution's purpose and long-term success. The role of the Board should remain one of governance; it is not the role of the Board to manage the Institution.

Applying the Code

One of the great strengths of the UK Higher Education sector is its diversity of Institutions, their legal forms, values and operating contexts, and there is no single model for achieving good governance.

As such, this Code is principles-based and applies in England and Wales. . Institutions in Northern Ireland also use the Code as a best practice governance framework. The Code does not apply in Scotland, where the Scottish Code for Good Higher Education Governance applies instead. It operates on an apply or explain basis. The Code is split into principles and provisions. Principles set out the overarching goals of the Code, whilst Provisions set out the individual actions institutions take to deliver these goals. Provisions expressed as **must** set out minimum expectations, required to claim compliance with the Code. Provisions expressed as **should** require the Board to exercise judgement, having regard to the Institution's context and circumstances. As a result of the diversity of the sector, there will be cases where the Board chooses to take a different approach to **should** provisions – such as where an institution is particularly small, less complex or specialist. This does not necessary imply any failing of governance and should not be treated as a lower standard. In this case, institutions **must** publish a compelling rationale for their approach so that their stakeholders can understand how their approach complies with the intent of the relevant Principle of the Code. Explanations should be clear, specific, concise and informative, enabling stakeholders to understand how governance arrangements operate. Further guidance on this topic will be issued by the CUC alongside the Code.

Effective governance requires ongoing reflection, learning and development, and for boards to embrace a spirit of continued improvement. The Code encourages boards to report openly on areas of strength, challenge and development, and to use the Code as a framework for continuous improvement rather than as a compliance checklist.

Governance practice, regulation and expectations continue to evolve, and the Committee of University Chairs will review and refresh the Code periodically to ensure that it remains relevant, proportionate and fit for purpose.

Throughout this document, the term 'Board', the names of committees and the titles of roles are not intended to be prescriptive. Where institutions use different terminology this should not affect how the Code is applied.

CUC members commit to demonstrating the highest standards of governance.



1. INSTITUTIONAL LEADERSHIP & PURPOSE

Principles

The Board is the primary governing body of the Institution, and its role is to promote the long term and sustainable success of the Institution in the delivery of its purpose. The Board sets the purpose and values of the Institution in alignment with its governing documents and appoints the Head of the Institution as Accountable Officer. The Board works in partnership with the executive and holds them to account for all aspects of the Institution's performance and culture. The effectiveness of the Board's institutional leadership is essential to the success and sustainability of the Institution, and the Board is responsible for ensuring that it has the capability, capacity and culture to carry out its own role effectively.



PROVISIONS

Purpose and Values

O1. The Board **must** clearly articulate and publish the Institution's purpose and values in accordance with its governing documents. These will balance the interests of its stakeholders. The purpose and values will meaningfully underpin strategy, culture, decision-making and external relationships, and be used as a practical reference point when navigating competing priorities or pressures.

O2. The Board **must** ensure that major decisions are aligned with the Institution's purpose and values and support the delivery of the institution's strategy on a sustainable basis.

Leadership

O3. The Board **must** appoint a fit and proper Head of Institution, University Secretary and Chair through a rigorous, transparent and merit-based process.

O4. For the Chair, Head of Institution and the University Secretary, the Board **should**:

- approve a clear role description and person specification aligned to the Institution's purpose, values and strategic context;
- ensure an open recruitment process that promotes equality, diversity and inclusion, rigorously testing capability, fitness for the role and experience in senior leadership positions; and
- agree clear objectives and performance expectations on appointment and whilst in post, taking action where these are not met.

O5. The Board **must** satisfy itself that the Institution has appointed an effective Executive leadership team with the capacity and capability to deliver the agreed strategy and culture, and that development plans are in place and that performance reviews are undertaken for them.

O6. The Board **should**:

- ensure that robust succession planning and operational resilience is in place for the Head of Institution and key executive roles; and
- support the ongoing development and performance management of the Head of Institution through a structured and transparent process.

O7. The Board **should** be assured the Institution has a clear understanding of its stakeholders and has undertaken sufficient stakeholder engagement to ensure decision making is underpinned by a robust understanding of stakeholder perspectives. This will require understanding the characteristics and academic need of the Institution's students, including having opportunities for engagement with them.



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2. CULTURE AND BEHAVIOURS

Principles

Governance culture, which encompasses behaviours, norms and shared values, is arguably the single most important determinant of governance effectiveness. An effective governance culture is one in which there is diversity of backgrounds, attitudes and experiences, as well as openness and transparency, a willingness to embrace challenge, and a commitment to work together as equal members of the Board and to seek and explore diverse views and a desire to learn continuously. The need to explore different perspectives and diverse options is particularly important in an environment of uncertainty, and when highly material decisions are being considered.

A healthy culture depends crucially on a shared purpose and building relationships of trust, mutual understanding and respect, which should combine to create an environment conducive to open discussion. Developing an effective culture needs to be an active and deliberative process, involving continuous self-reflection and periodic independent assessment, in which boards seek to critically assess their own performance and behaviours, seeking to identify the risk of potential unconscious biases, power imbalances and other limitations, and identify how to mitigate them. There should be mechanisms to challenge any board members, including the Chair, where their performance or behaviours fail to meet the institution's needs.

Contributing to an effective culture is a collective responsibility, but also the individual responsibility of every board member as well as every senior leader who engages regularly with the Board. Many other sections of this Code seek primarily to create conditions which support this effective culture.

PROVISIONS

Conduct

O1. Every board member and attendee **must** uphold and promote the highest standards of conduct and respect, including the Nolan principles.

O2. The Board **should** develop, publish, follow and regularly reflect on compliance with a Code of Conduct, which sets out the cultural and behavioural requirements and expectations of all board members and attendees. The Code of Conduct should also specify a process for a response in caseswhere it is not being adhered to.

O3. All board members **must** challenge actions and interactions which they feel are not in line with the expected cultures and behaviours. Where such actions or interactions involve the Chair, the Senior Independent Board Member should hold the Chair to account.

Culture

O4. The Board **must** operate as a single, accountable body, with all board members contributing to constructive, rigorous challenge in decision-making. All board members must share collective responsibility for board decisions and demonstrate active commitment to working together.

O5. The Chair **must** set the tone of board culture, modelling exemplary behaviour consistent with the Institution's values, facilitating open and respectful debate and ensuring that the Board operates with integrity and transparency, with all board members' voices heard and given equal respect, whilst allowing the Board to be a space where confidential discussions can be held.

O6. As a safeguard, and without undermining the principles of collective responsibility which underpin the Code, periodically, the Chair **should** facilitate open discussions amongst the non-executive board members without the executives present. Similarly, periodically, the Senior Independent Board Member should facilitate open discussions amongst the board members without the Chair present.

O7. The Head of Institution **must** foster a culture of integrity, openness and accountability across the Executive and in their engagement with the Board. They should model exemplary behaviour consistent with the Institution's values and ensure the provision of timely, accurate and transparent information to enable effective board decision-making, engaging constructively with board challenge.

O8. All board members and the Executive **must** be open, recognising and reporting any potential, perceived or actual conflicts of interest – financial, conflicts of loyalty, or other - on a timely basis.

O9. The Chair, with support from the University Secretary, **must** ensure conflicts are adequately managed In circumstances where there is no other practical approach, the Chair may determine that a conflict of interest is sufficiently material that it requires board members to be excluded from specific discussions.

10. All board members, including those who are also students or staff share the same responsibilities. All members' primary duty is to act in the interests of the institution, which includes respecting confidentiality. board members **should not** be excluded from discussions simply because they are students or staff.

11. Boards **must** maintain, check and publish a register of the interests of members and executives.

12. The Board **should** appoint a Senior Independent Board Member, distinct from the Chair, who should be accessible to all board members. This may be the Deputy Chair. The Senior Independent Board Member's role **should** include providing support for the Chair but also taking responsibility for holding the Chair to account where their performance or behaviours fail to meet the institution's needs.

13. Where the University Secretary also has significant executive responsibilities, there is a potential conflict of interest which could impair the Board's ability to obtain independent advice. Where this is the case, the Board **must** consider the potential conflict and satisfy itself that sufficient safeguards are in place.

14. The Board **must** ensure the Institution operates effective processes for managing complaints and investigating disclosures under whistleblowing legislation. Effective processes around whistleblowing include safeguards to maintain its independence, such as ensuring separation from members of the Executive with significant operational responsibilities.

15. In applying the Code, the Board **should** ensure the Key Roles and Responsibilities set out in Appendix A are understood and applied.

3. STRATEGY, SUSTAINABILITY, RISK AND ASSURANCE

Principles

The Board collaborates with the Executive in setting the Institutional strategy. The Board is responsible for approving the strategy and overseeing its effective delivery. In setting the Institution's strategy, boards must be clear on who the Institution's principal stakeholders are, and its decision making should be informed by a sound understanding of its stakeholders' interests and needs. Students' interests and the Institution's obligations to students will be prominent in this.

University operating models and strategies must be financially sustainable and resilient in an environment of very significant uncertainty and change. All successful organisations take risks, and it is desirable that they should do so, but it is essential that strategic, academic, financial and operational risks are well understood by the Board, and that they managed effectively within a clearly defined and board-owned risk appetite. The Board should set the tone for an institutional risk culture which emphasises openness and transparency and embeds the consideration of risk throughout its decision-making processes. Board members should be provided with sufficient information, support and training so that all members develop sufficient understanding and competence to participate meaningfully in decision making.



The Board **should** set the tone for an institutional risk culture which emphasises openness and transparency and embeds the consideration of risk throughout its decision-making processes.


It is essential that strategic, academic, financial and operational risks are well understood by the Board.

PROVISIONS

Strategy

O1. The Board **must** ensure that the development of of the Institutional strategy is underpinned by robust identification and assessment of risk and opportunity. This **should** include:

- horizon scanning and scenario testing;
- consideration of opportunities for collaboration within and beyond the sector;
- meaningful engagement with key stakeholders; and
- clear articulation of mitigating actions and contingency plans where material risks are identified.

O2. The Board must collaborate with the Executive in setting the Institutional strategy from an early stage. In partnership with the Executive, it **should**:

- test and challenge the key assumptions underpinning the strategy, including financial, regulatory, demographic and technological assumptions;
- ensure that alternative options have been considered and that major trade-offs are explicit;
- confirm that the proposed strategy is consistent with the Institution's purpose, values and risk appetite; and
- agree the timeframe for the review of the strategy and strategic planning framework.

O3. The Board **must** satisfy itself that the Institution has the capability, capacity and culture required to deliver the agreed strategy within its defined risk appetite.

O4. The Board **should** approve a strategy that is based on a consideration of a broad range of options, sets clear long-term objectives, strategic priorities and success measures. Good strategies are ambitious, realistic and responsive to the Institution's operating environment and stated purpose, and promote enduring academic quality, financial sustainability, institutional resilience, good student outcomes and public trust in higher education.

O5. The Board **should** hold the Executive to account for the effective implementation of strategy. It should:

- receive regular, high-quality reporting against agreed priorities and success measures;
- monitor leading as well as lagging indicators of performance; and
- ensure that timely and proportionate action is taken where performance diverges materially from plan or where risks crystallise.

Risk appetite and framework

See also Board Structure and Composition provision 10.

O6. The Board **must** determine and regularly review - the Institution's risk appetite, ensuring it is clearly articulated, understood and applied consistently across the organisation.

O7. The Board **must** approve and oversee a comprehensive risk management and internal control framework aligned to the Institution's strategy, operating model and regulatory environment. This will require the Board to consider a clear articulation of the risks the Institution faces, the key controls in place to mitigate each of those risks and the level of mitigation provided by these controls.



O8. The Board **should** ensure that consideration of historical, current and emerging risk and opportunity is embedded within strategy development, financial planning and major decision-making. Proposals for significant strategic, financial or academic decisions should clearly articulate alignment with risk appetite; key assumptions and sensitivities; principal risks and mitigations; and alternative options, including severe but plausible downside scenarios.

O9. The Board **should** only approve key decisions where a clear assessment of risk implications and mitigations has been undertaken.

10. The Board **should** set the tone for a healthy institutional risk culture which promotes openness, transparency and informed risk-taking in pursuit of strategic objectives. It should seek assurance that risk information is escalated straightforwardly through the organisation and that significant concerns, control weaknesses or compliance breaches are escalated promptly.

11. The Board **must** devote sufficient time and attention to the oversight of risks to the Institution's short-, medium- and long-term sustainability. The intensity and frequency of scrutiny should be proportionate to the Institution's risk profile and operating context, with particular focus on areas of material exposure or heightened uncertainty.

Assurance arrangements

12. The Board **must** be clear about how it obtains assurance over the effectiveness of risk management, internal controls, financial stewardship, regulatory compliance and academic governance. It **should** define the sources of assurance upon which it relies; understand the limitations of those sources; and satisfy itself that assurance is sufficiently independent, objective and proportionate to the level of risk.

13. The Board **must** review the adequacy and coherence of its assurance framework when there have been material changes in the Institution's risk environment.

Financial resilience and sustainability

14. The Board **must**:

- Scrutinise institutional financial performance, including the Institution's income statement and cash flow through forecasts, scenario modelling and stress testing. This should include a range of scenarios and plans in place to address them.
- Be provided with comprehensive, timely and accurate information over financial performance and position, which includes leading indicators and prudent forecasts.
- Scrutinise the Institutional financial position, including the Institution's balance sheet and longterm financial risks such as estate liabilities, pension exposure and the viability of the capital programme.
- Scrutinise the potential financial impact on the Institution of significant change in operations, investments or change programmes.

15. The Board **should** constitute a Finance Committee (or equivalent) to delegate detailed scrutiny of financial matters to, making recommendations for the Board to consider.

16. The Board **should** ensure that financial plans are prudent, sustainable and resilient. It **should** understand and test the material assumptions underpinning financial projections, strategic plans and material investment decisions, including student recruitment, research funding, cost base, borrowing and capital investment.

17. The Board **should** be provided with sufficient information to understand the full costs of the Institution's material activities and use this information in its decision making. Where the Institution does not recover the full costs of material activities, it **should** be clear how the activity aligns with the Institutional purpose and financial strategy.

18. The Board **must** require stress testing and scenario analysis to assess the Institution's resilience under a range of plausible adverse conditions, and ensure that contingency plans are credible, actionable and implemented where necessary.

4. BOARD STRUCTURE AND COMPOSITION

Principles

Board effectiveness is critically dependent on the capabilities, experience and engagement of individual board members; on the range of expertise and diversity of perspectives of the Board as a whole; on the willingness of board members and the Executive to engage in constructive challenge and joint working, and on the support the Board and its members receive from the Executive. There is no single optimum model for an effective board of a university, and it is for each board to determine the composition which is most supportive of effective governance in its institutional circumstances. The characteristics of a board, including overall size, approach to board member remuneration, meeting frequency, skills mix and how the roles of board members who are also students or staff are defined and embraced in practice can have a significant bearing on board effectiveness. In a changing environment and with increased responsibilities, boards should be willing to challenge themselves regularly on whether established characteristics are optimal.



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> There is **no single optimum model** for an effective Board of a university.



PROVISIONS

Composition and Structure

O1. The Board **must** have a majority of independent members, including the Chair.

O2. Non-executive board members **must** be appointed on limited terms of office of no more than four years, and their total terms of office **should not** be more than nine years to maintain members' independence. When board members' current terms of office expire before a total of nine years, term extension should not be automatic and the Board **should** consciously assess whether the board members' skills, experience, independence, character and performance continue to make them effective in their role.

O3. The Board **should** plan the terms of office of its members to ensure both a mix of new and more experienced board members and to avoid the disruption caused by many board members leaving the Board at the same time.

O4. The Board **must** consist of members who have the right range of skills, expertise and backgrounds to effectively govern the Institution. board members **must** have the character, capability and capacity, and dedicate sufficient time, to discharge their responsibilities fully as members of a Unitary Board. The size of the Board **should not** be so large as to discourage challenge, discussion and debate.

O5. The Board **must** regularly review its size, composition and skills in consideration of the Institutional strategy and the risks which might prevent the achievement of this strategy. This includes ensuring there is a diverse balance of skills, perspectives and capabilities across its subcommittees and the capability to effectively and independently scrutinise academic assurance, including academic understanding, regulatory insight, and familiarity with student learning and research environments, without the Board being reliant on a single independent member to do so.

O6. Appointments to the Board **should** be led by the independent board members and subject to a formal, rigorous and transparent procedure, assessing skills and suitability for the role as well as undertaking due diligence to confirm appointees are fit and proper and aligned to the Institution's culture and values. Appointments should be based on merit and objective criteria, and the appointment process for all board members should promote diversity, inclusion and equal opportunity.

O7. The Board **should** agree its approach to the remuneration of board members, with a clearly stated rationale which assesses the approach against the Board's ability to recruit suitably engaged, highcalibre and diverse board members with the skills and experience needed. Where board members are remunerated, the Board should adopt a clear policy, including managing any conflicts of interest in the setting of remuneration levels, ensuring that the necessary legal powers have been obtained. Boards **should** actively consider any potential adverse implications of their decisions around remuneration for overall effectiveness, and how these can be mitigated.

O8. The Board should determine who it considers to be its key stakeholders, including students, staff and external partners, and engage with them effectively. As staff and student governors are board members, rather than representatives, their presence **must not** be considered sufficient to act as broader engagement with these critical stakeholder groups.



Committees

See also: Strategy, Sustainability, Risk and Assurance provision 14.

09. The Board may delegate authority to committees, the Chair, the Head of Institution and other members of the Executive to support the effective conduct of the Institution's business. Delegation **must** be clearly defined through formal schemes of delegation or terms of reference which set out the scope of authority, responsibilities and reporting arrangements. The Board **must** remain collectively responsible for all decisions taken in its name and should receive appropriate assurance and information to oversee the exercise of delegated authority.

10. Whilst elements of detailed scrutiny can be delegated, the final approval of strategy, appointment of the Head of Institution and Chair, and the stewardship of the Institution's mission and resources, are fundamental responsibilities of the Board and **should not** be delegated.

11. The Board **must** constitute an Audit Committee (or equivalent), which **should** follow the CUC's Higher Education Audit Committees Code of Practice.

12. The Board **should** constitute a Nominations Committee (or equivalent), often chaired by the Chair of the Board, to lead the process for board appointments, including the Head of Institution, ensure plans are in place for orderly succession to the Board and oversee the development of a diverse pipeline for succession. A majority of members of the Committee should be independent board members. The Chair of the Board/ Head of Institution **should not** form part of the Committee when the Committee is selecting their successor.

13. The Board **should** constitute a Remuneration Committee to lead the process for setting Senior Postholder remuneration, which **should** follow the CUC's Higher Education Senior Staff Remuneration Code.



5. ACADEMIC GOVERNANCE

Principles

The Board has ultimate responsibility for ensuring effective academic governance and ensuring the Institution and its academic teaching and research partnerships uphold the highest academic and professional standards in the interests of students and society. The Board must be assured that this is the case, and gaining assurance over academic governance should therefore be central to the role of the Board. This should be an active process which extends beyond the passive receipt of information. Effective assurance of academic governance requires the clear definition of roles, combined with mechanisms to facilitate effective interactions and decision-making between the Board and the bodies that oversee academic governance in research, academic standards, knowledge exchange and student matters. All must work together within a culture of support, mutual respect and openness to challenge.

The Board must have sufficient experience and competence in relation to academic matters, and all board members, whilst not expected to be experts, should develop sufficient knowledge of academic matters to enable understanding and testing of the key elements of academic assurance. Board members should be supported in discharging their responsibilities by the provision of individual training and development where required, clear and comprehensive information tailored specifically to the task of the Board and opportunities to engage with academic boards, academic staff and students.



PROVISIONS

Academic Governance and Assurance Framework

O1. The Board **must** receive and understand a clear and comprehensible description of its academic strategy and quality framework, setting out how academic quality, academic standards and academic risks are defined, monitored and governed.

O2. The Board **must** have a clearly defined role and relationship with the Institution's academic governance structures, which is sufficient to be assured that academic governance processes are robust, timely and applied across all forms of provision, including teaching, research and knowledge exchange, without being drawn into operational matters. Where effective, this is:

- Transparent - allowing the Board to clearly understand the work of the academic governance structure, including the opportunity to periodically observe meetings;
- Fit for purpose – detailed reports written for the Academic Board are unlikely to be generally suitable for the Board's assurance and oversight role;
- Collaborative – academic governance should support the Board to obtain assurance against academic risks by providing the Board with opportunities to engage with and challenge academic strategy and performance in a supportive and mutually respectful manner; and
- Cohesive – the Board should be able to triangulate reporting on academic governance, quality and standards with reporting on research outcomes, the student experience and student voice.

O3. The Board **must** ensure the Institution has policies which uphold and protect academic freedom and lawful freedom of expression, with assurance provided to the Board on their operation and risks.

O4. The Executive **should** provide training and information to board members to support them to understand, and to be able to effectively scrutinise, academic governance and risk. All board members **should** take personal responsibility for engaging with provided materials and ensuring they understand and are able to undertake this role.

Academic Risk Management

O5. The Board **should** receive a clear articulation of the major academic and quality risks the institution faces, and the key mitigations in place.

O6. Where the Institution undertakes research or engages in research partnerships, the Board **should** ensure robust assurance over research risk, geopolitical risk, ethics and research quality, including compliance with external codes and funder expectations. Such reporting might cover ethics decisions, misconduct cases, environmental and collaboration risks, and indicators of research quality and culture.

O7. Where institutions undertake teaching partnerships or transnational education, the Board **should** be engaged in the development of the Institutional strategy for partnerships and transnational education, including considering risk appetite, due diligence requirements and criteria for approval, monitoring and exit. The Board **should** set clear parameters which determine which partnerships are of sufficient strategic importance or material risk to be subject to approval by the Board.

O8. Where institutions undertake teaching partnerships or transnational education, the Board **should** ensure robust, proportionate assurance around partnerships and transnational education, either within core strategic, academic and financial reporting or separately, enabling oversight of academic quality and standards, scale, risk, finances, performance and emerging concerns.

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6. BOARD DEVELOPMENT AND PERFORMANCE

Principles

In a demanding operating environment, the responsibilities and expectations on institutional boards continue to increase. Therefore, all boards should challenge themselves fundamentally on the appropriateness of their board composition and processes to meet current and future demands and actively seek to learn from the experience of other sectors. All board members share responsibilities and must be competent to discharge their role with the support of the Executive. Enhancement of board effectiveness should be embraced as a continuous, forward looking and holistic process.



PROVISIONS

Development

O1. The Board **must** provide structured induction and ongoing support for all board members, tailored to the Institution and the individuals' backgrounds and prior experience, which is sufficient to enable members to contribute confidently and responsibly from an early stage.

O2. Induction and training **should** include, as a minimum, developing a detailed understanding of the Higher Education sector and institutional context, institutional finances, consideration of the Institution's academic governance structures, regulatory requirements and areas of enhanced risk for the Institution, potentially including partnership risks, international operations and research and teaching quality.

O3. Where board members are also students or staff, special consideration **should** be given on a timely basis to what support and information might enable them to best apply their knowledge and experience of the Institution in the context of being an equal member of the Board, able to share their views openly and productively.

O4. All board members **must** engage with induction and training in a timely manner.

Performance

O5. The Chair **should** undertake an annual review of the performance and engagement of each board member, informed by feedback and including a consideration of their compliance with the Code of Conduct. The Chair's performance and compliance with the Code of Conduct **should** also be reviewed annually by the Senior Independent Board Member where one is in place, or another independent board member.

O6. The Board **must** undertake an annual self-assessment of its performance, which includes how it has embraced its desired culture and behaviours and role modelled the values of the Institution.

O7. The Board **must** procure an independent, external review of its performance, which **should** occur every three years in place of that year's annual self-assessment. The Board **should** determine the scope for these reviews and should ensure sufficient engagement from board members and the executive to deliver a robust exercise and clear development points.

O8. The Board **must** use both its self-assessment and external reviews to create a clear, succinct ongoing action plan for continual development of Board performance, which **must** be published annually.

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APPENDIX A

Key Roles and Responsibilities

The fundamental roles and responsibilities of key individuals in applying the Code are set out below.

O1. The Chair of the Board should:

- Model the Board's desired culture and behaviours, ensuring the Board acts in line with them.
- Facilitate open and respectful debate and discussion, ensuring all members of the Board feel able to contribute.
- Actively reference and reinforce the Board's Code of Conduct.
- Ensure adequate support is available to all members of the Board to enable them to contribute to the Board to the best of their ability.
- Lead the performance management processes for board members and the Head of Institution.

O2. The Head of Institution, acting as the Institution's Accountable Officer, should:

- Support the Chair of the Board in setting and exemplifying the desired cultures and behaviours outlined in the Board Code of Conduct.
- Ensure accurate, sufficient, transparent and timely information is presented to the Board openly.
- Be open to debate, discussion and challenge.
- Respect and implement all decisions taken by the Board to the best of their abilities and within their responsibilities as the Accountable Officer.
- Ensure the culture of the Institutional leadership team aligns with the expectations of this Code.



O3. The University Secretary (or equivalent) should:

- Support the Chair of the Board in setting and exemplifying the desired cultures and behaviours outlined in the Board Code of Conduct.
- Have a direct reporting line to the Chair and have regular discussions with the Chair without others present.
- Provide independent advice to the Board on complying with governing documents and the Scheme of Delegation.
- Be available to all members of the Board independently to provide advice, including legal advice, in relation to compliance with governing documents.
- Ensure the Board and the Executive act in ways which are compliant with the Institution's regulations and provide challenge when this is not the case.
- Raise any concerns in relation to the Institution's governance with the Chair of the Board, or the Senior Independent Board Member where appropriate.
- Support the Chair to drive continued improvement in governance activities, including through ensuring that papers presented to the Board are appropriately detailed and risk based.
- Where the University Secretary has a dual role as a member of the Executive and an advisor to the Board, separate reporting lines to the Chair of the Board and the Head of Institution should be in place. Their performance management processes should be undertaken in collaboration between both reporting lines. In respect of their role as University Secretary, their reporting line to the Board must take priority.
- Ensure that appropriate professional governance support arrangements are in place to support, deliver and promote effective, accountable and robust governance within the Institution.

O4. The Senior Independent Board Member should:

- Serve as a liaison between the Chair and other board members, particularly if a conflict arises between the Chair, the Head of Institution, the University Secretary or other board members.
- Be a route through which board members or attendees can raise concerns in relation to matters of governance, including concerns relating to the behaviour of the Chair.
- Support the Institution to deliver effective transition during periods of leadership change.
- Meet the other board members without the Chair present at least annually to appraise the Chair's performance, and on other occasions as necessary.

O5. The Chief Finance Officer (or equivalent) should:

- Attend and provide reports to the Board, Audit Committee and Finance Committee.
- Meet with the Audit and Finance Committee Chairs without others present on a periodic basis.
- Raise with the Board in a timely manner any significant concerns regarding the financial standing or conduct of the Institution.
- Ensure financial information provided to the Board is accurate, timely and representative of the Institution's financial performance and position.

O6. Committee Chairs should:

- Lead their committees in a manner consistent with the Board's desired culture and behaviours, promoting rigorous scrutiny and constructive challenge.
- Ensure that committee discussions are focused, proportionate and aligned with the Institution's strategic priorities and risk appetite.
- Work closely with the Chair of the Board and the University Secretary to ensure clarity of remit, avoidance of duplication and effective reporting to the Board.
- Ensure that matters requiring Board attention are escalated appropriately and that committee recommendations are clearly articulated.
- Support the effective induction, development and performance review of committee members.
- Maintain effective working relationships with relevant members of the Executive and leadership teams, while preserving appropriate independence and objectivity.

O7. All board members have the same responsibilities and duties. All board members, including co-opted members, should:

- Act at all times in the best interests of the Institution and its charitable and public purposes, exercising independent judgement and avoiding conflicts of interest.
- Uphold and model the Board's Code of Conduct and the Institution's values.
- Prepare for meetings thoroughly and contribute actively, constructively and respectfully, being open to debate, discussion and challenge.
- Engage in appropriate training and development to maintain and enhance their ability to discharge their role as a board member.
- Support collective decision-making and abide by Board decisions once taken, while ensuring that dissenting views are properly recorded where appropriate.
- Respect the distinction between governance and management, avoiding operational interference while ensuring appropriate oversight and challenge.
- Raise concerns about governance, risk or conduct in a timely manner.

O8. Members of the Executive should:

- Support the Head of Institution in fostering a culture of openness, integrity and accountability in their engagement with the Board and its committees.
- Provide clear, accurate, timely and sufficiently detailed information to enable effective oversight and decision-making, including transparent articulation of risk, assumptions and options.
- Engage constructively with scrutiny and challenge from the Board and its committees.
- Ensure that matters of material risk, control weakness, regulatory concern or ethical significance are escalated appropriately and without delay.
- Support the implementation of Board decisions and ensure that progress against agreed actions is monitored and reported transparently.
- Promote strong governance practices within their own areas of responsibility, ensuring alignment with the Institution's risk management and assurance frameworks.

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