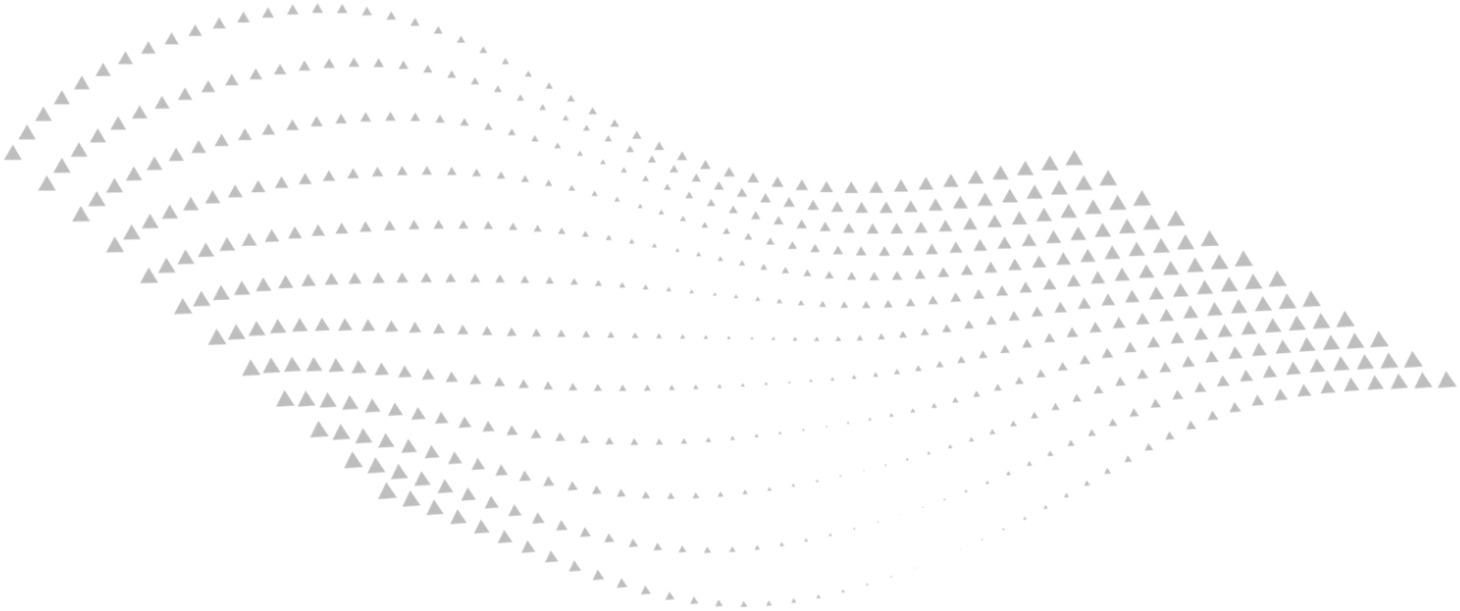
BIMM UNIVERSITY | A university for the creative industries

Governance Handbook



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1 Introduction to University Governance

1.1 Governance Principles

BIMM University's constitution and governance structure have been developed so that they hold true to the ethos, principles and requirements of good governance in Higher Education. Like other Universities, we have a duty to conduct our affairs in a responsible and transparent way, and to take into account the requirements of our funding bodies and the Committee of University Chairs' (CUC) Governance Code of Practice. Through our work we also ensure we meet the Office for Students Public Interest Governance Principles – Academic Freedom, Accountability, Student Engagement, Academic Governance, Risk Management, Value for Money and Freedom of Speech, as well as ensuring we have an appropriate Governing Body and are Fit and Proper.

We receive and test assurance that academic governance is adequate and effective through explicit protocols with our Academic Board.

Through our governance arrangements, we meet these responsibilities and comply with the reports of the Committee on Standards in Public Life. We also demonstrate our commitment to the principles of academic freedom and equality of opportunity, embodied in our charters and policies.

1.2 Our Governance Structures

Our governance structures enable us to fulfil our strategic objectives and ensure we are well managed and accountable to our stakeholders. Additionally, the Executive Management Group is responsible to the Board for the long-term success of the Company, the delivery and enhancement of academic standards and sustainable value to shareholders, for implementing our Strategic Plan and for the effective management of the business.

Further information on the University's governance framework is available at https://www.bimm.ac.uk/governance-and-quality/governance-framework/ and on its committee structure at https://www.bimm.ac.uk/Governance-Infrastructure.

2 Committees

Committees are an essential component of university governance. BIMM University has a hierarchy of formal committees ranging from institution-level committees headed by the BIMM University Limited Board (BULB) via Academic Board, through to committees at campus and departmental level.

2.1 Committee Terms of Reference

All formal committees should have Terms of Reference that describe the purpose, remit and authority of the committee. Terms of Reference should include clear and specific information on the organisation of the committee, its membership, any sub-committees that it is responsible for, reporting relationships to parent/superior committees, and frequency of meetings. Committees will have the power to devolve certain projects to "task and finish" working groups (normally composed of members of the committee) for

a certain purpose. Any working groups should be time-limited and for the purpose intended.

Terms of Reference should be approved by the parent committee. For example, changes to the Terms of Reference of the Audit Committee will be subject to approval by BULB. Terms of Reference for BULB are considered by the Governance and Nominations Committee (GNC). The approval of each year's Terms of Reference should take place in the final meeting of the parent committee in each academic year.

2.2 Committee Membership

There are various categories of committee membership:

- **Ex officio** – indicates an individual who is a member by virtue of their role. Membership is automatically changed when the post-holder changes. Ex officio members are not appointed for a finite period.
- **Appointed/Nominated** indicates a person whose membership has been determined or formally approved by another person, senior committee, or group.
- **Co-opted** indicates a person appointed as an additional member in a personal capacity, often on a short-term basis, and usually because there is a need for that person's specific expertise.

2.3 Attendees

Attendees are not members of a committee but are those colleagues who are present at the meeting in addition to the members of the committee.

Attendees will normally include:

- the Servicing Officer to the committee.
- officers who attend the committee on a regular basis (e.g., the Deputy Vice-Chancellor & Chief Operating Officer and Chief Financial Officer (CFO) both attend BULB).
- colleagues who have been invited to a committee meeting to present a specific paper or report.
- colleagues who have been invited to observe (with permission).

2.4 Committee Effectiveness

2.4.1 Board Effectiveness

It is good practice to review committees and, in accordance with the Committee of University Chairs (CUC) Higher Education Code of Governance, BULB should keep its structures and processes under review to ensure that they are fit for purpose.

Effective Board appraisal looks at the performance of the whole Board and the contribution of individual members and enables the Board to identify its strengths/weaknesses and its development needs, e.g., a need for training or for Board recruitment. It also:

- holds members to account for their performance.
- helps create and maintain a culture of learning and accountability in the University by leading by example.

- helps Board members develop a shared understanding of good governance performance.
- helps the Board and thus the organisation to be more effective.

Appraisal of BULB and its members will be instigated as appropriate to ensure that we are meeting our obligations under the CUC Higher Education Code of Governance. It will be the commitment of BULB to seek an external review every four years, and to internally review itself every two years.

2.4.2 Academic Board and Subcommittees

The Board should also receive assurances that Academic Board is similarly reviewing its own effectiveness, therefore Academic Board and all formal subcommittees should periodically review their own effectiveness. Such reviews should be overseen by the Servicing Officer, working closely with the Chair. Reviews should take place following the final meeting of the Academic Year (normally Summer) with the outcomes feeding into the first meeting of the following Academic Year.

The Committee Effectiveness Review procedure is outlined on our Governance SharePoint site here.

3 Data protection

3.1 Colleagues preparing papers and reports for committee meetings, and committee secretaries drafting minutes of meetings should ensure that they follow recommended best practice regarding data protection, particularly with regard to individuals' personal information.

Further guidance is available from the Data Protection pages of our website.

4 Agenda Development and Scheduling

4.1 Agenda Development

All committee meetings should be supported by the circulation of an agenda and papers which are circulated in advance of the meeting.

Agendas (and the accompanying circulation of papers) play a key role in enabling committee meetings to function efficiently and prioritise key items of business.

Colleagues should refer to the following guidance regarding the development and circulation of an agenda and use the agenda template which can be found here.

4.2 Scheduling

Committee dates are agreed annually by BULB / Academic Board. This schedule can be found here. Committee Servicing Officers should develop a schedule of business which identifies the items which been scheduled, or are anticipated for future meetings of the committee, and can also highlight those items which are pending scheduling.

Servicing Officers should use the schedule of business template which can be found here.

As soon as committee dates are set for the year, the Servicing Officer should circulate meeting requests to all members for the year. This is important to ensure availability of members.

4.3 Report and Paper Writing

To support committees in discharging their responsibilities, it is essential that all reports and papers presented for their consideration are clear, concise and make appropriate recommendations in line with the committee's authority and terms of reference.

Paperwork which is both concise and precise will help facilitate effective preparation and contribution during meetings by Committee members.

A guidance note for the development of papers for University committees is available here. This guidance is largely of a generic nature and can be adopted for any governance or management committee across the University. Committee Chairs and Servicing Officers may also wish to develop more specific, localised guidance regarding the committee's expectations and requirements for the papers and reports which it receive.

The coversheet template for Board and Board Committees is available here.

5 Recording of meetings

5.1 Some Servicing Officers may find it helpful to record the meeting, if it is held online. All members of the meeting must be informed recorded before recording starts. This should only be used for the purpose of assisting the Servicing Officer to write the minutes - all recordings should be deleted once the minutes have been signed off by the Chair.

6 Minutes and Actions

6.1 Minutes

6.1.1 Minutes are a vital component of good governance. The minutes of a meeting provide an accurate, impartial and balanced record of the business transacted at a meeting. Minutes record in clear and concise form:

- the **formal recommendations**, and **formal decisions** which a committee has made, in line with its terms of reference.
- the **documentation** which the committee had before it to enable it to reach that recommendation, or decision.
- as appropriate, the **key points in the documentation and discussion** which led to the committee's formal recommendation/decision.

6.1.2 Minutes should normally:

- be action focused and indicate responsibility for actions, key deliverables, and timescales.
- be drafted in the past / conditional tense.
- not attempt to be a verbatim record of discussion. A good set of minutes will strike a balance between being concise, but also precise. Minutes should document the reasons for the decision and include sufficient background information for future reference.

6.1.3 Attribution Policy

Minutes should not identify individuals by name, although reference can be made to an acronym assigned at the start of the document. (e.g., initials, or acronym based on their title). If an individual member objects strongly to a decision taken by the committee and asks for this objection to be recorded in the minutes, it is reasonable for this request to be accepted.

6.1.4 Sign Off and Approval of Minutes

Once a set of draft minutes has been written, these should be shared with the Chair of the Committee. The Chair is responsible for signing off draft minutes as ready for sharing for approval with the committee as a whole. Minutes are normally presented to the committee's following meeting for formal approval. On occasion, especially if there is a substantial gap between meetings, minutes can be approved via correspondence.

Minutes should be drafted within five working days following the meeting. Once the chair has signed off the un-approved minutes, these should be shared with committee members for comment. This can enable any suggested revisions to be considered and amendments made before the minutes are presented for formal approval at the next committee meeting.

6.1.5 Minutes will also be required to be submitted to the relevant parent committee – this is normally before they are approved.

See our minute writing guidance here, as well as our minute template here.

6.1.6 Expectations of the Office for Students (OfS)

The Office for Students Regulatory Framework condition E2 (Management and Governance) provides guidance on OfS expectations regarding the public availability of minutes and papers from decision-making bodies.

The OfS currently recommends that institutions should:

- make publicly available the minutes of the meetings of its governing body and committees, except where such material is genuinely confidential.
- keep full minutes of decisions.
- ensure that reports and minutes are (normally) in the public domain, and the designation of material as confidential is kept to the minimum necessary.

Colleagues should therefore be mindful of these expectations when drafting minutes.

6.1.7 Availability of Minutes

The University makes available the minutes of BULB and its committees. These minutes may include a small number of redactions where confidential matters were discussed by the Board or its committees. These are available to view here.

6.1.6 Committee Summaries

The Servicing Officer should work with the Chair in the days following the meeting to produce a summary of key headlines from the meeting to key members of the University. This is to ensure that key actions and discussions can be shared more widely in an accessible manner ahead of minutes being approved.

6.2 Actions

- Actions will be assigned to an appropriate member of the committee; this should normally be agreed at the meeting.
- The Servicing Officer should include actions (and responsibility for their completion) in minutes, and also as a separate Matters Arising/Action Log.
- Actions should normally be drafted to be SMART – Specific, Measurable, Attainable, Realistic, and Timely.
- Actions should normally include a target date for completion. In most instances, this will be by the time of the committee's next meeting, but this will depend on the action.
- Actions should be things that are determined by the committee – if something was already planned as business as usual, this should not be recorded as an action.
- Servicing Officers should provide a list of actions to colleagues who need to take steps on any point, as early as possible following the meeting and the drafting of the minutes.

A template for Matters Arising/Action Log is available here.

7 Roles and Responsibilities

7.1 The positions of Chair and Servicing Officer to a committee are of fundamental importance in ensuring that the committee functions effectively and conducts itself in accordance with its terms of reference and authority.

7.2 Committee members perform the vital role of enabling committees to discharge their responsibilities. Comprehensive guidance for the roles of Chair, Servicing Officer and Members has been developed, and is available via the links below.

- Role of the Chair
- Role of the Servicing Officer
- Role of Members

8 Conflicts of interest

8.1 The University is committed to ensuring that high levels of integrity apply in all areas of its operation and that all activities are conducted in an honest and transparent manner and we will help committee members, to recognise where their personal interests conflict with, or may reasonably be perceived to conflict with, their University duties.

8.2 'Declarations of interest' should be a standing item at the beginning of every committee / board meeting so that members and regular attendees can declare any conflicts of interest in relation to that specific agenda. The Chair will decide on the course of action for managing each conflict. Both the declarations and any mitigating actions should be minuted ('regular attendees' are those individuals who have a standing invitation to attend the meetings and who receive a full set of the unreserved papers. In most cases this is likely to include the Servicing Officer and those who attend in an advisory capacity or as an observer and may include others.)

8.3 Further information can be found in our Conflicts of Interest Policy.