

# Governance & Management

## UKPRN: 10007164

Annex G: Template for producing a self-assessment on management and governance: higher education institutions funded by HEFCE

Provider's name: University of the West of England, Bristol

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**Your management and governance arrangements**

The University of the West of England, Bristol is a higher education corporation by virtue of the Education Reform Act 1988 which enabled the Privy Council to create an Instrument of Government establishing the University in February 1993.

The University is now home to around 30,000 students and 3,700 staff across three Bristol campuses and one in Gloucester. We also have multiple partner institutions across the UK and in countries around the world.

The University is currently driving forward an ambitious Strategy 2020, whilst also looking ahead to develop a strategy that will shape the University's future to 2030 and beyond. In order to develop and achieve the University's ambitions, based on the mission and ethos of the University, and ensuring the effective and efficient use of resources, the University recognises the critical importance of robust and effective governance and management arrangements. These arrangements also provide the means by which to ensure the student and staff engagement that is essential for the success of the University, in order to maximise our opportunities and impact in a fast changing environment.

The governance of the University is overseen by the Board of Governors and Academic Board. The University's Articles of Government (Paragraphs 3i – 3iii) define the responsibilities of a Board of Governors and Academic Board, alongside the responsibilities of the Vice-Chancellor.

The University's Articles of Government can be found *here*.

**Board of Governors**

The Board of Governors is supported by:

- Audit Committee
- Finance Estates and IT Committee
- Strategic Planning and Performance Committee
- Remuneration Committee
- Nominations and Governance Committee
- Student/Governor Forum

Where urgent matters need to be considered between meetings, and to delay a decision until the next meeting would be contrary to the best interests of the University, the Chair can convene an Emergency Committee. This will always report to the next Board of Governors or appropriate committee meeting.

Where there are ethical matters that cannot be resolved within existing University policies, an Ethics panel comprised of internal and external stakeholders of the University is convened to advise the Vice-Chancellor and the Board of Governors.

Further information about the University's Committees and membership of the Board of Governors can be found *here*.

As stated in the University's published *Annual Report and Financial Statement*, the University is committed to best practice in all aspects of corporate governance and has adopted the Committee of University Chairs' Governance Code of Practice. The University has also recently increased the number of meetings held by the full Board of Governors to four plus a strategic away day, from its previous three plus a strategic away day. This change took effect from September 2017 and was based on feedback from Governors and the desire of the Executive to ensure Governors are engaged appropriately throughout the academic year.

The University endeavours to conduct its business in accordance with, and with due regard to, the principles identified by the Committee on Standards in Public Life and with the Committee of University Chairs' 'Guide for Members of Higher Education Governing Bodies in the UK'. The Board of Governors' Code of Conduct refers Members to the seven principles.

Further information on the University's governance, management and internal control arrangements can be found on the University's *website* and on pages 15-19 of the University's published Annual Report for the Year Ending 31 July 2017.

These arrangements are designed to ensure the University is able to conduct its business appropriately and effectively, that there is a clear focus on the success of the University, and that the University maintains a safe and sustainable learning and working environment. Therefore, in line with the Higher Education Code of Governance (element 7.11), the University regularly conducts internal and external reviews and audits (including by our independent internal audit partner) of our governance arrangements, including considering their adequacy and effectiveness (as set out in the next section). This ensures that we continue to utilise best practice as appropriate to the business of our University. The most recent Board Effectiveness review (2016) concluded that the University had appropriate structures in place to support effective ownership and stewardship of the University, and identified a number of areas of good practice. Where reviews of our governance arrangements make recommendations these are considered and an appropriate response is recorded. The Board's Nominations and Governance Committee is responsible for taking forward recommendations to ensure implementation.

### **Academic Board**

The responsibilities of Academic Board are set out in the University's Articles and is chaired by the Vice-Chancellor. *Membership* of the Board includes representatives from across the University and is split 50/50 between Executive members and members who are elected. Academic Board and all of its constituent committees have representation from the student community (exc. Award and Field Boards and Research Degree Boards).

Academic Board is supported by:

- Learning, Teaching and Student Experience Committee
- Faculty Academic Standards and Quality Committees
- Departmental Committees
- Graduate School Committee
- Student Rep Staff Forums and Programme Management Committees
- Research and Knowledge Exchange Committee
- Faculty Research and Knowledge Exchange Committees (one per Faculty)

- Faculty Research Degrees Committees (one per Faculty)
- University Research Ethics Committee
- Faculty Research Ethics Committees (one per Faculty)
- Validation Panels for programme approval
- Collaborative Provision Committee
- Award Boards and Field Boards
- Widening Participation Committee

Further information about the University's Academic Governance arrangements and membership can be found *here*.

The University is currently in the process of reviewing its academic governance structure to ensure it remains effective and assures the Board of Governors that it is discharging its responsibilities appropriately.

### **University Management**

The University is organised into four faculties, each led by a Pro Vice-Chancellor / Executive Dean. The Faculties are:

- Arts, Creative Industries and Education
- Business and Law
- Environment and Technology
- Health and Applied Sciences.

The Faculties are supported by a number of Professional Services, which are organised into a Corporate Services Directorate and a Student Journey Directorate. The Corporate Services Directorate includes: Finance, Human Resources and Organisational Development, Information Technology Services, and Estates and Facilities. The Student Journey Directorate includes: Student and Academic Services, Student Success Services, Strategic Communications and Engagement, and Future Students.

The management of the University is overseen by the Directorate, which is the senior leadership and executive decision making group for the University. Further information on membership of the Directorate can be found *here*.

The Directorate is supported by a number of groups including:

- Strategy 2020 Portfolio Board (which manages the prioritisation, delivery and alignment of the major programmes and projects to deliver our Strategy 2020)
- Pro Vice-Chancellors' Group and Professional Services' Group (focusing on the implementation and co-ordination of faculty and professional services plans, enhancements and business as usual continuous improvements).
- Marketing and Recruitment Strategy Group
- Academic Partnerships Development Group
- Sustainability Board
- University Health and Safety Committee
- Equality Management Group
- Staff Changes Group
- Student Funding Group

These groups, which report to the Directorate, ensure that the Directorate maintains effective management oversight of University business and that effective cross-University working is achieved.

## **Appropriateness, adequacy and effectiveness of your management and governance arrangements**

### **The Board of Governors**

The Board of Governors has adopted the statement of primary responsibilities and *Higher Education Code of Governance* as published by the Committee of University Chairs.

Accordingly, and with due regard to the requirements of the Instrument of Government and Articles of Government, the Board has established a number of sub-committees to support its oversight of the institutions' activities. These sub-committees are listed below and the terms of reference can be viewed *here*.

#### Audit Committee

Responsible to the Board of Governors for the strategy and scope of audit activity. The Committee also monitors and examines the University risk management control processes and the arrangements for promotion of economy, efficiency and effectiveness on behalf of the Board.

#### Finance, Estates and IT Committee

Responsible to the Board of Governors for the determination of finance, estates, IT and related strategies and policies; and the non-executive oversight and monitoring of the strategic management of the University's finances.

#### Strategic Planning and Performance Committee

To advise the Board on the development and content of the University's Strategic Plan and to monitor the institution's performance against agreed strategies of the University and on the effectiveness of their implementation and in particular their impact on the student experience. It is unique in its role in leading the Board's engagement with Academic Board and makes recommendations to the Board on the effectiveness of arrangements to assure the quality of the student experience and Standards of Awards granted by the University. To do this, the Committee considers a suite of information, which has included:

- the Academic Board Report
- Teaching Excellence Framework data
- sample Field and Award Board reports (marks and award data)
- sample data packs from the work undertaken by the University's Taskforce, such as:
  - o NSS Positive
  - o NSS Requires Improvement
  - o Postgraduate Taught Student Experience Survey
  - o Destinations of Leavers of Higher Education Survey data

The University's new Continuous Improvement tool will enable year-round monitoring of all key real-time programme data, reflections, feedback and actions.

#### Remuneration Committee

Responsible to the Board of Governors for the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of senior post holders.

### Student/Governor Forum

To provide an opportunity for a wide range of student representatives, Governors and members of the Executive to debate key strategic themes facing UWE Bristol and national initiatives that will impact on the student body. The issues discussed will be at a relatively early stage of development so that the debate can inform the University's policy and approach. The Forum is chaired by the Students' Union President (who is also the Student Member of the Board of Governors, ex officio) who, with the SU Officers, develops the agenda, supported by the University's Governance team.

### Board engagement across the University

The University recognises the importance of ensuring that Board members are sufficiently engaged with the University in order to perform an effective role. In order to facilitate this a number of initiatives are in place, including:

- Annual Strategic Away Day to consider the University's strategy and performance;
- Each of the four Board of Governors meetings are preceded by a presentation from a Faculty Pro Vice-Chancellor/Executive Dean on their Faculty's ambition and priorities, this enables Board members to engage more closely with the academic direction of the University;
- Board meetings are also normally preceded by a 'tour' of University facilities, particularly where these relate to the business to be discussed by the Board (i.e. consideration of a business case for investment in new or refurbished facilities);
- Seminars and training are provided on topics of specific interest;
- Attendance is invited to a programme of dinners that engage the Professoriate of the University (4x a year);
- Biannual meeting between Trade Union representatives and the Chair of the Board of Governors and Vice-Chancellor;
- A number of Governors also serve on Faculty Advisory Boards.

The most recent review of the effectiveness of our Governing Body was conducted independently by the internal auditors used by the University and the Leadership Foundation in Higher Education (LFHE) in 2016 against the expectations of the CUC code and the HEFCE Memorandum of Assurance and Accountability. It found the governance arrangements in place to be both adequate and effective. The review's approach consisted of a review of governance documentation and interviews held with eight Governors. All Board Members also completed a questionnaire devised by the LFHE. Comparisons against the broader sector found a number of areas of good practice, including:

- The use of formal Committee Chairs' meetings to confirm business planning and agenda setting for the coming term;
- The formal roles and responsibilities of the Governing Body are mapped to the principles outlined in CUC guidance;
- A well-presented and informative induction guide for Governors, covering key aspects of the University and how it is run.

The interviews with Governors and responses to the questionnaire also highlighted the following aspects as particularly strong:

- The nature of the relationship between the Board and the Executive. The Executive are viewed by Governors as open and accessible, with the Vice-Chancellor seen as making a strong contribution towards the Board's understanding and discussion of current issues;
- The Board's focus and interplay with supporting committees. There are no perceived duplication of roles or oversight between the Board and its committees (this was supported by the review's examination of committee business and minutes). Governors are comfortable with the focus of the Board, both in terms of broader strategy, and specific topics for discussion;
- The quality and rigour of debate at Board and committee meetings are also highly rated. Governors are encouraged to contribute and feel empowered to do so; strong chairing of meetings assists in ensuring focused and effective discussions;
- Meeting administration and preparation. Papers provided for Governors are assessed as of a high quality and relevant.

Governors undertake regular audits to evaluate the range of knowledge and skills on the Board. These audits assist the Nominations and Governance Committee to achieve balance and diversity among the Board membership and to ensure that the right blend of knowledge and skills is in place to enable it to govern effectively as the activities of the University evolve.

#### **Academic Board**

Similarly, Academic Board routinely reviews the adequacy and effectiveness of its structures (as set out in the previous section) and is currently in the process of a comprehensive review led by experienced external consultants. The considered outcomes of this review, commissioned in late 2017, will not be available until shortly after the deadline for applications for registration for institutions with standard recruitment cycles. Recommendations that are taken forward from the review will be implemented in the 2018/19 academic year.

#### **Public interest governance principles**

*Explain here how your governing documents uphold the public interest governance principles relevant to your application (see list of principles below). Where your chosen code of governance does not meet all of the relevant public interest governance principles you will need to demonstrate how you meet the remaining principles.*

#### **Standard public interest governance principles: applicable to all providers**

<p><b>Academic freedom:</b> Academic staff at an English higher education provider have freedom within the law:</p> <p>(a) to question and test received wisdom; and</p> <p>(b) to put forward new ideas and controversial or unpopular opinions;</p> <p>without placing themselves in jeopardy of losing their jobs or privileges they may have at the provider.</p>	<p>For example:</p> <p>This is covered by:</p> <ul style="list-style-type: none"> <li>• Article 10:2;</li> <li>• Our compliance with 4.3 of the HE code of Governance; and</li> <li>• Our code of practice on free speech as required by the Education Act 1986. Our Freedom of Speech policy is available here.</li> </ul>
<p><b>Accountability:</b> The provider operates openly, honestly, accountably and with integrity and</p>	<p>Our compliance with the HE code of Governance, in particular elements 1, 2 and 3 is clearly visible</p>

<p>demonstrates the values appropriate to be recognised as an English higher education provider.</p>	<p>with our published governance and policy information. This includes publication of minutes of the Board of Governors and non-statutory reports (e.g. expenses). Both are available on our <i>website</i>:</p> <p>Members of the Governing body receive induction which highlights the importance of adhering to the Nolan Principles and they are also covered by institutional policies (e.g. rules for the declaration of gifts and hospitality) when on institutional business. Declarations of interest are requested and clearly noted within minutes, including whether members were asked to withdraw.</p>
<p><b>Student engagement:</b> The governing body ensures that all students have opportunities to engage with the governance of the provider, and that this allows for a range of perspectives to have influence.</p>	<p>Students are represented at every level of academic and corporate governance. The governing body has also pioneered the development of a Student/Governor Forum to increase students' exposure to governance and policy making and Governors' engagement with students. The University works in partnership with the Students' Union to support student engagement in the governance of the institution. In accordance with 1.4 of the HE Code of Governance, the Board of Governors rarely use reserved business.</p>
<p><b>Academic governance:</b> The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the Senate/Academic Board (or equivalent).</p>	<p>The Board of Governors requires Academic Board to formally report annually on the effectiveness and adequacy of its arrangements for managing its responsibilities as defined within the Articles and in particular assuring the quality and standards of awards. This report is actively considered at both the Strategic Planning and Performance Committee and at the full Board meeting. In future, using the new Continuous Improvement tool, the Board will be able to review the raw data for any programme to test the validity of the annual report and to assure itself that the academic governance mechanisms are efficient and effective. In addition, through the Strategic Planning and Performance Committee it also engages with Academic governance matters as a standing item on the agenda throughout the year (e.g. NSS, TEF, REF) and engages with any formal reviews of academic governance.</p>
<p><b>Risk management:</b> The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to continue to comply with all of its conditions of registration.</p>	<p>The University has a robust and comprehensive approach to risk management. The University's strategic and tactical risks are reported three times a year to the Directorate and Audit Committee. Strategic risks are also formally considered once a year by the full Board of</p>



	<p>Governors.</p> <p>Audit Committee has responsibility for assessing the effectiveness of risk management. This is informed by an annual internal audit of risk management, as the University's risks inform the overall audit plan (conducted by the independent internal auditors used by the University). These audits capture the various elements of risk management, including for example major incident response and business continuity planning. Audit Committee reports on the arrangements for risk management to the Board of Governors.</p> <p>The University's published risk management policy covers consideration of academic risk, noting that: 'UWE Bristol encounters numerous risks that could affect any aspect of its academic, administrative or commercial business activities and it recognises that the management of risk is vital to ensure the University is able to achieve its operational aims and strategic objectives.'</p> <p>The University's Risk Policy can be found <i>here</i>.</p> <p>Academic risks are captured at a strategic level, in terms the impact on student recruitment, retention and success, the reputation of the University, research performance and financial sustainability. A further level of detail is provided at the tactical level through the Faculty risk registers, with a clear escalation process to the assessment of strategic risks.</p> <p>The University aligns itself with element 3 of the HE Code of Governance.</p>
<p><b>Value for money:</b> The governing body ensures that there are adequate and effective arrangements in place to provide transparency about value for money for students and (where a provider has access to the student support system or to grant funding) for taxpayers.</p>	<p>The Board of Governors' Audit Committee explicitly considers value for money annually and the University publishes information on how its income is spent (expenditure per pound format) on its "facts and figures" web pages which was cited as good practice by the former HEFCE.</p> <p>The University has also considered the draft CUC Remuneration Code and will consider any changes in the final code once it is published to ensure full compliance.</p>
<p><b>Freedom of speech:</b> The governing body takes such steps as are reasonably practicable to</p>	<p>The University encourages, and welcomes students and staff, expressing their views within the law and has policies to promote and facilitate</p>

<p>ensure that freedom of speech within the law is secured within the provider.</p>	<p>freedom of speech while ensuring the safeguarding of individuals from radicalisation. In March 2016, the Board of Governors considered a suite of policies revised or created to ensure the University's compliance with the Prevent Duty, including revisions to the Freedom of Speech Policy. The Board also considered and approved a new External Speakers' Policy and associated procedural guidance, which meets the provisions of the new Duty whilst also ensuring our legal obligations towards freedom of speech. Context for these considerations was set at the start of this meeting by way of a presentation from the Regional HE/FE Prevent Co-ordinator.</p>
<p><b>Governing body:</b> The size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider.</p>	<p>The University aligns with Elements 6 and 7 of the Higher Education Code of Governance. The Board of Governors' Nominations and Governance committee leads on, and reports to the Board in these areas. Examples include Board Member succession planning and skills analysis.</p> <p>This includes questions grouped by the following themes:</p> <ul style="list-style-type: none"> <li>- Setting strategy</li> <li>- Quality improvement</li> <li>- Budgets and financial planning</li> <li>- Human Resources/employment</li> <li>- Business skills (including equality and diversity)</li> <li>- Education experience</li> </ul> <p>The skills audit also captures other voluntary or community roles and networks/personal connections.</p> <p>Members are asked to respond to the questions based on the following key, noting for each question that they have:</p> <ol style="list-style-type: none"> <li>1. Key area of expertise used regularly in own profession/job.</li> <li>2. Significant area of expertise used regularly in own profession/job.</li> <li>3. Detailed working knowledge. used regularly in own profession/job.</li> <li>4. Some working knowledge used periodically in own profession/job.</li> <li>5. Little or no knowledge and/or experience.</li> </ol> <p>* no response</p>

<p><b>Fit and proper:</b> Members of the Governing Body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.</p>	<p>Nominations and Governance Committee conducts appropriate due-diligence of potential members prior to making recommendations to the full Board. The recruitment policy for new members of the Board includes explicit reference to the criteria for 'a fit and proper person' as set out by the Office for Students.</p> <p>When Governors' terms of office are due for consideration for renewal, the Committee considers in detail individual attendance and contribution, for both formal governance meetings and wider University events. The outcomes of the most recent skills audit are also considered. Ongoing appraisal of Governor performance is undertaken by way of one to one meetings with the Chair of the Board.</p> <p>Similarly, HR processes coupled with Board scrutiny for Board level appointments ensures holders of senior posts are of a fit and proper character.</p>
<p><b>Additional public interest governance principle: providers authorised with degree awarding powers</b></p>	
<p><b>Records:</b> Where degree awarding powers are solely contained in the provider's governing documents, and no order either under section 76 of the Further and Higher Education Act 1992, or under HERA exists, the provisions setting out those powers must be retained and may not be altered without the consent of the OfS.</p>	<p>N/A. UWE's DAPs stem from the 1992 Act.</p>
<p><b>Additional public interest governance principles: providers in receipt of financial support</b></p>	
<p><b>Independent members of the governing body:</b> There must be at least one external member of the governing body who is independent of the provider, and whose term of office is normally limited to a maximum of three terms of three years or two terms of four years. For providers with large governing bodies, or more complex legal forms, additional independent members may be appropriate.</p>	<p>The University fully applies element 7 of the Higher Education Code of Governance which includes the requirement to have a majority of independent members and expectations articulated in terms of their tenure: members only serve more than two terms of three years in exceptional circumstances.</p> <p>In these exceptional circumstances, where members are considered for a third term of office, the Board takes into account the needs of the University and the requisite skills of the Board. Members who are appointed as Chair or Deputy Chair of the Board will have their term of office 'clock' reset upon appointment. In considering all term of office renewals, the Board's Nominations and Governance Committee looks in detail at the member's performance and attendance.</p>

<p><b>Regularity, propriety and value for money:</b> The governing body ensures that there are adequate and effective arrangements in place to ensure public funds are managed appropriately, in line with the conditions of grant and the principles of regularity, propriety and value for money, and to protect the interests of taxpayers and other stakeholders. This also applies to any funds passed to another entity for the provision of facilities or learning and teaching, or for research to be undertaken.</p>	<p>The Board of Governors' Audit Committee explicitly considers and reports on value for money and compliance with conditions of funding.</p> <p>The Internal Audit Service is provided by PwC UK and External Audit Service is provided by Mazars. Auditors were appointed following tender strategies approved by the Audit Committee. Consideration of shortlisted audit firms was undertaken by a panel of Audit Committee members and appointment approved by the Board of Governors on the recommendation of the Committee.</p>