Board of Directors

Handbook

Contents

List of Appendices **4**

Section 1: Welcome, Introduction and Overview **5**

Welcome by the Chair 5

Key Contacts 6

Key Acronyms 6

Continuous Improvement in Governance 6

Who are the Board Members? 7

The Role of Director 7

The Role of Associate Director 7

The Role of the Regulator 8

The Objects and Values of the University 9

The Vice-Chancellor 9

The Executive Leadership Team 10

Due Diligence and Board Culture 11

Register of Interests 11

Expenses 11

Meetings of the Board of Directors 11

Who attends Board Meetings? 11

Board Business - Digital First 12

Board Agendas and Papers 12

Reserved Business 13

Quorum and Attendance 13

Section 2: Roles and Responsibilities **14**
What are the Powers and Duties of the Board of Directors? 14
Purpose and Strategy 14
Board Member Role Descriptor 16
Board of Directors Code of Conduct 17
Chair of the Board 17
Deputy Chair of the Board: Role Descriptor 20
Senior Independent Director (SID) 20
Delegation of Duties 21
Delegation to the Vice-Chancellor 21
Board Effectiveness 22
Board Induction, Training and Resources 23
Section 3: Board Committees **25**
Board Committee Chair: Role Descriptor 26
Board Committee Deputy Chair: Role Descriptor 27
Section 4: Senate and Academic Governance **28**
Conclusion **31**

List of Appendices

Appendix A	Meeting Dates
Appendix B	Articles of Association (May 2022)
Appendix C	Office for Students' Regulatory Framework
Appendix D	The CUC Higher Education Code of Governance (2026)
Appendix E	Marjon 2030 Strategy
Appendix F	Declaration of Interests Policy
Appendix G	The Essential Trustee (Charity Commission)
Appendix H	Understanding University Finance BUFDG
Appendix I	Audited Financial Statements
Appendix J	Counter Fraud and Anti-Corruption Policy
Appendix K	Expenses Claim Guidance
Appendix L	Digital First Guidance
Appendix M	Board Effectiveness Review Process
Appendix N	Glossary of Terms

Please click here to view the appendices. If you don't yet have a Marjon account yet, please contact jthomas@marjon.ac.uk for access.

Please familiarise yourself in particular with the Committee of University Chairs (CUC) Higher Education (HE) Code of Governance 2026, which the Board formally adopted in July 2026.

Please also take a look at the Articles, our constitutional document.

Both of these have been carefully woven through this Board Handbook, along with the Office for Students' Regulatory Framework.

Section 1: Welcome, Introduction and Overview

Welcome by the Chair

First and foremost, it is a privilege to welcome you as you embark upon this journey to support the University through joining the Board of Directors. The dedication and expertise of our Board Members is greatly appreciated. Your collective endeavours serve to make governance more robust and the Board's work to support the University's students, staff and wider community more strategic, agile and effective.

The aim of this Board Handbook is to provide you with key information that relates to, and enhances, governance at Marjon. It is aimed at supporting both new and existing Board members, providing a clear and concise overview of the Board, key roles, responsibilities and accountabilities, support mechanisms and signposting to wider reading to continue to develop your understanding of the University and sector. We understand that good governance is about evolving and remaining agile. We will support you on your journey.

The Board has a strong sense of purpose and integrity. It has recently undertaken a thorough review with external advice - the Marjon Governance Review. This was timely and aligned with the publication of the revised CUC HE Code of Governance (2026).

We welcome your support, challenge and commitment. Thank you for joining the Board.



Professor Mark Llewellyn

Chair of the Board of Directors



Key Contacts

- Chair of the Board of Directors – Prof Mark Llewellyn
- Deputy Chair – Prof John Scott, CBE
- Senior Independent Director – Rt Rev'd James Grier
- Vice-Chancellor and Chief Executive, Ex Officio Director – Prof Claire Taylor
- Governance Services Manager – Jessamie Thomas, jthomas@marjon.ac.uk

Key Acronyms

- BoD – Board of Directors
- VC – Vice-Chancellor
- HE – Higher Education
- PMU – Plymouth Marjon University
- ELT – Executive Leadership Team
- ARAC – Audit, Risk and Assurance Committee
- CCC – Culture and Community Committee
- FRIC – Finance, Resources and Investment Committee
- GSAF – Governance, Strategy and Foresight Committee
- RemCom – Remuneration Committee

See list of appendices for glossary.

Continuous Improvement in Governance

The Board is committed to continuous improvement in governance. During 2025-26, the University undertook the Marjon Governance Review (MGR), informed by extensive engagement with Directors, the Executive Leadership Team, external governance specialists and developments across the higher education sector. The review was conducted alongside the development of the revised CUC Higher Education Code of Governance 2026 (see Appendix) and considered how governance arrangements could best support delivery of the Marjon 2030 Strategy and the University's long-term sustainability.

- As a result, the Board approved a number of significant changes, including: Transition from the **Board of Governors** to the **Board of Directors**.
- Moving towards a smaller and more agile Board.
- Appointing **Associate Directors** to strengthen Committee expertise and capacity.
- Establishing a revised Committee structure aligned to strategic priorities, assurance requirements and the Marjon 2030 Strategy.
- Increasing the use of digital governance practices and resources.
- Strengthening alignment with the **CUC Higher Education Code of Governance 2026** and evolving sector expectations.

These changes were designed to ensure that the University's governance arrangements remain effective, resilient and proportionate, supporting the Board in its stewardship of the University and its charitable purpose. You will find them reflected in this Board Handbook.

Who are the Board Members?

You can view colleagues' bios and declarations of interests here. Some are Directors, others are Associate Directors. Associate Directors are appointed to Committees, to bring specific expertise, rather than as 'full' Directors. All Board Members, whether Directors or Associate Directors, regardless of their route to appointment, are required to exercise independent judgement to promote and uphold the Objects of the University and its mission and values.

Up to 19 Directors are permitted under the Articles, but the Board agreed in 2026 to move towards a smaller working composition, for greater agility:

- 5 Directors directly appointed by the Board
- 2 Directors nominated by the National Society of the Church of England
- 2 Directors nominated by the Bishop of Exeter
- 1 Academic Staff Director (Senate Elected)
- 1 Professional Services Staff Director
- 1 Student Elected Director
- 1 Ex-Officio Director (Vice-Chancellor)

It is at the Board's discretion how many Associate Directors to appoint; the aim is to have at least one Associate Director serving on each Committee.

The Role of Director

Marjon's Directors fulfil two complementary legal roles: Director of the University as a company limited by guarantee and Trustee of the University's charitable activities. As an exempt charity regulated by the Office for Students, the University's Board of Directors also serves as its trustee body. In practice, these responsibilities are exercised collectively through a single governance role, with Directors acting at all times in the best interests of the University, its charitable purpose and its long-term success.

The Role of Associate Director

The Board also appoints individuals to serve as Associate Directors. They are appointed to specific Committees. The Board aims to appoint at least one Associate Director to each Committee. Associate Directors provide additional expertise and capacity to support the Board and its Committees but are not Directors of the Company and do not serve as charity trustees.

Terms of office are set by BoD and tend to mirror those of Directors, ie a three year term of office, renewable once and exceptionally twice. Associate Directors are appointed to a specific Committee, where they may vote and they count towards quoracy. They are warmly invited to join Board meetings, but in the capacity of attendee, ie without a voting right.

Reminder: the term **'Board Member'** covers Directors and Associate Directors. This Board Handbook is to support all Board Members, regardless of title.

The Role of the Regulator

You will hear mention of the OfS on a regular basis. This is because the OfS, the Office for Students, is the independent regulator of higher education in England. It regulates registered providers through a framework of conditions designed to protect students' interests and promote high-quality higher education.

By dint of being registered with the OfS, Marjon is an exempt charity (exempt from certain filing duties). Hence the Board fulfils both trustee and company director responsibilities. It must also comply with the OfS regulatory requirements (see Appendix). The Board of Directors is ultimately responsible for ensuring the University's compliance, financial sustainability, good governance and institutional accountability. The Board appoints the Vice-Chancellor as the University's Accountable Officer and receives assurance regarding regulatory compliance, performance and risk.

While registration with the OfS is not mandatory, the vast majority of universities and higher education providers in England choose to register. Registration enables providers to participate fully in the regulated HE sector, including access to student finance arrangements. It also provides assurance to students, government and other stakeholders regarding quality, standards, governance and financial sustainability.

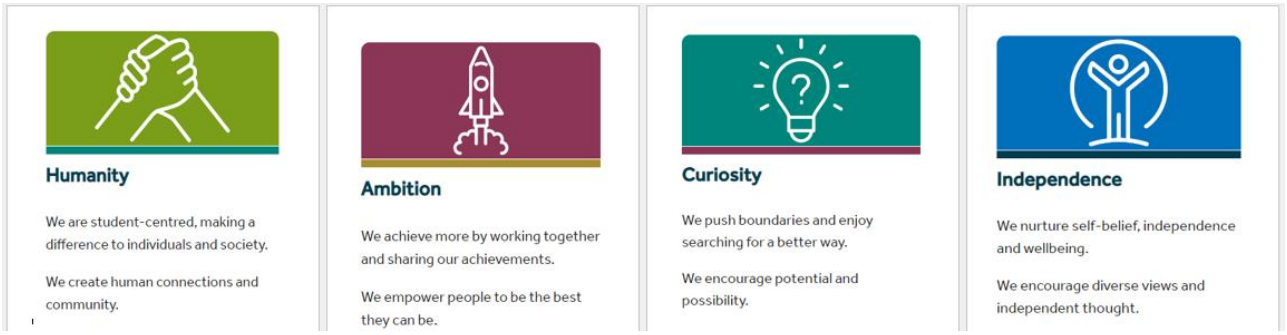
In summary, the OfS regulates the University in the interests of students. Registration enables the University to participate fully in the regulated higher education sector, while the Board is responsible for ensuring that the University remains compliant, well-governed, financially sustainable and focused on delivering positive outcomes for students.

The Objects and Values of the University

According to the constitutional document, the Articles of Association (see Appendix), Board Members should 'have due regard to promoting and upholding the Objects of the University'. It may be helpful to revisit these from time to time, they are:

> *'…the promotion for the benefit of the public of the advancement of further and higher education (including the education of persons as teachers), and the subsequent maintenance and carrying on of the University in accordance with the principles of the Church of England.' (Article 4)*

These principles are reflected in the University's commitment to education for the public benefit, academic endeavour and inclusion. The Board's membership includes nominees of the Bishop of Exeter and the National Society. All Board members are expected to uphold and support the University's values in the discharge of their duties:



The Vice-Chancellor



The Vice-Chancellor (VC) of the University is both an Ex-Officio Director (by dint of their role as VC) and also the Chief Executive and Accountable Officer. Our Vice-Chancellor is Prof Claire Taylor. Prof Claire Taylor was appointed VC by the Board in 2023.

The Executive Leadership Team

The VC leads the **Executive Leadership Team** (ELT). You will meet them at Board Meetings, where you are likely to receive their reports, updates, operational insights and assurance:

- Ann Holman, Chief Strategy and Performance Officer
- Karl Smith, Chief Finance and Operating Officer
- Prof Simon Stewart, Chief Academic Officer

ELT is responsible for the management and operation of the University. Led by the Vice-Chancellor it develops and implements strategy, manages resources and operations, leads staff, manages risk and delivers institutional objectives set out in its own terms of reference, within the framework established by the Board.

This distinction is crucial for Board Members' understanding:

The Board governs and oversees, ELT manages and delivers.

Board of Directors	**Executive Leadership Team**
Sets mission, strategy and risk appetite	Delivers strategy and manages risk
Approves major policies and plans	Develops and implements plans
Provides oversight, support and challenge	Leads and manages the University
Seeks assurance	Provides assurance
Holds the Executive to account	Accountable to the Board
Governs	Manages

Due Diligence and Board Culture

All Board Members are required to complete a statement of affirmation of suitability (including 'Fit and Proper Person') on appointment, and re-affirm this annually. Please see The Essential Trustee (Appendix) for information on trustees' duties. All Board members are required to abide by the **Code of Conduct** within this Board Handbook (please see page 17). Much emphasis is placed on Board culture in the revised CUC HE Code of Governance.

Register of Interests

All Board Members and those with influence (Executive Leadership Team (ELT), Chancellor, wider leadership team) are required to provide a written declaration of interests and related parties annually. At every meeting, those present are required to verbally declare any updates. In the case of any potential conflict of interest, the individual would not be involved in any decision and may be asked to withdraw from the meeting. The Board's Declaration of Interests Policy is in the Appendix. The live Register of Interests is on the website here. (Please scroll down the webpage to view).

Expenses

The role is not remunerated, but you are encouraged to seek reimbursement for travel expenses incurred through your role. Please liaise with the GSM and see the guidance (Appendix).

Meetings of the Board of Directors

The Board of Directors meets in full four times per year, including one Strategy Day. The schedule is in the Appendix and on the University website here. These full meetings are held in person, normally on the PMU campus, PL6 8BH. On the schedule you will also see dates of Committee meetings, induction and development sessions. The majority of these will be held via MS Teams. We will keep you informed about other key dates, including Graduation. You are very much encouraged to attend these events, for familiarisation, networking and, in time, as an ambassador for the University.

Who attends Board Meetings?

Directors, Associate Directors, the VC (in their role as both Ex Officio Director, and Accountable Officer), ELT members.

The **University Chaplain** Rev'd Michelle Parkman plays a key pastoral role at Marjon and

attends all Board meetings. Michelle also offers a short service of Holy Communion prior to Board Meetings on campus – all welcome! Michelle opens meetings with a prayer.

Marjon Student Union (MSU) Deputy President is invited to attend Board meetings. (The President tends to be in attendance, by dint of their role as Student Director).

The **Chancellor** is entitled to receive papers of Board meetings, and may attend from time to time. The Chancellor's role is as the University's ceremonial lead, rather than holding governance or executive powers.

The **Governance Services Manager (GSM)** is your first point of contact for all matters Board-related. The role acts as a conduit between the Board and ELT. GSM fulfils the role of University Secretary as set out in the Articles. Marjon's GSM is Jessamie Thomas jthomas@marjon.ac.uk Jessamie is the minute-taker at Board and Committee meetings and provides admin support and governance guidance. Please don't hesitate to contact Jessamie with any queries, regardless of whether big or small!

You may also meet **Deans and Directors** or other Marjon colleagues, depending on the matters under discussion. Members of staff, or attendees, may be present, by invitation of the Chair.

Board Buddy – we will assign you a Board Buddy, a more experienced Director who is keen to show you the ropes and be available for any queries. This can be particularly beneficial when you come to the meetings on campus and also to help you navigate the Board packs.

Board Business - Digital First

The Board has a 'Digital First' approach to its work - please familiarise yourself with the guidance (See List of Appendices). We will assign you a Marjon account, for Marjon business - updates, VC bulletins, emails with links to Board packs and MS Teams meetings. Please check your Marjon inbox regularly. If you'd like us to invite your personal account to meetings, so that you have those in your diary, just let us know – but please join via your Marjon account. For any queries please contact Director of Digital, Data and Technology Pete Waterfield pwaterfield@marjon.ac.uk

Board Agendas and Papers

Board Agendas are structured in line with the Board's Cycle of Business and Committee Terms of Reference and drawn up in consultation with the Committee Chairs. They are set out in three parts: Part A for discussion; Part B for decision by way of note and/or information; Part C for supplementary information. Board members are offered the opportunity to 'unstar' Part B/C items for discussion. It is essential that you make time to read papers. Please send any questions which you would like us to share with the report 'owner' to jthomas@marjon.ac.uk in advance of meetings, to allow them to focus attention during the meetings on points of most interest to the Board.

Reserved Business

At meetings of the Board of Directors and its Committees there may also be items of reserved business. Reserved Business provides an opportunity for the Board to consider confidential or sensitive matters in a restricted session. Such sessions support open discussion of governance, strategic, personnel, legal, commercial, or other issues where limited attendance is appropriate. The use of Reserved Business helps ensure effective oversight and supports the Board's independence in carrying out its responsibilities.

Quorum and Attendance

A meeting of Board of Directors is quorate (ie with sufficient attendees to conduct/approve business) if half or more of the Directors are present, and half or more of these are 'nominated' (ie external) Directors. Committees' quoracy requirements are set out in their Terms of Reference.

If you anticipate being unable to attend a meeting, or having to leave early, it is essential that you inform the Governance Services Manager to allow us to manage quoracy. To note, Directors' attendance is published in the annual accounts. There is an expectation that Board members prioritise Board and Committee meetings as far as possible. If attendance falls below expected levels, the Chair of the Board will initiate a conversation around engagement.

If absence is unavoidable, we do understand - please email timely apologies to the GSM. If you would like any points raised in your absence, please contact the GSM, although voting by proxy is not allowed.

Section 2: Roles and Responsibilities

What are the Powers and Duties of the Board of Directors?

The 'Statement of the Primary Responsibilities of the Board of Directors' is a useful starting point, from the Articles (Appendix, Article 25):

- the determination of the educational character and objectives of the University and for the supervision of its activities;
- the effective and efficient use of resources, the solvency of the University and for safeguarding its assets;
- approving annual estimates of income and expenditure;
- the determination of which posts comprise Holders of Senior Posts, save that the Vice-Chancellor, Chaplain and University Secretary shall always be Holders of Senior Posts;
- the assignment of duties to the Vice-Chancellor;
- the approval of the appointment, discipline, suspension and dismissal and the determination of the grading, pay and conditions of service of the Holders of Senior Posts;
- the agreement of the policy for pay and general conditions of employment of the Staff who are not Holders of Senior Posts;
- the appointment of Auditors;
- discharging all other duties of the directors of a charitable company limited by guarantee carrying on the business of the Company.
- The Board may without limitation to its general powers exercise all the powers of the University to borrow money and to mortgage or charge its undertaking and property, or any part thereof.

From the CUC HE Code of Governance 2026, the OfS regulatory framework and The Essential Trustee guidance (see Appendix for all of these), these also emerge:

Purpose and Strategy

Promoting the long-term and sustainable success of the University through approval and oversight of its mission, strategy and strategic objectives. If we combine the requirements of o the Articles, Code, OfS regulatory framework and Charity Commission, a summary is as follows:

1. **Students and Stakeholders**
   Ensuring that decision-making is informed by the interests of students and other key stakeholders.

2. **Culture and Values**
   Promoting a culture of integrity, openness, accountability, inclusion, respect and constructive challenge, consistent with the University's values and charitable purpose.

3. **Leadership and Accountability**
   Appointing and overseeing the performance of the Vice-Chancellor as Head of Institution and Accountable Officer and holding the Executive to account for institutional performance and delivery of strategy.

4. **Academic Governance**
   Ensuring effective academic governance arrangements are in place and receiving assurance regarding academic quality, standards and student outcomes.

5. **Financial Sustainability and Stewardship**
   Safeguarding the University's financial sustainability, assets, resources and reputation, and ensuring their effective stewardship.

6. **Risk, Assurance and Compliance**
   Overseeing risk management, internal control, assurance and regulatory compliance, including compliance with conditions of registration and other legal and regulatory obligations.

7. **Digital Governance and Information Security**
   Overseeing digital transformation, data governance, cyber security and digital resilience, and receiving assurance regarding the management of digital risks and information assets.

8. **People and Inclusion**
   Providing oversight of organisational culture, people strategy, equality, diversity and inclusion, and the wellbeing of staff and students.

9. **Board Effectiveness and Delegation**
   Maintaining effective governance arrangements, including Board and Committee effectiveness, succession planning and appropriate delegation of authority.

10. **Trusteeship and Public Benefit**
    Fulfilling its responsibilities as a charity trustee and company director, ensuring that the University's activities and resources further its charitable objects and public benefit.

11. **Governance Standards**
    Conducting its business in accordance with the University's governing documents, the Nolan Principles of Public Life and the CUC Higher Education Code of Governance.

Board Member Role Descriptor

Purpose

Board members are collectively responsible for promoting the long-term success, sustainability and charitable purpose of the University. You provide strategic oversight, constructive challenge and assurance, and act at all times in the best interests of the University.

Responsibilities

- Uphold the University's mission, values and Christian foundation.
- Contribute actively to the work of the Board and any Committees to which they are appointed.
- Exercise independent judgement and support collective responsibility for Board decisions.
- Provide appropriate support, scrutiny and constructive challenge to the Executive.
- Monitor institutional performance and seek assurance regarding academic governance, financial sustainability, risk management, regulatory compliance and the effective use of resources.
- Support the University's Digital First approach and the effective governance of data, technology and cyber security.
- Fulfil their responsibilities as charity trustees and company directors, safeguarding the University's assets, reputation and long-term sustainability.
- Promote the highest standards of integrity, accountability and conduct, including the declaration and management of conflicts of interest.
- Respect the distinction between governance and management and avoid involvement in the day-to-day operation of the University.

Personal Responsibilities

- Attend Board and Committee meetings regularly and prioritise attendance as a core responsibility of Board membership.
- Prepare thoroughly for meetings by reading papers in advance, seeking clarification where necessary and being ready to contribute to informed discussion, scrutiny and decision-making.
- Maintain confidentiality and handle information responsibly.
- Participate in induction, development and Board effectiveness activities to maintain and enhance their contribution to governance.
- Act as ambassadors for the University and support its reputation and standing.
- Raise concerns promptly where they believe there may be issues relating to governance, risk, compliance, conduct, financial management, academic standards, regulatory obligations or the effective operation of the University. Concerns should normally be raised through the Chair of the Board, Governance Services Manager, SID or the relevant Committee Chair, as appropriate. Where a concern cannot be raised through the normal governance channels, Board members should use the University's Whistleblowing Policy and procedures.

Board of Directors' Code of Conduct

Purpose

This Code of Conduct sets out the standards of behaviour expected of all Board members. It supports a governance culture based on integrity, openness, accountability, respect and constructive challenge. All Board members are expected to uphold this Code in their conduct, decision-making and interactions with others.

Principles

Board members shall uphold:

- The Nolan Principles of Public Life.
- The University's mission, values (Humanity, Ambition, Independence and Curiosity) and its Christian foundation.
- Their responsibilities as charity trustees, company directors and members of the University's Board.
- The principle of collective responsibility and public accountability for the stewardship and performance of the University.

Expected Conduct

Board members shall:

- Act at all times in the best interests of the University and its charitable purpose.
- Treat fellow Board members, students, staff and stakeholders with respect.
- Foster a culture of openness, integrity, accountability, inclusion and constructive challenge.
- Be open to different perspectives and participate in discussions in a constructive and respectful manner.
- Support collective responsibility and uphold Board decisions once made, whilst ensuring differing views may be expressed appropriately during discussion.
- Base their views and decisions on an honest and objective assessment of the available evidence and information.
- Support collective responsibility and uphold Board decisions once made, whilst ensuring differing views may be expressed appropriately during discussion.
- Work collaboratively with fellow Board members to ensure the Board discharges its responsibilities effectively and corporately.

Integrity and Accountability

Board members shall:

- Act honestly, objectively and in good faith.
- Not use their position to secure advantage for themselves or any other individual or organisation.

- Declare actual, potential or perceived conflicts of interest promptly and comply with the University's arrangements for managing conflicts.
- Maintain utmost confidentiality and handle information responsibly.
- Ensure Marjon digital accounts are secure and not shared.
- Promote transparency, accountability and the responsible stewardship of the University's funds, assets, resources and reputation.
- Comply with the University's governing documents, regulations, policies and procedures.
- Recognise that individual Board members have no authority to act or speak on behalf of the Board unless specifically authorised to do so by the Board or the Chair.

Commitment to the Role

Board members shall:

- Give priority, as far as reasonably practicable, to attendance at meetings of the Board and its committees.
- Prepare appropriately for meetings and contribute actively to the work of the Board.
- Seek opportunities to enhance their effectiveness through induction, training, development and maintaining an understanding of the University's activities and challenges.

Compliance with the Code

All Board members are expected to comply with this Code of Conduct.

Concerns regarding compliance should be raised with the Chair or, where concerns relate to the Chair, with the Senior Independent Director.

Chair of the Board

The Chair provides leadership of the Board of Directors, ensuring that it governs effectively and fulfils its responsibilities for the University's mission, educational character, strategic direction, sustainability and long-term success. The Chair promotes a culture of integrity, openness, accountability, constructive challenge and collective responsibility, and supports an effective partnership between the Board and the Vice-Chancellor as Head of Institution and Accountable Officer.

Key duties of the Chair are to:

- Lead the Board and ensure it operates effectively in accordance with the University's governing documents, regulatory requirements and principles of good governance.
- Foster a positive governance culture in which all Board Members are able to contribute fully, constructively and with collective responsibility.
- Ensure the Board focuses on strategic leadership, oversight and assurance, whilst maintaining an appropriate distinction between governance and management.
- Work closely with Committee Chairs to support effective governance, coordination of assurance and reporting, and the escalation of significant matters to the Board.
- Lead Board effectiveness, including succession planning, recruitment, appraisal, development and periodic review of the Board and its Committees.
- Build and maintain an effective and appropriately challenging relationship with the Vice-Chancellor as Head of Institution and Accountable Officer.
- Lead the appraisal and performance review of the Vice-Chancellor as Head of Institution and Accountable Officer.
- Ensure the Board receives the information, assurance and advice required to oversee institutional performance, academic governance, financial sustainability, risk and regulatory compliance.
- Promote the highest standards of conduct, integrity and management of conflicts of interest, consistent with the Nolan Principles of Public Life.
- Act as an ambassador for the University and uphold its mission, values and Christian foundation.

The Chair is responsible for leading an effective Board, promoting a strong governance culture, supporting and challenging the Executive, and ensuring that the University is governed in accordance with its charitable purpose, values, regulatory obligations and long-term strategic ambitions.

Deputy Chair of the Board: Role Descriptor

The Deputy Chair supports the Chair in the effective leadership of the Board and promotes good governance, Board effectiveness and continuity of governance across the University.

The Deputy Chair shall:

- Support the Chair in the discharge of their responsibilities.
- Deputise for the Chair when required and, in the Chair's absence, exercise the authority and responsibilities of the Chair in relation to Board business.
- Promote a culture of integrity, openness, constructive challenge and collective responsibility.
- Support Board effectiveness, succession planning and Director development.
- Undertake responsibilities delegated by the Chair or Board from time to time.

The Deputy Chair supports the Chair in ensuring the effective operation of the Board and provides continuity in the conduct of Board business when acting in the Chair's absence.

Senior Independent Director (SID)

The SID is an independent member of the Board, distinct from the Chair, and accessible to all Board members. While not statutory, it is a role set out in the CUC HE Code of Governance 2026 which indicates that the SID should:

- Serve as a liaison between the Chair and other Board Members, particularly if a conflict arises between the Chair, Vice-Chancellor, University Secretary (fulfilled by Governance Services Manager, GSM) 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.

The SID fulfils a valuable role as an independent sounding board, a governance safeguard and a source of support and challenge for the Chair and Board, helping to ensure openness, accountability and effective governance

Delegation of Duties

The Board of Directors is permitted to delegate some – but not all - of its duties. As per Article 27.1 these **cannot** be delegated:

- the determination of the educational character and objectives of the University and for the supervision of its activities
- the effective and efficient use of resources, the solvency of the University and for safeguarding its assets
- approving annual estimates of income and expenditure
- the determination of membership of the Holders of Senior Posts
- the assignment of duties to the Vice-Chancellor
- the agreement of the policy for the pay and general conditions of employment of the staff who are not Holders of Senior Posts
- the appointment of Auditors
- revoking, amendment or variation of these Articles or any of them
- the termination of the membership of any Director
- any act or directive [….] required to be done by the Vice-Chancellor or Board

Moreover, certain duties may only be carried out by a Director, or by Committees consisting solely of Directors. These are not reproduced here in full, but are set out in Article 27.2.
This delegation framework is reflected in the Board's cycle of business. Duties which BoD has delegated to Committees are set out in their Terms of Reference (see section 3).

Delegation to the Vice-Chancellor

The Vice-Chancellor, as the **Chief Executive and Accountable Officer**, is responsible for leading the institution, delivering its strategy, establishing the right organisational culture, ensuring transparency with the Board, and implementing the decisions of the Board while remaining accountable to it. These duties, set out in the Articles, are delegated to the VC:

31.6.1 making proposals to the Board about the educational character and objectives of the University and for implementing the decisions of the Board in this respect;

31.6.2 the organisation, direction and management of the University and leadership of the staff;

31.6.3 the appointment, assignment of duties, grading, appraisal and suspension and dismissal of members of Staff;

31.6.4 the determination (within the policy set by the Board) of the pay and conditions of employment of the Staff;

31.6.5 having regard to the educational objectives of the University, the planning and examination of the academic programmes and other activities of the University, after consultation with the Senate on matters relating to the quality and academic standards,

curriculum content, operation and delivery of courses and other matters referred to in Article and other matters referred to in Article 30;

31.6.6 preparing annual estimates of income and expenditure for consideration by the Board; and for the management of resources within the estimates approved by the Board and for the allocation and the effective and efficient use of resources;

31.6.7 the maintenance of Student discipline and for the suspension or expulsion of Students on disciplinary grounds and for implementing decisions to expel Students for academic reasons.

The Board appoints and oversees the Vice-Chancellor. The Vice-Chancellor, acting under authority delegated by the Board, is responsible for the organisation and management of the University, including establishing appropriate executive leadership arrangements and leading the senior team responsible for delivering the University's strategy and operations.

Board Effectiveness

Effective governance depends not only on the structure of the Board, but also on the effectiveness of its members, Committees, leadership, behaviours and culture. Board effectiveness is therefore a continuous process of reflection, development and improvement. The Board is committed to reviewing its own performance regularly to ensure that it has the skills, experience, diversity, capacity and culture required to discharge its responsibilities effectively and support the long-term success of the University.

Board effectiveness is supported through:

- Annual review of Board and Committee effectiveness.
- Periodic independent external reviews.
- Regular review of Board and Committee Terms of Reference.
- Individual discussions and feedback between the Chair and Board members.
- Skills audits and succession planning.
- Board induction, development and training activities.
- Reflection on Board culture, behaviours, decision-making and governance practices.

The Board recognises that effective governance depends upon constructive challenge, openness to different perspectives, collective responsibility and a commitment to continual learning and improvement. All Board members are expected to contribute actively to this culture.

The Board's effectiveness review process is set out in the Appendix and is informed by the requirements of the Articles of Association, the Office for Students Regulatory Framework, and the CUC Higher Education Code of Governance 2026.

Board Induction, Training and Resources

We are here to support you in your Marjon Board journey, whether you are new to Marjon, new to governance, new to Higher Education or experienced in some or all of these areas. We ask you to complete a Skills Audit survey to understand your competency in a number of areas relevant to the Board's work and strategic priorities. As part of that we ask you to share details of relevant training which you have undertaken, to ensure the Board collectively has sufficient expertise. Please keep in touch about any further training you complete, of relevance to your role on the Board.

- **Induction**

We deliver an induction programme covering introductions to Marjon and its heritage; culture, values and EDI; learning and teaching; research; finance; student experience. A campus tour is arranged, plus meetings with the Chair, Vice-Chancellor, Governance Services Manager and members of the Executive Leadership Team. The date of this induction session is in the Board schedule (see Appendix).

- **Training**

We require all Board members to complete online training on GDPR and cyber-security. We will share links to the training with you. We will provide briefings on safeguarding, sexual harassment awareness and freedom of speech.

The Board receives an annual report on the University's Prevent Duty monitoring, so it's essential for the Board to have an understanding of this. We ask Board Members to complete Course 1 – Awareness Course and if more than three years have elapsed, the Refresher Awareness Course. Please send your certificate to jthomas@marjon.ac.uk

We will invite you to the Board Development Session and Board Strategy Day, where relevant topics will be explored, to deepen your knowledge and strengthen your Marjon connections.

- **Resources**

The University has membership of **AdvanceHE**, a charity and professional membership scheme promoting excellence in higher education. This membership allows our Board members to access selected development sessions for free, a resource which you are warmly invited to explore: Sign up to Governance News Alerts. Please liaise with the GSM if there are events or courses which you feel would be particularly beneficial to attend.

Marjon is also a member of the British Universities Finance Directors' Group (**BUFDG**), with resources available to Board members here. Sign up for access to more areas.

Please sign up with your Marjon account to both to access these member benefits.

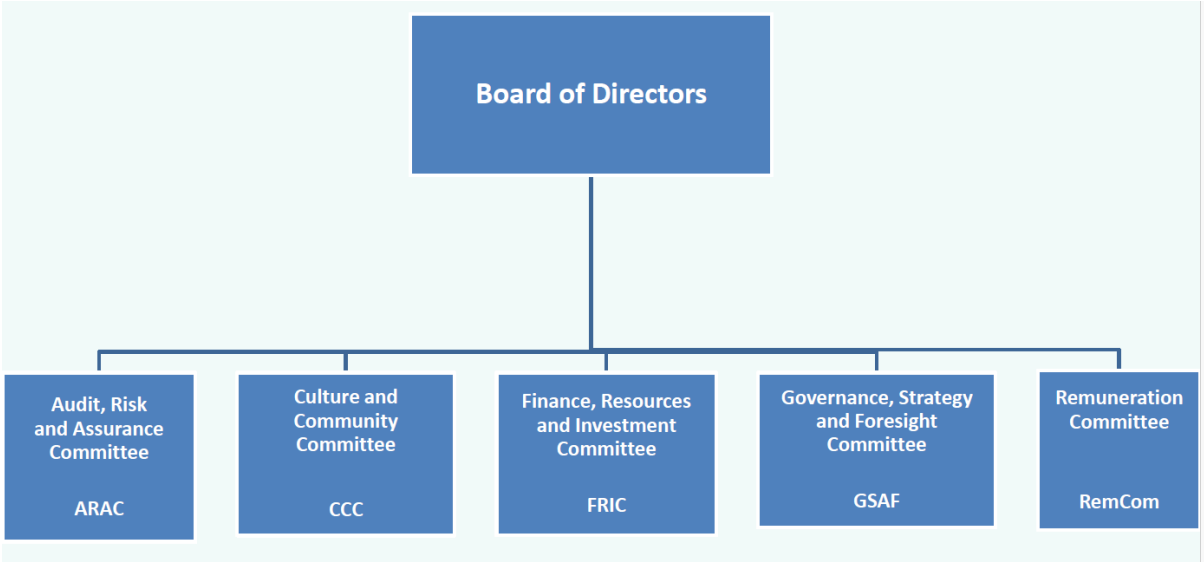
We will share bi-monthly updates from Guild HE with you, reflecting Marjon's membership of this organisation. **Wonkhe** offers insightful sector commentary via a weekly bulletin (Wonkhe Lite) – please do subscribe!

Continuous Improvement

We are constantly looking to evolve and improve what we do, so if you feel you have gaps or if there are particular areas of interest you'd like to explore do please let the GSM know. jthomas@marjon.ac.uk

The Board views governance effectiveness as an ongoing journey rather than a compliance exercise. Recommendations arising from effectiveness reviews are incorporated into action plans, which are monitored periodically to support the continued development of the Board, its Committees and the University's governance arrangements.

Section 3: Board Committees



Board Committees report to BoD in line with their Terms of Reference (ToR). These are reviewed annually by the Board to ensure they are fit for purpose. ToR include information about remit and membership. Please see the hyperlinks which follow.

Audit, Risk and Assurance Committee – ARAC supports BoD by providing independent oversight and assurance in relation to the adequacy and effectiveness of the University's risk management, internal control, governance, and assurance arrangements. ARAC makes a strategic contribution via its: insight on emerging risks; challenge to management assumptions; oversight of assurance gaps and duplication. ARAC enables BoD to satisfy itself that appropriate systems and processes are in place to support institutional sustainability, regulatory compliance and accountability, while recognising that collective responsibility for risk appetite, control and governance remains with BoD.
ARAC membership details and ToR are here.

Culture and Community Committee – CCC supports BoD by providing oversight, scrutiny and advice in relation to Marjon 2030's strategic focus on people (staff and students), organisational culture, and Marjon's place-based impact. CCC assists BoD in ensuring that the University attracts, develops and retains the people it needs to deliver its purpose and strategy, within an inclusive, ethical and values-led culture that delivers equal opportunities for all students to access higher education at Marjon and succeed in their studies and in their graduate careers, and that the University fosters positive relationships with its wider community as a responsible civic institution with demonstrable social value.
CCC membership details and ToR are here.

Finance, Resources and Investment Committee – FRIC supports BoD by providing focused oversight, scrutiny and advice in relation to the University's financial sustainability, stewardship of resources, investment activities and long-term financial resilience. The Committee operates in an advisory and recommendatory capacity, enabling BoD to discharge its responsibilities effectively while retaining collective accountability for all decisions taken in its name (CUC Code 2026, Foundational Principle; Section 4).
FRIC membership details and ToR are here.

Governance, Strategy and Foresight Committee – GSAF supports BoD by providing oversight, scrutiny and advice on the effectiveness of the University's governance arrangements, strategic direction and long-term positioning. GSAF assists BoD in assessing and promoting sound governance principles, strategic coherence and informed decision-making. GSAF's purpose is to ensure that the BoD has confidence that the University is well-positioned to respond strategically to emerging opportunities and changes in its external environment.
GSAF membership details and ToR are here.

Remuneration Committee – RemCom supports BoD by exercising delegated authority in relation to the remuneration, terms of service and severance arrangements of holders of senior posts, in order to promote fairness, transparency, accountability and value for money. RemCom ensures that senior remuneration arrangements are clearly linked to role requirements, individual and collective performance, and contribution to the delivery of the University's purpose, values and strategic priorities. Remuneration decisions are intended to support the recruitment, motivation and retention of high-quality leadership, while remaining proportionate, defensible in the public interest and consistent with the safeguarding of public funds.
RemCom membership details and ToR are here.

Board Committee Chair: Role Descriptor

Purpose

The Chair of the Committee provides effective leadership of the Committee, ensuring it fulfils its responsibilities, supports effective governance and decision-making, and provides appropriate assurance and advice to the Board.

Responsibilities

The Chair shall:

- Lead the Committee and foster a culture of openness, respect, constructive challenge and collective responsibility.
- Ensure the Committee operates in accordance with its Terms of Reference, delegated authority and the University's governance framework.
- Work with the Governance Services Manager and relevant Executive leads to develop agendas and ensure the Committee receives appropriate information.
- Chair meetings effectively, ensuring all members can contribute, discussions remain focused, and decisions and actions are clearly agreed and recorded.
- Ensure matters are considered at an appropriate strategic level and that the distinction between governance and management is maintained.
- Seek additional information, advice or assurance where necessary.
- Ensure significant risks, issues or concerns within the Committee's remit are appropriately considered and escalated.
- Report the Committee's activities, recommendations and key matters to the Board.
- Maintain constructive and appropriately challenging relationships with Executive leads and advisers.
- Support the induction, development and effectiveness of Committee members.
- Engage with the Chair of the Board and other Committee Chairs as required to support effective governance across the University.

The Committee Chair is responsible for leading the Committee effectively, facilitating constructive challenge and informed decision-making, and ensuring the Committee provides appropriate assurance and support to the Board.

Board Committee Deputy Chair: Role Descriptor

The Deputy Chair shall support the Chair in the effective discharge of the Committee's responsibilities and, when required, act in place of the Chair with the same authority in relation to Committee business. The Deputy Chair may undertake such additional responsibilities as may be delegated by the Chair or the Committee from time to time.

Section 4: Senate and Academic Governance

Senate is the University's principal academic body and is responsible for considering and advising on academic matters. Recommendations from Senate may be considered by the Executive Leadership Team where strategic, operational, financial or resource implications require executive decision-making.

The Vice-Chancellor, as Chair of Senate and leader of the Executive, ensures effective coordination between academic governance and executive management. The Board retains ultimate responsibility for academic governance and receives assurance accordingly.

'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.

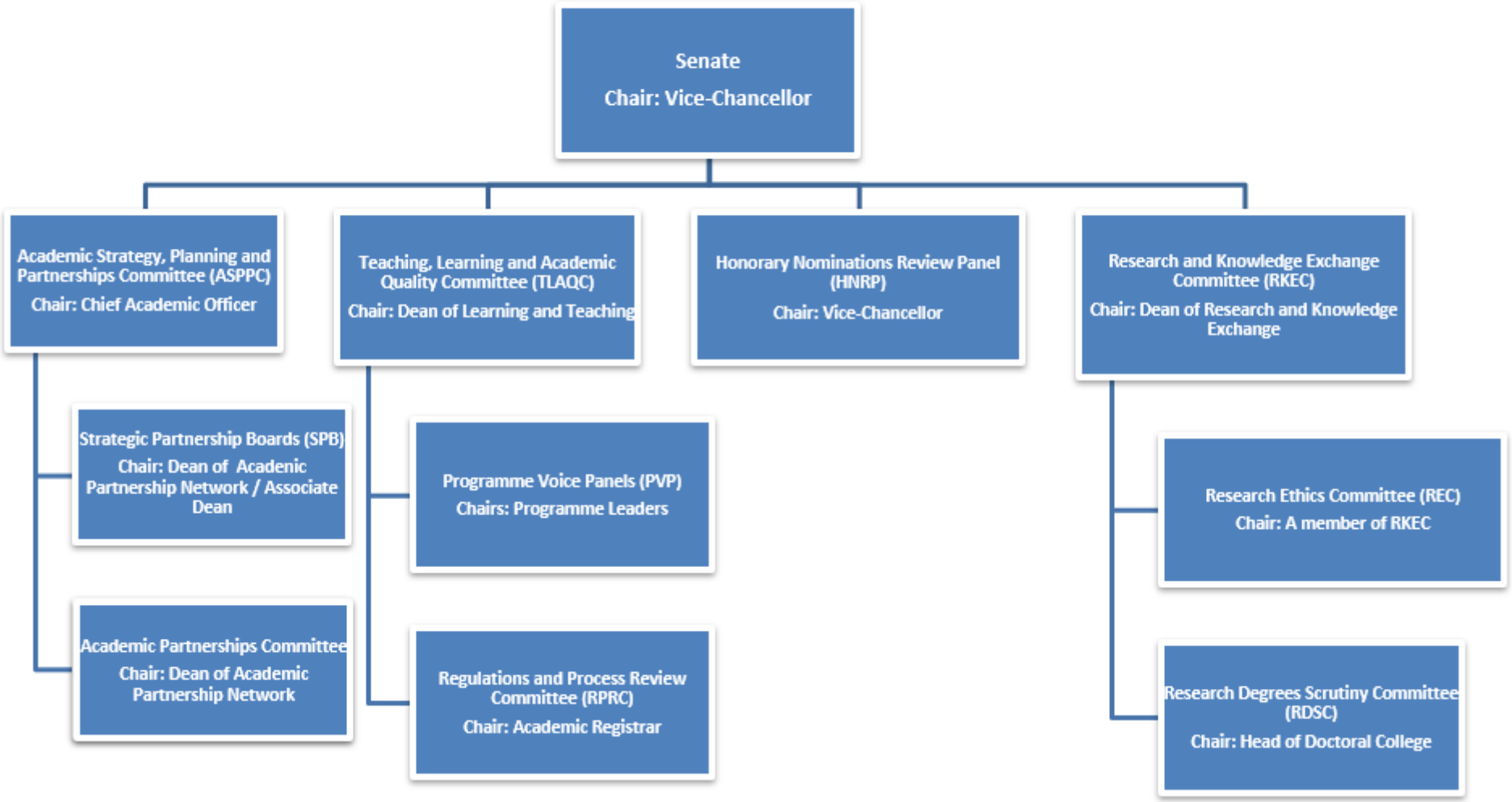
The Board must have sufficient experience and competence in relation to academic matters, and all board members, whilst not expected to be experts, should develop sufficient knowledge of academic matters to enable understanding and testing of the key elements of academic assurance. Board members should 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.'

[CUC HE Code of Governance 2026]

Board members are invited to attend meetings of Senate, as observers. Reports of strategic importance, and also minutes of meetings of Senate, flow on to the Board for approval, discussion, information or assurance.

Senate Terms of Reference are published on the University website here. Senate is supported by Academic Committees. The Academic Committee Structure Chart, on the following page, shows the assurance which flows to the Board of Directors from Senate and its Academic Committees.

University of St Mark & St John - Academic Committee Structure 2026-27



Conclusion

Thank you for your commitment to serving Plymouth Marjon University.

Through your contribution as a Director and Trustee, you play a vital role in helping the University fulfil its mission to end social inequity through life-changing teaching, learning, research and knowledge exchange, and in supporting its vision to be a beacon of opportunity and possibility for Plymouth, the region and beyond.

The Board's role extends beyond governance and oversight. It is responsible for stewarding the University's values, safeguarding its long-term sustainability and helping to shape the next chapter of Marjon's future. Through support, challenge, collective responsibility and informed decision-making, Directors contribute to the delivery of the Marjon 2030 Strategy and its commitment to Student Success, Research and Knowledge Exchange, and Place and Social Purpose.

As Board members, we are guided by Marjon's values of **Humanity, Ambition, Curiosity and Independence**, working together to ensure that the University remains a distinctive, values-led and impactful institution.

We look forward to working with you as part of **Team Marjon**, continuing the University's tradition of "Inconvenient Excellence" and helping to shape the future together.

Team Marjon - we look forward to working with you!