

The Board of Governors aligns its practices against the CUC Higher Education Code of Governance. The Board has followed this Code for a number of years and conducts a review of compliance at regular intervals.

An internal review took place in March 2021, following the publication of the updated CUC Higher Education Code of Governance in 2020. An external review (by the University's internal auditors, PricewaterhouseCoopers) took place in 2022-23. The full report was considered by the Audit Committee and Governance & Nominations Committee and received by the Board of Governors in July 2022.

The summary position was that the University was able to provide evidence to show that the design of its governance arrangements was aligned to requirements of the CUC Higher Education Code of Governance. The Governance Secretariat (University Secretary & Registrar and Governance Officer) were able to show that they were abreast of changes to requirements, the implications of these on the University's arrangements and how compliance could most effectively be demonstrated.

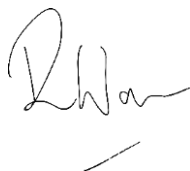
Board effectiveness is monitored by the Governance & Nominations Committee which meets three times per year. The Board Effectiveness Review Process is agreed by this committee at the start of the academic year, following consideration of the previous year's approach and outcomes.

Governors review and comment on the Board's effectiveness through an online self-assessment survey annually. The Chair of the Board meets with all Governors annually on a 1:1 basis to inform wider discussions on effectiveness. Committees review their effectiveness through surveys and discussion in meetings once a year, reporting to the Governance & Nominations Committee on any recommendations and action plans. '360 reviews' (introduced in 2020/21) have proved insightful and will continue on an ongoing basis, seeking feedback from members of Senior Management Team and auditors on the effectiveness of the Board, Committees and Chair of the Board.

The Chair of the Board reviews his/her effectiveness through a meeting with the Deputy Chair(s) to discuss performance. A confidential report is subsequently drawn up by the Deputy Chair(s) and the findings are presented to the Governance & Nominations Committee for review. The Committee brings a recommendation to the Board regarding the suitability of the Chair to continue in post for the coming year.

Finally, the Vice-Chancellor's performance and the effectiveness of the institution as a whole are reviewed with the Chair of the Board annually as part of the University's Personal Development Review process and through monitoring of key objectives and KPIs. The Board of Governors delegates to the Remuneration Committee full powers to act on its behalf in matters relating to the terms and conditions of service and the emoluments of the holders of 'Senior Posts' as defined in the Articles of Association. The basis for assessing their performance and effectiveness is set out in the Senior Pay Policy and the work of the Committee is reported via the Annual Remuneration Statement.

*Vice-Chancellor, Professor Rob Warner:*



*Chair of the Board, Mr Graham Raikes, MBE:*



*University Secretary, Mr Stephen Plant:*



*Date: 1 August 2022*