

**ROLE AND RESPONSIBILITIES OF INDIVIDUAL GOVERNORS**

1. Individual Governors should at all times conduct themselves in accordance with accepted standards of behaviour in public life which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
2. Governors should exercise their responsibilities in the interests of the University as a whole rather than as a representative of a particular constituency. They should not act individually, or as representatives of a constituency or in informal groupings, to take decisions on Board business on an ad hoc basis outside the constitutional framework of the meetings of the Board, its committees or sub-committees. Governors nominated by particular constituencies should not act as if delegated by the group they represent. No member is bound, when speaking or voting, by mandates given to him/her by others, except when acting under approved arrangements as a proxy for another member of the Board of Governors.
3. Independent, lay or co-opted Governors bring particular behaviours to the Board of Governors. They should question intelligently, debate constructively, challenge rigorously and decide dispassionately, and they should listen sensitively to the views of others, inside and outside meetings of the Board.
4. Independent, lay or co-opted Governors should take care not to become involved in the day-to-day executive management of the University. This also applies to staff and student members of the Board of Governors, except that in the course of their employment or in their activities as students, they may have executive responsibilities within the University.
5. Governors should acknowledge that as individual Governors they have no legal authority outside meetings of the Board of Governors, its committees or sub-committees. They do not have the right, other than through the Chairman and with the agreement of the Board of Governors, to make statements or express opinions on behalf of the Governors.
6. Governors should respect the confidentiality of those items of business which the Board of Governors decides from time to time should remain confidential.
7. It is central to the proper conduct of business of the Board that Governors should act and be perceived to act impartially. The University maintains a Register of Interests of Governors updated annually. This is considered in more detail in Section 7(ii) of the Handbook.
8. Where Governors perceive a potential conflict of interest in any issue under discussion, they should declare this at the earliest possible stage and may exclude themselves, or be asked to absent themselves, from any subsequent discussion of the matter involved.

Code of Corporate Governance and Governors Handbook

6(iii) Role and responsibilities of individual Governors

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9. Individual Governors who have advised, or have managed, any member of staff who subsequently instigates a grievance against the University, or against whom disciplinary proceedings are considered by the University, should declare this involvement at the earliest possible stage and may exclude themselves, or be asked to absent themselves, from any subsequent discussion of the matter involved.
  
10. The responsibilities outlined above should be read in conjunction with Sections 7(ii) and 7(iii) covering respectively the Board's arrangements for maintaining a Register of Interests of Governors and for dealing with possible conflicts of interest.