



Prifysgol Wreccsam  
Wrexham University



# Independent Governors.

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Pack 2024

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Wrexham University

# Welcome from the Chair of the Board and the Vice Chancellor



A handwritten signature in black ink, appearing to read 'Leigh Griffin'.

**Dr Leigh Griffin**  
Chair of the Board of Governors



A handwritten signature in black ink, appearing to read 'Maria Hinfelaar'.

**Professor Maria Hinfelaar**  
Vice-Chancellor

Thank you for your interest in becoming a member of the Board of Governors of Wrexham University.

We are seeking to appoint new independent governors at an exciting time for the University. New members will enhance the expertise and diversity of the Board, support our core values, and help to shape and deliver our new University Vision and Strategy to 2030.

Wrexham University is a young and ambitious University having been established in 2008 in response to the social and economic needs of the region, building on the strong links its predecessor institutions had developed with employers over the previous 120 years. The University's main campus is in Wrexham in North East Wales, with campuses nearby in Northop and St Asaph.

In addition to our undergraduate provision we also have a significant and growing presence in transnational education, offering our programmes to students around the world through franchise partnerships and welcoming international students to our campuses, as well as through a suite of online postgraduate programmes.

The Vision and Strategy responds to the changing landscape of higher education in Wales and the UK and guides the University in building on past achievements and furthering our partnerships, in education, in innovation and research.

In recent years we have made real progress in establishing the University as an anchor institution in the region working to our Vision and Strategy 2025 in which our core values are enshrined: accessible, supportive, innovative and ambitious. We are also civically engaged working with partners and communities across North Wales to make a positive difference for the public good.

In the Complete University Guide 2024 we are in the top 10 in the UK for Student satisfaction. We are in the top 10 for Teaching Quality in the Sunday Times Good University Guide 2024 and we are recognised again as the top University in Wales and the wider UK HE sector for social inclusion, helping students from diverse backgrounds to fulfil their ambitions.

We are committed to continuing to build an academically vibrant and sustainable University for the region and beyond, aligned with our mission to inspire and enable through higher education, research and engagement, working together with our students, staff and partners.

We are transforming our campuses and our digital capability in line with our Campus 2025 Masterplan.

As a governor you will be working with an engaged and committed Board and senior executive team, as well as academic and professional services staff and students.

The oversight, constructive challenge and support provided by the Board helps ensure the University's success, sustainability and contribution to the communities it serves.

We thank you in advance for your interest in joining our Board of Governors and look forward to hearing from you.



# The Role of the Board of Governors

The Board of Governors has collective responsibility for determining the University's educational character, for enabling the University to achieve and develop its mission and primary objectives of learning, teaching, and research, ensuring the solvency of the University and safeguarding its assets.

Key attributes of governors include the ability to question intelligently, debate constructively, challenge rigorously and listen sensitively to the views of others inside and outside of meeting. The term of office for governors and co-opted committee members is four years with the possibility for this to be renewed for a second four-year term.

The Board is made up of 20 members, up to 13 of which are appointed from outside the University (independent) alongside the Vice-Chancellor (Chief Executive) and elected staff and student governors.

## Time Commitment

The time commitment equates to approximately 30 – 50 hours annually which includes five half day Board meetings, one full day strategy event, a small number of development workshops as required, as well as optional social events.

The Board delegates some of its powers to its committees and Governors are also asked to serve on at least one committee of the Board, although consideration will be given to the time commitment that members can personally give.

The Board's Committees are:

- Strategy and Finance,
- Audit and Risk,
- People and Culture,
- Nominations and Governance,
- Remuneration,
- Academic Quality and Standards

Board and committee meetings are held in the daytime, normally on Thursdays and Fridays. Meetings are held in person in Wrexham, however there are occasional on-line meetings as well as options for governors to join meetings remotely at times when attendance at the University may be challenging due to personal commitments.

The role of an independent governor or a co-opted committee member is not remunerated, however travel and other necessary expenses incurred carrying out University business will be reimbursed.

# Diversity of the Board

There needs to be a balance of expertise within the membership and the Board recognises that diversity of knowledge, skills, backgrounds and experiences are an important part of that balance, if the Board is to be truly representative of the student, staff and community it serves.

The Board seeks to remove any barriers that might deter people from expressing an interest in joining the board and welcomes expressions of interest from people from all backgrounds for consideration for appointment. We particularly welcome applications from groups currently under-represented on the Board including individuals with disabilities and those from a diverse range of ethnicities.

## The Role

### 1. Introduction

1.1 The Board of Governors is responsible for ensuring the effective management of the University and for planning its future development. Its responsibilities are set out in the Board's Statement of Primary Responsibilities. Principally these responsibilities are to act as the principal financial business authority of the University, to set the educational character, mission and strategic vision of the University, to be the legal authority ensuring the University meets all of its legal obligations, to be the employing authority for all staff and to safeguard the student experience.

1.2 The Committee of University Chairs' Higher Education Code of Governance highlights that "good governance requires a set of strong relationships based on mutual respect, trust and honesty to be maintained between the Board of Governors, the clerk, the vice chancellor and the senior management team."

1.3 All members of the Board of Governors, whether independent (lay) staff or student governors, are required to bring particular behaviours to the Board. They should question intelligently, debate constructively and challenge rigorously and also listen sensitively to the views of others.

### 2. Membership

2.1 Members are expected to play an appropriate part in ensuring that the necessary business of the Board of Governors is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business. They are expected to make rational and constructive contributions to debate and to make their knowledge and expertise available to the Board of Governors as opportunity arises.

**2.2** Members have a responsibility for ensuring that the Board of Governors acts in accordance with the Instruments and Articles of Government of the University and with the University's internal rules and regulations, and should seek advice from the Clerk in any case of uncertainty.

**2.3** Members are required to accept collective responsibility for the decisions reached by the Board of Governors. Members elected, nominated or appointed by particular constituencies may not act as if delegated by the group they represent, and may not be bound in any way by mandates given to them by others.

### **3. Standards and Proper Conduct of Public Business**

**3.1** Governing bodies are entrusted with funds, both public and private, and therefore have a particular duty to observe the highest standards of corporate governance. This includes ensuring and demonstrating integrity and objectivity in the transaction of their business, and wherever possible following a policy of openness and transparency in the dissemination of their decisions. Such diverse funding sources also require that Universities adhere to the good practice appropriate to both public and private sector bodies.

**3.2** Individual members of the Board of Governors and the Board of Governors itself 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. Members must also adhere to the requirements set out in the University's Code of Conduct for members of the Board and must provide such information to the Clerk and / or Chair as may be required to ensure such requirements are met e.g. disclosure of interests, curriculum vitae or relevant personal information.

**3.3** It is central to the proper conduct of public business that chairs and members of the Board of Governors should act and be perceived to act impartially, and not be influenced in their role as governors by social or business relationships. Members must make a full and timely disclosure of personal interests to the Clerk in accordance with the procedures approved by the Board of Governors. They must as soon as practicable disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the management of that situation, in order that the integrity of the business of the Board of Governors and its Committees may be seen to be maintained.

**3.4** Since the University is a Charity, members have a responsibility for ensuring that the Board of Governors exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.

## 4. The Business of the University

4.1 Members have a responsibility for ensuring that the Board of Governors exercises control over the strategic direction of the University, through an effective planning process, and that the performance of the University is adequately assessed against the objectives which the Board of Governors has approved.

4.2 Strategic Planning: The Board of Governors has a duty to enable the University to achieve and develop its mission and primary objectives of learning and teaching and research. This responsibility includes considering and approving the University's strategic plan, which sets the academic aims and objectives of the University and identifies the financial, physical and staffing strategies necessary to achieve these objectives.

4.3 Monitoring Effectiveness and Performance: The Board of Governors should regularly monitor its own effectiveness and the performance of the University against its planned strategies and operational targets.

4.4 Finance: The Board of Governors's financial responsibilities include:

- ensuring the solvency of the University and safeguarding its assets
- approving the financial strategy
- approving annual operating plans and budgets which should reflect the University's strategic plan

- ensuring that funds provided by the Funding Council are used in accordance with the terms and conditions specified in the Funding Council's Financial Memorandum
- ensuring the existence and integrity of risk management, control and governance systems and monitoring these through the Audit Committee
- receiving and approving annual accounts (audited financial statements).

4.5 Audit: The Board of Governors is responsible for directing and overseeing the University's arrangements for internal and external audit.

4.6 Estate Management: The Students' Union: The Board of Governors should take such steps as are reasonably practicable to ensure that the students' union operates in a fair and democratic manner and is accountable for its Board of Governors is responsible for oversight of the strategic management finances.

4.7 Human Resource Management: Management: The Board of Governors has responsibility for the University's human resource and employment policy. This includes ensuring that pay and conditions of employment are properly determined and implemented for all categories of employee. The Board of Governors is also responsible for appointing and setting the terms and conditions for the Vice Chancellor and such other senior posts as it may from time to time be determined.

**4.8** Equality and Diversity: The Board of Governors should ensure that non-discriminatory systems are in place to provide equality of opportunity promoting a culture which supports inclusivity and diversity across the institution for staff and students.

**4.9** Students' Union: The Board of Governors should take such steps as are reasonably practicable to ensure that the students' union operates in a fair and democratic manner and is accountable for its finances.

**4.10** Healthy and Safety: The Board of Governors carries ultimate responsibility for the health and safety of employees, students and other individuals while they are on the University's premises and in other places where they may be affected by its operations. The Board of Governors' duties include ensuring that the University has a written statement of policy on health and safety, and arrangements for the implementation of that policy.

**4.11** Members should endeavour to establish constructive and supportive but challenging working relationships with the University employees with whom they come into contact, but must recognise the proper separation between governance and executive management, and avoid involvement in the day-to-day executive management of the University. This also applies to the staff and student members of a 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.

**4.12** Members will normally be appointed by the Board of Governors to at least one standing committee of the Board of Governors and are expected to play a full part in the business of all committees to which they are appointed. The committees of the Board in place are:

- Strategy and Finance Committee
- Audit and Risk Committee
- People and Culture Committee
- Nominations and Governance Committee
- Remuneration Committee
- Academic Quality and Standards Committee

## **5. The External Role**

**5.1** Members may be asked to represent the Board of Governors and the University externally, and will be fully briefed by the University to enable them to carry out this role effectively.

**5.2** Members may be asked to use personal influence and networking skills on behalf of the University (the 'door-opening' role).

**5.3** Members may be asked to play a role in liaising between key stakeholders and the University, or in fund-raising. They will be fully briefed by the University to enable them to carry out this role effectively. However, this role in particular will be exercised in a carefully co-ordinated fashion with other senior officers and staff of the University.



## 6. Personal Attributes

- 6.1 Members will have a strong personal commitment to Higher Education and the values, aims and objectives of the University.
- 6.2 Members will at all times act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.
- 6.3 Members are expected to attend all meetings of the Board of Governors and of committees of which they are a member, or give timely apologies if absence is unavoidable. Meeting dates are normally set at least six months in advance.
- 6.4 Members are expected to read agenda papers in advance, ask appropriate questions at meetings and engage in debate so as to assure themselves that matters are being appropriately managed by the University.
- 6.5 Members should participate in procedures established by the Board of Governors for the regular appraisal/ review of the performance of individual members. Members should attend any induction activities arranged by the University and participate in appropriate training events such as those arranged by external organisations which will be drawn to their attention by the Clerk.
- 6.6 Membership of the Board of Governors is not remunerated, but members are encouraged to reclaim all travelling and similar expenses incurred in the course of University business, via the Clerk. Directors' and Officers' Liability Insurance is in place.
- 6.7 The formal start date and duration of appointment, together with any other relevant considerations will be set out in an appointment letter.
- 6.8 The likely overall time commitment required of members is 30- 50 hours per year and would include five Board meetings, two to five committee meetings and a number of additional meetings or events that might require governor attendance e.g University awards ceremonies, official openings, special board meetings, induction and development sessions

# Further Information

Further information on the Board of Governors and the University generally can be found at:

[University Governance and the Board](#)

[Code of Conduct for Governors](#)

[Board statement of Primary Responsibilities](#)

[The University's senior executive team](#)

[Annual Report and Financial Statements for the year ended 31st July 2023](#)

[Privacy Statement](#)

## What do current governors say about their experience?

*"I was appointed as an Independent Governor in July 2021 and can heartily recommend the experience. The role is challenging and wide-ranging but also hugely rewarding and exhilarating. The ethos and values of Wrexham University shine through at every level and it is a real privilege to be part of the team. I have felt very well-prepared for the role, both through the recruitment process and the induction training, but the ongoing support and encouragement is also outstanding."*  
- [\*Diane McCarthy, Independent Governor\*](#)

*"I find my work on the Board of Governors both stimulating and challenging. I enjoy working with so many people from diverse backgrounds and feel that I am always able to make a positive difference."*  
- [\*David Subacchi, Independent Governor\*](#)

*"Being on the board of Wrexham University has for me been a brilliant time. So far, it has allowed me to learn hugely from other board members but at the same time contribute freely to discussions and then to go out and enjoy seeing the great things that our staff and students are experiencing."*  
- [\*Martin Chambers, Independent Governor\*](#)

## How to Apply

If you wish to apply to join the Board of Governors, or are interested in a co-opted committee role, please submit your CV with a covering letter setting out your reasons for your interest in joining the University's Board or a committee addressed to the Clerk to the Board of Governors.

The closing date for applications is **5.00pm, Monday 13th May 2024**. The selection process is being overseen by the Board's Nominations and Governance committee and will involve an interview with up to four governors.

## Recruitment Timeline

Interviews: **May-June 2024**

Travel Expenses associated with the interview process will be reimbursed.

If you would like an informal conversation about the role of governor, please do not hesitate to contact the Clerk via e-mail in the first instance to arrange a time for a telephone conversation.

Mr David Clarke, Clerk to the Board of Governors, Wrexham University, Plas Coch, Mold Road, Wrexham, LL11 2AW.

E-mail: [david.clarke@wrexham.ac.uk](mailto:david.clarke@wrexham.ac.uk)



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