

ASSOCIATION OF COMMONWEALTH UNIVERSITIES

Code of Governance

This Code is modelled on the Code of Governance recommended by the Committee of University Chairmen for adoption by all higher education governing bodies in the United Kingdom; it has been adapted to meet the constitution and circumstances of the Association.

1. Role of the Council

- i. The Council is the overall governing body of the ACU and is collectively responsible for overseeing the Association's activities and determining its future direction. It will ensure compliance with the laws of England, with the Association's Charter and Statutes and with the Association's framework of governance. It will take all final decisions on matters of fundamental concern to the institution.
- ii. The Council is collectively responsible for the solvency of the Association.
- iii. Members of the Council and its subordinate bodies shall 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.
- iv. The Council shall meet at least once a year face to face. Its membership is set out in the attached schedule.
- v. The Council shall adopt a Statement of Primary Responsibilities, including a Framework of Delegation, in particular to the Executive Committee, which shall include provisions relating to:
 - approving the mission and strategic vision of the ACU, long-term business plans, key performance indicators and annual budgets, and ensuring that these meet the interests of stakeholders
 - ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment processes, and clear procedures for handling internal grievances and for managing conflicts of interest
 - appointing the Secretary General as chief executive of the ACU and putting in place suitable arrangements for monitoring his/her performance
 - ensuring the financial security of the ACU.

vi. The Statement of Primary Responsibilities shall be published widely, along with the identification of key individuals (Chair, Vice Chair, Treasurer, Secretary General and chairs of major committees) and a broad summary of the responsibilities that the Governing Body delegates to the Executive and other committees and to management. This Statement is attached, together with a schedule which sets out the composition of the Council and its committees.

vii. All members of the Council should exercise their responsibilities in the interests of the ACU as a whole rather than acting as representatives of any constituency. The ACU shall maintain a register of interests of members of the Council and its committees.

viii. The Chair shall be responsible for the leadership of the Council and be ultimately responsible for its effectiveness. The Chair and the Secretary General shall ensure that the ACU has well developed relationships with its stakeholders.

ix. The Secretary General shall be responsible for advising the Council and the Executive Committee on the strategic direction and management of the ACU. The Secretary General shall be accountable first to the Executive Committee and ultimately to the Council. The Council shall make clear, and regularly review, the authority delegated to him/her as chief executive, having regard to that conferred directly by the instruments of governance.

2. Structure and Processes

x. The Council shall ensure that, as far as is practical, the membership of its committees reflects the geographic coverage of the ACU's composition and contains a balance of gender, skills and experience sufficient to ensure the effective operation of the ACU and maintain stakeholder confidence. To achieve an optimum balance, external members may be appointed to committees.

xi. When selecting a new Chair or other office holder, a full role description should be produced, including an assessment of the time commitment expected.

xii. A secretary to the Council shall be appointed by the Chair, in consultation with a Member of Council and the Secretary General. The appointment shall be endorsed (electronically) by the full Council. The secretary shall be accountable both to the Chair and to the Secretary General and shall be responsible for ensuring compliance with all procedures and for ensuring that papers are provided in a timely manner with information in a form and of a quality to enable the Council to discharge its duties. All members of the Council shall have access to the secretary.

xiii. The proceedings of the Council shall be conducted in as open a manner as possible and information and papers restricted only when the wider interests of the ACU or the public interest demand, including the observance of contractual obligations.

3. Effectiveness and Performance Review

xiv. In so far as it falls within its capability, the Council shall keep its effectiveness and the effectiveness of the subordinate committee structure under regular review and not less than every 5 years shall undertake a formal effectiveness review. Effectiveness shall be measured both against the Statement of Primary Responsibilities and against compliance with this Code. In the light of such reviews, the Council shall revise its structures or processes accordingly.

xv. In reviewing the overall effectiveness of the Association, the Council shall, within its capability, examine the performance of the ACU as a whole in meeting long term strategic objectives as well as measuring up to short term key performance indicators.

June 2009

Attachments:

- *Schedule of Council Members*
- *Statement of Primary Responsibilities of the Council*
- *Schedule of the Composition of the Council and its Committees*