Time and commitment

A question that many prospective and new governors ask is how much of a time commitment is required to fulfill the role effectively? The simple answer is that there is no norm, and that practice varies widely. At an absolute minimum, participation by independent members may be no more than attending four or five meetings a year, plus preparation time. However, this commitment can rapidly grow when members are involved in committees (as most are), participate in ‘away-days’ or other strategy sessions, and perhaps attend cultural or other events or a graduation ceremony.

Remuneration and expenses

Governors in universities and colleges are not usually paid (although expenses are normally claimed) and membership in most institutions is based on the ‘voluntary principle’ of community service.

Personal liability

Prospective governors will want to know the nature and extent of their personal liability. Providing information on this is an institutional responsibility, and the clerk or secretary to the governing body you are thinking of applying to join should be able to explain the position to you, including whether members are part of any professional indemnity or trustee indemnity insurance cover.

Overall, the law relating to personal liability is complex and relatively untested by the courts. The CUC Guide provides good general advice, which in summary is that if governors act honestly, diligently and in good faith, avoiding real, potential or perceived conflicts of interest, and contribute only to corporate decisions, issues of personal liability are unlikely to arise. So governors would only be likely to find themselves at risk if they were to act recklessly, ignore professional or other advice, or be in breach of fiduciary or governance duties. It is for this reason that some institutions decline to take out indemnity cover, arguing that such insurance would, in any case, be deemed to be invalid if unreasonable behaviour had occurred. Governing body members are, of course, charity trustees and subject to the obligations imposed by charity law.

Equality and Diversity

Many universities and colleges are trying to ensure that governing body membership is diverse in all ways, and reflects at least in part the communities from which their students and staff are drawn. For example, with a majority of female students in many institutions and increasingly large numbers of students from ethnic minorities and from overseas, many institutions are trying to move away from the traditional male dominated governing body.

Recruitment and selection

The recruitment of new independent or lay governors is usually dealt with by a nominations committee, whose role is to find and recommend new members to the governing body and, in some cases, to recommend allocating members to committees. Prospective governors who are short listed for a vacancy will usually be interviewed by members of the nominations committee.

Periods of office

Governors in higher education are usually appointed for an initial fixed term of three or four years. Reappointment for one more term is permissible and normal, but not
usually automatic, and a nominations committee will usually make a conscious decision about continuation in each case.

**Propriety and transparency**

The governing bodies of universities and colleges must ensure appropriate propriety and transparency in the governance of their institution. As bodies which receive public funding, all institutions must act within the powers set out in relevant legislation and their actions could be challenged in the courts through the process of judicial review. The public nature of the governing body’s role, its financial accountability through the relevant funding bodies to devolved administrations and/or ultimately to Parliament, its stewardship of substantial public funds, and not least the good name of the institution and the interests of its students, all demand very high standards of conduct in exercising its functions. HEIs are also charities and governors are therefore charity trustees.

A key tenet of public service and of the 'Nolan Principles' is that governors should act with integrity and transparency, and above all, must serve the interests of the organisation and not their own. Every new governor and all relevant senior officers should complete a declaration of interests, which should be kept up-to-date and reviewed at least annually. Governing bodies should also have an agreed process for how governors with a declared interest should behave.

Governors must also guard against conflicts of interest that arise outside formal meetings. The areas of greatest vulnerability are those involving considering tenders and awarding contracts.

**Contacting universities and colleges**

There are between 1500 and 2000 external governors on the governing bodies of universities and colleges, and with most serving two periods of office this means that there are approximately 250 vacancies to be filled every year. In any one year each institution is likely to fill 2 or 3 positions.

To find out how vacancies are filled and if new governors are being sought, prospective governors should generally contact the clerk or secretary of the institution in which they are interested. The contact details for the clerk or secretary are almost always provided on the institution's web site. Many institutions advertise governor vacancies in the national or local press.

Find more information and resources on this topic on our website at: www.lfhe.ac.uk/en/governance/becoming-a-governor