

**ROLE AND RESPONSIBILITIES OF THE CLERK TO THE GOVERNORS**

1. The Clerk to the Governors has a key role to play in the operation and conduct of the Board of Governors, and in ensuring that appropriate procedures are followed.
  - (a) The Clerk to the Governors should be appointed to that post by the Board of Governors.
  - (b) Irrespective of any other duties that the Clerk may have within the University, when dealing with Board of Governors business the Clerk will act on the instructions of the Board of Governors itself.
  - (c) In carrying out his/her role as Clerk to the Governors, the Clerk should be solely responsible to the Board of Governors and should therefore have a direct reporting link to the Chairman of the Board for the conduct of Board business (ie agendas, papers, minutes etc).
  - (d) The Chairman and members of the Board of Governors should look to the Clerk for guidance about their responsibilities under the articles, ordinances and regulations to which they are subject, including legislation and the requirements of the Funding Council, and on how these responsibilities should be discharged. It is the responsibility of the Clerk to alert the Board if he believes that any proposed action would exceed the Board's powers or be contrary to legislation or to the Funding Council's Financial Memorandum. (Note: the Vice-Chancellor is formally responsible for alerting the Board if any action or policy is incompatible with the terms of the Financial Memorandum but this cannot absolve the Clerk from having this responsibility as well.)
  - (e) The Clerk should be solely responsible for providing legal advice to or obtaining it for the Board of Governors, and advising it on all matters of procedure.
  - (f) The Clerk should advise the Chairman in respect to any matters where conflict, potential or real, may occur between the Board of Governors and the Vice-Chancellor.
  - (g) The Clerk should ensure that all documentation provided for members of the Board of Governors is concise and its content appropriate.

## Code of Corporate Governance and Governors Handbook

6(vi) Role and responsibilities of the Clerk to the Governors

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2. It is incumbent on the Board of Governors to safeguard the Clerk's ability to carry out these responsibilities. It is important that the Clerk also both consults with and keeps the Vice-Chancellor fully informed on any matter relating to Board business (other than in relation to the Remuneration Committee's consideration of the Vice-Chancellor's emoluments). It is good practice for the Chairman of the Board, the Vice-Chancellor and the Clerk to the Board to work closely together within the legal framework provided by the Articles of Government laid down by the University and the Funding Council's Financial Memorandum. If this is not possible because of inappropriate conduct by one of the parties involved, it is the responsibility of the Board of Governors to take appropriate action.
  
3. If there is a conflict of interest, actual or potential, on any matter between the Clerk's administrative or managerial responsibilities within the University and his/her responsibilities as Clerk to the Board of Governors, it is the Clerk's responsibility to draw it to the attention of the Board of Governors. If the Board of Governors believes that it has identified such a conflict of interest itself the Chairman should seek advice from the head of the University, but must offer the Clerk an opportunity to respond to any such question.