



CDBU Code of Ethical University Governance

Final version , following consultation

Published: December 2025

Summary

The CDBU Code of Ethical University Governance is underpinned by the principle that governing bodies have a substantive part to play in affirming higher education as a prized public asset. The Code positions governors as ambassadors for their sector, promoting the university to everyone in society and providing reassurance that income is being spent fairly, transparently and in ways that maximise the educational value of the institution. The need for governors to be scrupulous – and to operate according to the highest standards of public, organisational and academic life – is particularly pronounced during periods of financial pressure and political mistrust. Where university governance has positive long-term impact, it goes beyond policy and process, creating a collegial space that enables decisions to be reached in principled, collaborative, and exemplary ways.

1. Introduction

1.1. Within the university, the governing body (which can also be known as the Council, Court, or Board of Directors) has collective oversight of the institution and is ultimately accountable for all activities. This includes approving final decisions on finance, and ensuring compliance with the legal and regulatory frameworks through which the university accounts to government. In addition to meeting the requirements imposed on it as a corporate body,

and observing institutional statutes and ordinances, the governing body plays an important role in upholding the institution's reputation. This means it is responsible not only for gaining an informed overview of the university's operations, but also for understanding how academic and administrative managers (such as Vice Chancellors, Pro-Vice Chancellors, Registrars, Deans and Heads of School) are running the university, and for holding them to account where necessary.

1.2. The CDBU Code of Ethical University Governance has been developed to help governing body members sustain the most principled, transparent, and context-sensitive forms of governance. Governors are expected to interpret their role broadly, which includes advocating for higher education as a shared, societal benefit as well as championing their individual institution. The Code offers a framework that can be operationalised by all governors, regardless of membership type, role, or seniority. It is to be read alongside the university's own ordinances and relevant legal and regulatory documents.

1.3. Ethical governance is complex and challenging, and goes beyond both the terms of this Code and compliance with the Nolan Principles of Public Life (which outline the standards to which all public office holders in the UK are expected to adhere). Governors recognise that the Nolan principles offer no more than a minimum threshold, and seek to raise the bar higher. At heart, ethical governance requires an organisational culture that exemplifies principles such as equity, diversity, respect, professionalism, and integrity. Though the best interests of students and staff are at the heart of all the governing body does, it is also cognisant of its responsibilities to the wider public, the government, the planet, and the growth of public knowledge and understanding. Achieving this requires more than receiving management reports and other second-hand assurances: effectual governing body members are active in their approach, bringing curiosity, even-handedness, and persistence about and towards the university at all times.

1.4. The Code builds on research undertaken by the CDBU in 2024 that involved interviews with current or former members of governing bodies at over forty English universities. It complements guidance offered elsewhere,¹ but differs in that it considers university governance from the perspective of governors – as a web of inter-personal relationships that collectively safeguard the institution and the wider higher education ecosystem – as well as a top-down exercise in compliance. Though governance practices vary significantly between institutions within England and the devolved nations, as well as from one national context to the next, the priorities set out have relevance for higher education sectors globally. The Code is reviewed regularly by the CDBU to ensure it remains relevant and fit for purpose.

¹ See the [Higher Education Code of Governance](#) issued by the Committee of University Chairs (CUC), the [Scottish Code of Good Higher Education Governance](#) issued by the Committee of Scottish Chairs, and the [UK Corporate Code of Governance](#).

2. The Six Principles of Ethical University Governance

The following values are at the forefront of governors' minds as they execute their duties, and collectively comprise a moral foundation for all operational and strategic activity:

- a. **Constructive Criticism:** Institutional managers are robustly challenged and fairly held to account; decision-making practices and outcomes are subjected to close, critical engagement.
- b. **Equity of Membership:** All members of the governing body have equal status, and all views receive full consideration, regardless of governors' demographic profiles, membership type, or perceived political alignment.
- c. **Collaboration and Professional Trust:** Governing bodies consult with relevant parties at every opportunity to ensure that their strategic vision and operational choices are informed by as wide a range of voices as possible; academic expertise is actively sought out, especially where it is available within the institution.
- d. **Open Communication:** Governing bodies invite close scrutiny of their activities, ensuring that all members are fully included in all discussions, and the institution's community of students and staff are kept updated through the most direct, accessible and prompt forms of two-way communication available.
- e. **Institutional Responsibility:** Governing bodies safeguard the reputation of their own university by ensuring it operates on as sustainable a financial footing as possible, through budgetary decisions that have integrity, and prioritise the wellbeing of students and staff; are curious about, and seek, disciplinary of.

3. Sector Responsibility: Governing bodies recognise that their institution is one within a larger higher education ecosystem, and that their approach impacts the whole sector; opportunities are sought to promote the value of higher education to the benefit of all citizens by articulating and expanding its collective public good.

Operationalising the CDBU Code

The six principles above are achievable only through co-operation, mutuality and trust. Because each university governing body acts within its own unique institutional context, and many function according to particular legal and regulatory parameters, operationalising the Code is a matter for the judgment of each board. The following sections are intended to help ensure that the governing body meets – or, better still, exceeds – expectations. In a number of areas, principles may be perceived to compete against each other, and tensions arise. Examples of how the Code may be operationalised are noted for each.

3.1. Board membership

3.1.1. It is vital that Robust and transparent mechanisms are in place for recruiting new governors and renewing membership of current governors. Nominations sub-committees see themselves as

3.1.2. Governing bodies benefit from regular injections of new ideas, ideally emerging from individuals with a wide range of viewpoints and experiences, and from diverse demographic pools. They are also aware of the need to learn from other sectors, and be exposed to external perspectives on higher education. This may involve approaches to colleagues at other levels – such as further education colleges, schools, or adult education – or those working in charities, religious organisations, or local businesses. The community in which the university is based is included, and steps are taken to ensure that membership is not dominated by governors from commercial or financial backgrounds. Terms of office are formalised and published in advance, and different categories of membership treated equally in this respect (as in others) unless there is good reason for divergent periods of appointment. Where renewals are offered at the end of a term, the criteria against which candidates are judged is fully transparent. **3.1.4.** diversity extends to leadership of the board and its sub-committees, roles that are allocated on a transparent basis and reviewed annually. Where ‘skills audits’ are conducted to identify gaps in board knowledge, the methodology is determined with the help of academic researchers to minimise biases

3.1.5. Under the Higher Education and Research Act (2017), governing bodies are responsible for overseeing institutional Access and Participation Plans, and the Office for Students recommends that board expertise be expanded in this area. Academic insight is particularly important when it comes to matters of student recruitment, teaching, and learning. Governing bodies are also aware of the institutional research expertise that is immediately available to them in fields such as accountancy, organisational theory, personnel management, quality assurance and strategic leadership, and turn first to ‘in-house’ expertise.

3.2. *Financial matters*

3.2.1. The financial sustainability of the institution is paramount, and it is the duty of the governing body to review income generation and spending priorities in both the short-term and the long-term. The board’s ethical position on revenue from student fees, student accommodation, catering, donations, sponsorships, and other sources is made explicit and revisited regularly. Details of borrowing practices and terms are plainly stated, and accompanying financial statements are direct and honest in their appraisal of the university’s position, specifying expenditure in areas such as external consultancy, recording details of legacies and endowments, and noting virement across headings (such as teaching and research).

3.2.2. In the case of governance decisions that involve severance schemes and/or the closing of departments or degree courses, full disclosure of all rationale – financial and otherwise – is necessary to maintain the trust of students and staff. While pecuniary considerations are important, the governing body also pays close attention to the importance of universities as multi- and inter-disciplinary communities of scholars, the public value of subject areas to wider society, and the likely human costs of redundancy. Decisions are taken collaboratively,

only after all options and positions are openly considered. Governing bodies engage with university students and staff at every opportunity as a route to avoiding severance schemes or closures.

3.3. Good practice for Chairs and secretaries

3.3.1. Agendas and supporting packs for board meetings are issued as far ahead of time as possible (a minimum of two weeks; preferably longer), with brevity and simplicity prioritised over excessive detail. Agendas are co-produced with members, understood as an opportunity for the most important issues to be discussed in the most inclusive and time efficient ways possible. All governors know how to have an agenda item added, and to put forward supporting papers if they wish. Any item submitted for inclusion but not accepted triggers a written explanation and/or alternative plans for consideration. Agenda items are structured to indicate their relative importance, with time periods allocated accordingly.

3.3.2. Accurate and comprehensive minute-taking is essential so that key points of discussion (not just outcomes) are recorded, enabling the wider community of university students and staff to be kept informed about governance activity. Once minutes are approved for circulation, they are published online without delay (normally within five working days), and only redacted if the board agrees that information is too sensitive for publication (with each redaction accompanied by a short explanation). Minutes include details of the capacity in which each member attends (*executive*, *ex officio*, *lay governor*, *student governor*, etc.), and the name of the clerk to the governors is recorded.

3.3.3. The language of governance reflects the public value of the university. Students are primarily *learners*, not *consumers* or *customers*, and terms like *stakeholder* are avoided in favour of more specific alternatives. The language used is sufficiently accessible for outsiders and non-experts to understand the issues being discussed. Everyone benefits from verbal exchanges and written records that are clear, concise, and do not distort or conceal the educational purposes of the institution being governed. **3.3.4.** Governing bodies are expected to issue public benefit statements, setting out what has been achieved and how, and which issues will take priority next.

3.3.5. All governors recognise the damage potentially caused by real or perceived conflicts of interests, and regularly reflect on their independence. Reported conflicts, managed and/or resolved with maximum transparency. The notion of academic freedom² is understood by all governors, as are its legal and regulatory protections, and its importance as a foundational tenet of academic research and teaching.

² In the UK, academic freedom is defined by the [1988 Education Reform Act](#) as the legal right of staff “to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or the privileges they may have”. The freedom to teach and research without undue interference is also protected by the [Higher Education and Research Act 2017](#), as is the freedom of students to express legal views. The Office for Students regulates matters relating to free speech and academic freedom through the [conditions of registration](#) concerning management and governance.

3.4. Inclusivity, attendance, and voting rights

3.4.1. As all members of the governing body share identical legal responsibilities and obligations, it is vital that mechanisms for incorporating all views are robust and clear. The role of the board is not to rubber-stamp; decision-making is always a matter for all governors. Attendance at meetings is restricted to members. Where invited guests or speakers are present, the Chair makes clear at the outset for which items their attendance is needed and why. Voting rights are discussed, agreed, and formalised at the beginning of each academic year, including policy on *in absentia* voting. Meeting spaces are fully accessible to all governors. Where attendance in-person is not possible, steps are taken to ensure that opportunities remain for all governors to have their voices heard. Records are kept about members' patterns of attendance.

3.4.2. The principle of collective responsibility in university governance means that decisions are attributed to the full governing body regardless of internal viewpoints. This is a necessary principle which rests on democratic functioning: only if all voices are heard and all members have equal status can decisions reached by the board be considered legitimate. Collective responsibility does not require a pretence of unanimity. Where full agreement is not reached, minutes record the majority decision while noting disagreements. Collective responsibility is never used as leverage to prevent individual members' views being expressed, either during meetings or afterwards.

3.4.3. No members of the governing body meet privately for strategy-developing or decision-making purposes unless there is a clear rationale for doing so, and an agreed process in place for sharing details of the discussion. Examples of closed meetings include (but are not limited to):

- digital communication groups, such as *WhatsApp*;
- pre-meetings of the board, to which not all members are invited;
- dinners, away days, or other social events which are open to some governing body members but not others;
- private meetings between members at which governance strategy or policy is discussed.

It is the duty of all governors to raise the alarm if they find themselves in partial discussions with other members that appear to be concerned with the work of the board, or become aware of other ways through which they or any of their fellow members are being excluded. , a culture of full openness is expected at all times.

3.5. Power dynamics and complex issues

3.5.1. The university governing body is a closed space that can easily be dominated by small cliques, especially those from more historically advantaged backgrounds. Boards guard against this by putting measures in place that identify and address problematic power dynamics. The spirit of committee etiquette is observed at all times, with sensitivity and

respect shown to fellow members. All governors feel able to speak freely, to seek clarity on issues that they do not fully understand, and to challenge ideas in an open and non-confrontational environment. Governors do not unduly press their own viewpoint, and all positions are valued, with differences considered carefully when they arise. Chairs recognise that student governors may feel particularly marginalised because of their relative inexperience, and pro-actively draw them into discussions. Lay governors acknowledge that as part of a 'lay majority' they carry an additional responsibility to avoid groupthink or block voting. Over-familiarity between the Chair and senior managers is avoided.

3.5.2. Governors are institutional whistle-blowers and active bystanders. With the responsibility of safeguarding a university's interests comes an obligation to call out discriminatory conduct, secretive decision-making, and any other unethical behaviours. This duty of candour is vital to maintaining the trust of students and staff, and the general public. Robust processes are in place to deal with allegations or complaints in a timely and transparent fashion. In such ways, governing bodies model the behaviour expected throughout wider institutional cultures.

3.5.3. Ethical conflicts may polarise opinion on the governing body, especially where questions arise about the right to protest and exercise free speech in relation to complex socio-political causes such as climate change, gender recognition, divestment, and overseas wars. These issues are indicative of the range of major ethical challenges with which governors deal. It is important that no individual voices dominate discussions, the campus is respected as a potential site of activism, and institutional authority is not deployed excessively or improperly.

3.6. Sub-committees of the governing body

3.6.1. Sub-committees enable deeper examination of key aspects of institutional activities, making informed recommendations to the full board as required. Where a sub-committee makes a recommendation, it is considered carefully but not always accepted. Sub-committee membership eligibility and selection criteria are clearly set out in advance, and no governors are excluded without a clear, agreed rationale.

3.6.2. Membership of the remuneration committee is restricted to individuals whose pay is not set by that committee. It is good practice for this committee to include students and staff, enabling remuneration to reflect perceptions of success among the university community, as well as performance indicators in league table rankings and through income generation. The inflationary risk of benchmarking senior pay against 'comparator' institutions is fully understood, as is the importance of monitoring the ratio of senior pay to average pay, and the potential impact of excessive senior pay increases on staff morale.

3.7. Wider accountability

3.7.1. University governing bodies remain mindful of their collective accountability for the reputation of the wider higher education sector, as well as their responsibility for a single

institution. Foremost in governors' minds is that the wellbeing of the sector is a major factor in determining their local success. Governing bodies are therefore cognisant that their strategies and activities do not impact negatively elsewhere, and are willing to reach out to other universities to offer or ask for help.

3.7.2. Governors are accountable to students and staff, and actively seek opportunities to meet both groups so that they can understand their hopes and concerns, and respond to their learning and professional needs. The relationship between the governing body and the university's academic structures (including Senates) is mutually respectful.

3.7.3. The three-yearly independent review conducted by governing bodies is an opportunity to elicit robust, challenging, external analysis of the board's strengths and weaknesses. Careful consideration is given to which individuals and organisations are best placed to offer the most independent assessment, with the goal of receiving fully impartial reviews with no conflict of interest. Governing bodies may consider commissioning multiple reviews from different perspectives. Internal reviewers may include the Students' Union and staff networks or groups.

Acknowledgement: *this document was written on behalf of the CDBU by Steven Jones, with direct input from Julian Preece, Diane Harris, Ronald Barnett, Anne Sheppard, Aneez Esmail and David Palfreyman; we are grateful to the 350+ individuals and organisations that contributed, either by participating in research interviews, attending workshops and/or discussion groups, or making submissions to the consultation.*