

ROLE DESCRIPTION OF CHAIR OF THE UNIVERSITY BOARD OF GOVERNORS

Introduction

The Board of Governors of the University is established under the provisions of the Education Reform Act 1988 and in accordance with the Instrument and Articles of Government approved by the Privy Council in May 2007. Under these Articles, the Governing Body is responsible for the:

- determination of the educational character and mission of the University and for oversight of its activities;
- effective and efficient use of resources, the solvency of the University and the Corporation, and safeguarding their assets;
- approval of annual estimates of income and expenditure;
- appointment, grading, appraisal, supervision, dismissal and determination of the pay and conditions of the Vice-Chancellor, the Clerk to the Governors and holders of such other senior posts as the Governing body may determine;
- setting a framework for the pay and conditions of other staff.

THE ROLE – specifically, the Chair will exercise responsibility in the following areas:

1. Leadership of the Board

- a) The Chair is responsible for the leadership of the Governing Body. As Chair of its meetings, they are responsible for ensuring that the necessary business of the Governing Body and its committees is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
- b) Working with the Clerk to the Board, the Chair should ensure that the Governing Body acts in accordance with the Instrument and Articles of Government of the University and within the University's governing documents. This includes ensuring that the Board acts in accordance with the legal and

regulatory obligations applicable to the University, including those determined by its principal regulator, the Office for Students (OfS).

- c) The Chair should ensure that the Governing Body exercises collective responsibility and delegated authority (Chair's Action) should be used sparingly. The Chair will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them.
- d) The Chair will be actively involved in the process for the recruitment of new members of the Governing Body, recognising the importance of equality and diversity and the value of a diverse membership. They will actively support and encourage new members to participate in Board meetings and events.
- e) The Chair will be responsible for the arrangements for the regular appraisal/review of individual members of the Governing Body. The Chair should also encourage members to participate in ongoing development, including attending relevant training events.
- f) In conjunction with the Deputy Chair, the Chair is responsible for the arrangements for the appraisal of the performance of, and setting objectives for, the Vice-Chancellor and the Clerk and agreeing the arrangements for other senior staff appointed by the Board. The Chair will report to the Remuneration Committee accordingly.

2. Ensuring the Maintenance of Standards in Public Life

- a) The Chair is responsible for ensuring that the Governing Body conducts itself in accordance with the OfS Public Interest Governance Principles, alongside accepted standards of behaviour in public life; embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. Where necessary, the Chair may be required to implement procedures for the investigation and resolution of issues concerning the conduct of governing body members.
- b) The Chair will ensure that the Clerk maintains an up-to-date Register of the Interests of members of the Governing Body, and that any conflict of interest is identified and managed appropriately, in order that the integrity of Governing Body business is maintained.
- c) The University is a Charity, and the Chair is a Trustee of the Charity with responsibility for ensuring that the Governing Body properly exercises its responsibilities in the furtherance of the University's charitable purposes.

3. The Business of the University

- a) The Governing Body has responsibility for determining the educational character and mission of the University as expressed in the Strategic Plan. The Chair will ensure that there are appropriate procedures in place for the Governing Body to assess the performance of the University against the objectives laid out in the Strategic Plan.
- b) When confirming agendas, the Chair will ensure that business is primarily focused on fulfilling the University's objectives, strategy, performance management, management accountability and ensuring that appropriate issues relating to those matters are reserved for board decision. They will seek to ensure that Board decisions effect positive change for students, employees, the executive and the wider community.
- c) The Chair should establish a constructive and supportive but challenging working relationship with the Vice-Chancellor, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the University. The Chair will meet regularly with the Vice-Chancellor to discuss matters of interest relating to the University.
- d) The Chair will be a member of the Remuneration Committee and the Honorary Awards Committee. They will also Chair the Governance & Nominations Committee. In line with accepted practice, the Chair is precluded from membership of the Audit Committee.
- e) The Chair will also attend and play an active role in the University's annual graduation ceremonies and other events as required.
- f) The Chair will be an authorised signatory for documents as set out in the University's policies and procedures. These include documents signed under seal and deeds (in accordance with the Scheme of Delegation, contract signing procedures and the University's financial authority limits) as well as the University's annual financial statements.
- g) Some business of the University is carried out through subsidiary companies and the Chair also chairs the board of those companies.

4. The External Role

- a) The Chair will represent the Governing Body and the University externally and will be a member of the Committee of University Chairs.
- b) The Chair may be asked to use personal influence and networking skills on behalf of the University.

5. Board Effectiveness and Culture

- a) The Chair will ensure that Board members have clarity on its purpose and core values. They will ensure that the decisions made by the Board uphold its purpose and core values.
- b) The Chair will create an environment which encourages open discussion and constructive challenge. They will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them. In doing so, the Chair will create strong, professional relationships with and among individual governors.
- c) The Chair will be committed to continual enhancement of the Board's effectiveness. They will take the lead on facilitating the annual board review and an external review conducted every four years, acting upon the findings and recommendations. They will regularly seek feedback from governors/trustees as to the conduct, tone and effectiveness of board meetings.
- d) The Chair will also be aware of, and respond to, their own development needs. They will undergo an annual review by governors which may include an anonymous 360° feedback exercise. Support will be provided for the Chair to attend events facilitated by professional organisations that support the sector.
- e) The Chair will champion the Board's Diversity and Inclusion Strategy. They will respect the value of a diverse board and will ensure that every member feels that their contributions are heard.

General Information

Time commitments:

Meetings of the Governing Body, its committees and the subsidiary companies normally take place in the mid-afternoon/early evening, on a Monday, which is normally the third Monday of each month (excluding April, August and December).

The meeting in January is normally extended to a whole day covering University strategy and the Board's development. Sub-committees usually convene immediately prior to Board meetings. Taking account of average preparation time, this accounts for approximately 18 days per year. Flexibility will be required for the event that ad-hoc meetings are necessary.

The Chair will also be expected to meet with the Vice-Chancellor and the Clerk on a monthly basis to discuss any relevant issues and to plan for Board meetings. These meetings are held on the same day, and usually account for no more than two hours per month.

The Chair will be expected to attend the University's graduation ceremonies, which account for a maximum of 6 days per year. The Chair's precise ceremony commitments will be agreed with the Chair each year.

Other correspondence, which may require the Chair's input, will be shared with the Chair between meetings, as appropriate.

The Chair's membership of the Committee of University Chairs will require attendance at 2 full-day plenary events in London, and 2 half-day events held in Leeds.

Professional support:

The Clerk to the Board is responsible to the Chair of the Board for ensuring the day-to-day business of the Board and its committees is carried out in accordance with the instrument of governance and agreed protocols. The Clerk also provides or arranges for the provision of the support and resources required for the Chair to effectively carry out the role.

Terms of appointment

The office of Chair is not remunerated, but the Chair is entitled to reclaim all travelling and similar expenses incurred in the course of University business, in line with the University's expenses scheme, via the Clerk.

The Chair is formally appointed by the Governing Body following either an internal or external appointment process. The initial term of office for the role of Chair is three years (unless otherwise agreed).

Person Specification

The Chair will have:

- a) A strong personal commitment to Higher Education and particularly to the values, aims and objectives of the University.
- b) A commitment to act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.
- c) Strong chairing and leadership skills which promote effective decision making and constructive debate, where differences are aired and resolved in an inclusive and positive way. This includes fostering effective working relationships between the Governing Body and the Executive team.
- d) The desire to develop productive working relationships with all governors and senior managers, especially the Vice-Chancellor, providing support and advice while respecting management responsibility.
- e) An appreciation of the distinction between governance and management, and the ability to distinguish which issues require Board attention, with due regard to the University's statutory and regulatory duties, and charitable status.
- f) The ability to hold the Vice-Chancellor to account for the effective management and delivery of the University's strategic aims and objectives, where appropriate.
- g) The capability, resilience and commitment to handle the serious and potentially difficult situations that may arise for the governing body of a large and complex organization with multiple stakeholders.
- h) The capacity to analyse and review complex issues and weigh up conflicting opinions. Including the ability to place other opinions before their own where this leads to a better outcome for the University.
- i) A track record of demonstrating tact and diplomacy, with the ability to listen and engage effectively.
- j) Understanding of strategic planning and resource management, and an appreciation of the challenges faced by those managing a large and complex organisation.

- k) A commitment to engaging positively and openly with students, staff, the public and other stakeholders.
- l) The highest standards of integrity and honesty.