

**BISHOP GROSSETESTE UNIVERSITY COUNCIL
BYE-LAW ON THE APPOINTMENT OF CHAIR FOR THE UNIVERSITY COUNCIL**

Role Description

1. According to paragraph 13.1 of the updated Articles of Association incorporating the Instruments and Articles of Government of University (2019), Bishop Grosseteste University Council has a Chairperson. As per the Committee of University Chairs (CUC) *Higher Education Code of Governance* (2020: 5.2), the governing body needs the appropriateindependence.. This means that the Chair should be a lay (external) member of the Council who does not, other than holding the post of the Chair, have significant ties with the University or participate in its day-to-day management.

Leadership

2. The Chair is responsible for the leadership of the University Council. As Chair of its meetings, they are responsible for ensuring that the necessary business of the University Council is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
3. The Chair should ensure, *inter alia* through a good working relationship with the Chairs of the Committees of the University Council, that Committee business is carried on in a proper manner, efficiently and effectively, and that regular and satisfactory reports are presented to the University Council.
4. The Chair should ensure that the University Council acts in accordance with the Articles of Association incorporating the Instruments and Articles of Government of University, any Byelaws of the Council, and with the University's internal rules and regulations, and should seek advice from the Registrar and University Secretary in any case of uncertainty.
5. The Chair should ensure that the University Council exercises collective responsibility. 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.
6. The Chair should ensure that the University Council approves and operates a procedure for the regular appraisal/review of the performance of individual Members of the University Council, and should participate as appraiser/reviewer in that process as well as being appraised themselves. The Chair should encourage Members to participate in appropriate training events such as those organised by the Advance HE and to feed back after such events to other members.
7. The Chair will be formally and informally involved in the process for the recruitment of new Members of the University Council, and should encourage all Members to participate in induction events organised by the University.
8. The Chair will be responsible for the appraisal/review of the performance of the Vice-Chancellor, and will make recommendations to the Remuneration Committee accordingly.

9. The Chair will be responsible for the appraisal/review of the performance of the Secretary to the University Council (Registrar and University Secretary) in relation to the latter's duties concerning the work of the Council, taking care to ensure that any other duties the Registrar and University Secretary may perform for the institution are excluded from consideration, and will make recommendations accordingly.

Standards

10. The Chair is responsible for ensuring that the University Council conducts itself in accordance with accepted standards of behaviour in public life, embracing the Nolan principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership (please see below). They will seek to participate in the work of peer organisations in support of such standards, notably the Committee of University Chairs (CUC).
11. The Chair shall ensure that there is an up-to-date Register of the Interests of Members of the University Council, and shall themselves make a full and timely personal disclosure. The Chair shall ensure that any conflict of interest is identified or exposed, and managed appropriately, in order that the integrity of University Council business shall be and shall be seen to be maintained.
12. Since the University is a Charity, the Chair shall be responsible for ensuring that the University Council exercises efficient and effective use of the resources of the University for the furtherance of its charitable purposes, maintains its long-term financial viability, and safeguards its assets, and that proper mechanisms exist to ensure financial control and for the prevention of fraud.

The Business of the University

13. The Chair is responsible for ensuring that the University Council exercises control over the strategic direction of the University, through an effective planning process, and also that the performance of the University is adequately assessed against the objectives which the University Council has approved.
14. The Chair should at all times act in accordance with established protocols for the use of delegated authority or Chair's Action. All instances of the use of delegated authority or Chair's Action should be reported to the next meeting of the University Council.
15. The Chair should endeavour to establish a constructive and supportive but challenging working relationship with the Vice-Chancellor, recognising however the proper separation between governance and executive management.
16. The Chair is an ex-officio Member of the following sub-committees of the University Council:
 - Governance and Nominations Committee (3 meetings per year)
 - Remuneration Committee (1 - 3 meetings per year)
 - Selection Committee (as required)

16.1 The Chair is not permitted to be a Member of the Audit Committee under that

committee's terms of reference. The Chair is not normally a Member of the Finance, Employment & General Purposes Committee, though he/she is on the circulation list for this committee and may attend as a contributing observer where relevant.

16.2 The Chair is also expected to attend Graduation and Matriculation, as well as any major one-off ceremonies. The Chair is also expected to attend other University events regularly and to arrange to spend one day a year joining in the everyday student experience.

17. The Chair will also act e.g. in the following formal capacities:

- Pro-Chancellor, to stand in in the absence of the Chancellor if required
- Bank account signatory
- Signatory on the Financial Statements
- Co-signatory of the Great Book in which Chancellor appointments and the award of honorary doctorate are recorded

The External Role

18. The Chair will represent the University Council and the University externally. The Chair will engage with the GuildHE governance network and will where possible also attend other relevant national meetings. The Chair may also be approached to represent the University at regional and national events.

19. The Chair may be asked to use personal influence and networking skills on behalf of the University.

Personal

20. The Chair will have a strong personal commitment to Higher Education and the values, aims and objectives of the University.

21. The Chair will at all times act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.

22. The Chair is expected to attend all meetings of which they are Chair or a Member, or give timely apologies if absence is unavoidable.

23. The Chair will make themselves available to attend induction/training and briefing events organised by the University or other appropriate bodies such as Advance HE and the Committee of University Chairs (CUC).

24. The Chair will agree to receive feedback on their performance as Chair via the appraisal/ review procedure for Members of the University Council.

25. The likely overall time commitment required of the Chair for the effective conduct of the duties of the post is two or three days per month.

26. The office of Chair is not remunerated, but the Chair is encouraged to reclaim all travelling and similar expenses incurred in the course of University business. The University can book tickets for

the Chair given sufficient notice. Directors' and Officers' Liability Insurance is in place. Where overnight stays are required, this may be organised at/by the University. Clerical support to the University Council is provided through the Governance Office and where the Chair needs to send letters or prepare other documentation, secretarial support can be provided.

The 'Nolan principles', which are the basis of the ethical standards expected of public office holders – The Seven Principles of Public Life (Committee on Standards in Public Life, 1995)

- **Selflessness:** Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
- **Integrity:** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
- **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness:** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership:** Holders of public office should promote and support these principles by leadership and example.

Procedure for Appointment

1. According to paragraph 12.2 of the updated Articles of Association of the Company incorporating the Instruments and Articles of Government of the University, Chair of the University Council as appointed shall hold office for an initial term of three years and thereafter shall be eligible for re-appointment for one further term. If the appointed Chair is already Member of the University Council, the initial term of office under this paragraph starts from the date of appointment as Chair of the University Council. The CUC Summary Guide (2004) advocates that the re-appointment or replacement of the Chair should be considered carefully and in good time during the term of the appointment.
2. According to paragraph 13.1 of the Articles of Association of the Company incorporating the Instruments and Articles of Government of the University, Council Members shall appoint a Chair in accordance with rules established from time to time by the University Council and shall, at their first meeting in each academic year, elect a Vice-Chair from among themselves who shall be eligible for re-election. The current document, 'BYE-LAW ON THE APPOINTMENT OF CHAIR FOR THE UNIVERSITY COUNCIL' is the Bye-law approved by the University Council, according to which the Chair of the Bishop Grosseteste University Council is appointed until further notice.
3. Paragraph 12.1 of the Articles of Association of the Company incorporating the Instruments and Articles of Government of the University states that nothing shall debar a Member of Council from appointment to the University Council if a vacancy occurs in future years, that is, at least one year after the end of the Council Member's second term in office. However, this possibility is not extended by paragraph 12.2 to any further tenure of re-appointment (after the first re-appointment described above) as Chair of the University Council. Moreover, the University Council recognises the concept of independence inherent to good governance promoted by CUC and does not promote third or subsequent terms of Membership (even if separated by a break of a year or longer) unless these subsequent terms of office involve a move to being a Committee Chair or Chair of the University Council.
4. For the purposes of appointing a Chair, the University Council's Governance and Nominations Committee makes all initial practical preparations for such appointment such as considering methods of recruitment. Preferred recruitment methods may depend on the current situation pertaining in the Higher Education sector or within the University and its Council from time to time. Overall, common methods of recruitment may include newspaper advertising (local or national, depending upon institutional need); advertising in specialist professional publications; advertising in specialist community publications, for example those read by specific community groups; using the register of public appointments; making use of links with partner organisations (e.g. companies seconding experienced managers to a governing body); utilising the institutional website, with links to other relevant websites; making use of links with alumni, existing governing body members, staff and students; organising 'open' evenings and similar events; and employing headhunters.
5. In the case of the post of Chair of the University Council, the Governance and Nominations Committee, having assessed the University's current needs and position in the sector, may opt for recommending that the position of Chair be first opened for internal applications only. The

University Council recognises that this is often the preferred position so that promotion of tested interest and ability, as well as to effective succession planning, can be encouraged and enabled.

6. For each recruitment round for the post of Chair of the University Council, the methods, process and criteria of recruitment are approved by full University Council taking into account the recommendations of the Governance and Nominations Committee.
7. Detailed job descriptions and/or advertising materials are prepared by the Registrar and University Secretary and/or the Governance Office and approved by the Governance and Nominations Committee in a meeting or, should that Committee so stipulate, electronically.
8. Governance and Nominations Committee is responsible for appointing a Chair Selection Panel which is responsible for considering and recommending to Council persons for appointment as Chair. The Selection Panel for appointing a new Chair of Council shall consist of two members of Council (Council members will be asked to express an interest to sit on the panel), the President of the Students' Union, and the equivalent of Council Chair from another university. The process will also include an informal discussion with the Vice-Chancellor, other members of the Senior Executive Group and additional students, none of whom shall be voting members on the interview panel: the Vice-Chancellor may however attend the panel meetings and interviews as an observer with no voting rights. The Panel is clerked by the Registrar and University Secretary or his/her nominee; the latter would normally be a member of the BGU Governance Office.
9. The selection process shall normally comprise both the consideration of CVs and filled-in application forms and also an interview in front of the Selection Panel.
10. Following the interviews, the Selection Panel shall deliberate on the applications and interviews and thereafter inform the University Council on the decision reached.
11. University Council confirms the decision and the appointment of the Chair in response to a recommendation by the Selection Panel.
12. Chair of the University Council may at any time by notice in writing to the Registrar and University Secretary resign his/her office, which will thereupon become vacant from the date of receipt of the notice or date of his/her resignation specified therein, whichever shall be the later.
13. Any Chair who has been absent from meetings of the University Council for a period of longer than twelve months, except for a reason approved by the Members, shall cease to be Chair and Council Member. Any Chair who is judged by the University Council to be unable or unfit to discharge the functions of Chair or Council Member shall cease to be Chair and a Council Member. Termination of the position for any other reason than the lapse of term in office or resignation of the postholder is a matter for the full Council.

Chair of the Governance and Nominations Committee
Registrar and University Secretary
May 2021

**Chair of the University Council
Person Specification**

Essential:

1. Strong, personal commitment to Higher Education and be in sympathy with the mission, values, and ethos of Bishop Grosseteste University, inspired by the University's Church of England foundation.
2. Ability to act fairly and impartially in the interests of the University, adhering to and demonstrating the Nolan Principles of Standards in Public Life at all times (selflessness, integrity, objectivity, accountability, openness, honesty and leadership).
3. An understanding and respect for the distinction between governance and management.
4. Strong professional experience and track record in an executive or senior strategic leadership role in a relevant sector, industry or business, with experience of reporting into a board.
5. Professional knowledge of working at a senior level within a complex and diverse organisation, including understanding of performance and risk management and commercial acumen.
6. Experienced non-executive director, council member or governor within the education, public or charitable sector.
7. Experience of chairing a non-executive board or committee, which led to effective and collective decision-making, recognising different perspectives and maintaining a culture of respect.
8. Commitment to equality, diversity and inclusion
9. Commitment to attending formal meetings, events and activities required to successfully perform the role of Chair of the Council.

Desirable:

1. Demonstrate a keen understanding of the Higher Education landscape, with knowledge of policies relating to HE, regulatory bodies (e.g. OfS, QAA), and any other sector-related information that may impact the business of the University.
2. Good knowledge or insight of the local and/or regional communities served by the University, their stakeholders or external partners.
3. Ability to act as an ambassador of the University and experience of high-level networking.