

Role Description of Chairs of Governing Bodies

NB: This template for a role description for the Chair of a Governing Body of a Higher Education Institution is not intended to be prescriptive, nor should it be taken in its entirety as a statement of best practice, although it aims to incorporate current understanding of best practice. The document is best approached as a checklist of points which a higher education institution would wish to consider while developing a role description for its Chair, especially in relation to the appointment of a new Chair. All the points it contains should be reviewed and if necessary amended, and appropriate new material added in accordance with local usage (an outgoing Chair might usefully assist with this process) before a role description is finalised and issued.

LEADERSHIP

- 1 The Chair is responsible for the leadership of the Governing Body. As Chair of its meetings, he/she is responsible for ensuring that the necessary business of the Governing Body is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
- 2 The Chair should ensure, *inter alia* through a good working relationship with the Chairs of the Committees of the Governing Body, that Committee business is carried on in a proper manner, efficiently and effectively, and that regular reports are presented to the Governing Body to their satisfaction.
- 3 The Chair should ensure that the Governing Body acts in accordance with the instruments of governance of the higher education institution and with the institution's internal rules and regulations, and should seek advice from the Administrator to the Governing Body in any case of uncertainty regarding such rules and regulations.
- 4 The Chair should ensure that the Governing Body exercises collective responsibility, that is to say, that decisions are taken corporately by all members acting as a body. 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.
- 5 The Chair should ensure that the Governing Body approves and operates a procedure for the regular review of the performance of individual members of the Governing Body, and should participate

as reviewer in that process. The Chair should encourage members to participate in appropriate training events.

- 6 The Chair will be formally and informally involved in the process for the recruitment of new members of the Governing Body, and should encourage all members to participate in induction events organised by the University.
- 7 The Chair will be responsible for the appraisal/review of the performance of the Head of the Institution, and will make recommendations to the Remuneration Committee accordingly.
- 8 The Chair will be responsible for the appraisal/review of the performance of the Administrator to the Governing Body, taking care to ensure that any other duties the Administrator to the Governing Body may perform for the institution are excluded from consideration, and will make recommendations accordingly.

STANDARDS

- 1 The Chair shall ensure that any conflict of interest is identified, exposed, and managed appropriately, in order that the integrity of Governing Body business shall be, and shall be seen to be, maintained.
- 2 The Chair shall ensure that the Administrator to the Governing Body maintains an up-to-date Register of the Interests of members of the Governing Body, and shall make a full and timely personal disclosure.
- 3 The Chair is responsible for ensuring that the Governing Body conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 4 The Chair shall be responsible for ensuring that the Governing Body exercises efficient and effective use of the resources of the University for the furtherance of its 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 FUNCTIONING OF THE HIGHER EDUCATION INSTITUTION

- 1 The Chair is responsible for ensuring that the Governing Body exercises control over the strategic direction of the institution, through an effective planning process, and that the performance of the University is adequately assessed against the objectives, which the Governing Body has approved.
- 2 The Chair should at all times act in accordance with established protocols for the use of delegated authority or Chair's Action (ensuring that such protocols are drawn up if none exist). All instances of the use of delegated authority or Chair's Action should be reported to the next meeting of the Governing Body.
- 3 The Chair should endeavour to establish a constructive and supportive but challenging working relationship with the Head of the Institution, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the institution.

- 4 All Committees of which the Chair is ex-officio a member should be listed, together with the number of meetings a year. All other events in the institution's corporate life, such as Graduation ceremonies, which the Chair is expected to attend, should also be listed.
- 5 Any arrangement for the Chair to act as formal signatory on behalf of the institution, e.g., in connection with the use of the Seal or the approval of the Financial Statements should be stipulated.

THE EXTERNAL ROLE

- 1 The Chair will represent the Governing Body and the institution externally. (List and publish widely any Committees or bodies, which the Chair may be asked to be a member of or attend in his/her ambassadorial role).
- 2 The Chair will be asked to play a major role in liaising between key stakeholders and the institution, including in fund-raising. This role in particular should be exercised in a carefully co-ordinated fashion with other senior officers and staff of the institution.

PERSONAL

- 1 The Chair will have a strong personal commitment to Higher Education and the values, aims and objectives of the institution.
- 2 The Chair will, at all times, act fairly and impartially in the interests of the institution as a whole, using independent judgement and maintaining confidentiality as appropriate.
- 3 The Chair is expected to attend all meetings of which he/she is Chair or a member, or give timely apologies if absence is unavoidable.
- 4 The Chair will make him/herself available to attend induction/training events organised by the institution or other appropriate bodies.
- 5 The Chair may wish to receive feedback on his/her performance as Chair via the review procedure for ordinary members of the Governing Body.
- 6 The likely overall time commitment required of the Chair for the effective conduct of the duties of the post (this is for local determination, and may be expressed as days per week or month rather than an absolute total. Comment on the distribution of the commitment through the year may be helpful, as might a proviso about contact unexpectedly or at short notice).
- 7 The office of Chair is not remunerated, but the Chair is encouraged to reclaim all travelling and similar expenses incurred in the course of institutional business, via the Administrator to the Governing Body. Directors and Officers Liability Insurance is in place. (Here stipulate any other support for the Chair, which the University offers - use of an office in the institution, clerical support, provision of a laptop computer, etc.).
- 8 The formal start date and duration of appointment, together with any other relevant considerations (e.g. is there a formal annual election process?) should be set out either in the role description or in an appointment letter. It may be advisable to refer to any conditions under which the Governing Body may remove the Chair from office.