

ROLE DESCRIPTION FOR AN ASSOCIATE BOARD MEMBER

Term of Office:	One Year, eligible for re-appointment for a further year.
Time Commitment:	This is estimated to average 10-12 days per year including involvement on Board Committees. The role will primarily involve daytime engagements, although there are likely to be some evening commitments.
Remuneration:	Travel and Subsistence Expenses
Method of Appointment:	Appointed

The Associate Board Member follows the same role description as other Members of the Board of Governors, but does not have voting rights.

Members of the Board of Governors are responsible for ensuring the effective management of the University and for planning its future development. All Members of the Board are expected to play a proper part in ensuring that the necessary business of the Board is carried out efficiently, effectively, and in a manner both consistent with the instruments of University governance and appropriate for the proper conduct of public business. The Board's main responsibilities are set out in the Articles of Government as follows:

- To approve the mission and strategic vision of the University, long-term business plans, key performance indicators (KPIs) and annual budgets, and to ensure that these meet the interests of stakeholders.
- To monitor institutional performance against plans/budgets and approved KPIs, which should be, where possible and appropriate, benchmarked against other comparable universities.
- To ensure the establishment and monitoring of systems of control and accountability, including ethical governance; financial and operational controls and risk assessment; and procedures for handling internal grievances and for managing conflicts of interest.
- To fulfil statutory/regulatory responsibilities.
- To appoint the Vice-Chancellor and to put in place suitable arrangements for monitoring her/his performance and to determine her/his remuneration.

Governors are expected to contribute to debate, to make their knowledge and expertise available to the Board as opportunity arises, and to accept collective responsibility for Board decisions once they have been reached.

Members elected, nominated or appointed by particular constituencies should not act as if delegated by the group they represent, and should not be bound in any way by mandates given to them by others.

Standards

Members are expected to ensure that the Board conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. Members are also expected to uphold the Office for Students' [public interest governance principles](#) and to meet the Fit and Proper Person' criteria (see Annex 1).

It is central to the proper conduct of public business that Governors should act, and be perceived to act, impartially, and not be influenced in their Board role by social or business relationships. With this in mind, they are asked to make full and timely disclosure of personal interests, in accordance with procedures approved by the Board.

There is opportunity at each meeting of the Board of Governors and its committees for Members to declare such interests as are pertinent to the business.

The Business of the University

Members are expected to ensure that the Board exercises control over the strategic direction of the University, through an effective planning process, that the performance of the University is adequately assessed against objectives approved by the Board, and that the University maintains its long-term financial viability, safeguards its assets and operates proper mechanisms to ensure financial control and the prevention of fraud. Governors have a key role to play in ensuring effective risk management discipline with regard to future strategy and current operations.

The Clerk to the Board is responsible for the provision of a timely and appropriate flow of information to Board Members to assist in their development into the role.

Governors should endeavour to establish constructive and supportive but challenging working relationships with the University employees with whom they come into contact, but must recognise the proper separation between governance and executive management, and avoid involvement in the day-to-day executive management of the University. A Governor appointed in the Lay category may also be invited to chair, or to serve as a member of, a committee of the Board.

Contacts

Governors will have contact with all members of the Board of Governors, the Vice-Chancellor, Deputy Vice-Chancellor and Provost, Registrar and Pro Vice-Chancellor Student Experience, Chief Financial Officer, Pro Vice-Chancellors, Chief Information Officer, the Clerk and Deputy Clerk to the Board, and other senior staff of the University. As part of their role, Governors may also have contact with members of other governing bodies and with representatives of local and regional industry, commerce, professions, local government and the community.

The External-Facing Role

Governors may be asked, from time to time, to undertake a specific 'ambassadorial' role in support of the University. Such a role must be exercised in a carefully co-ordinated fashion with other senior officers and relevant staff of the University, and Governors will always be fully briefed by the University to enable them to carry it out effectively.

Governors may also be asked to use personal influence and networking skills on behalf of the University or to play an engagement role in liaising between key stakeholders and the University, such as initially brokering professional and strategic relationships, or supporting fundraising and development activities.

Governors have an obligation to take time to understand Higher Education and the University in order to inform their contribution.

Personal

Members are expected to act fairly and impartially at all times, in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.

Governors should question intelligently, debate constructively, challenge rigorously and decide dispassionately, and they should listen sensitively to the views of others, inside and outside meetings of the Board.

The Practicalities of Board Membership

Four ordinary meetings of the Board (normally on afternoons in September, November, March and July), together with a Strategy Away-day (in March), are held in each academic year. Dates of meetings are set during the preceding session (the academic year runs from September to August) to give Governors as much notice as possible.

Key Responsibilities

1. To attend meetings of Board and to contribute to discussions, acting as a “critical friend” contributing to the development, implementation and monitoring of University strategy.
2. To serve as a member of at least one Board Committee.
3. To attend other formal and informal meetings in the University as invited.
4. To attend Awards Ceremonies of the University and other events of the University.
5. To act as an ambassador for the University, promoting its activities in the wider community and, in particular, assisting with philanthropic activity and fund raising projects of the University.
6. To attend training and induction as required to carry out effectively the role of a Governor of the University.
7. To contribute to the regular review of the effectiveness of the Board, both collectively and individually.
8. To provide, on an annual basis, a signed undertaking that, when serving as a member of Board, he or she will act in accordance with the Board of Governors’ Code of Conduct, and the principles on the proper conduct of public business and accepted standards of behaviour in public life.
9. To make an annual Declaration of Interests.

Reflection Process

There is a regular process for reflection and sharing of views with the Chair of the Board of Governors, with such meetings to be held privately on a biennial basis as a minimum.

Please note that this role specification is intended to provide an indicative description of the duties involved.

Annex 1: Office for Students' Fit and Proper Person Criteria

The Regulatory Framework provides the following indicators that a person may not be a 'fit and proper' person:

- Disqualification from acting as a company director or from acting as a charity trustee, as per the Company Directors Disqualification Act 1986 or the Charities Act 2011.
- Conviction of a criminal offence anywhere in the world.
- Subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years).
- Subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies.
- Involvement in any abuse of the tax systems.
- Involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated.
- Involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection.
- Investigation by a professional body, a court or tribunal, whether publicly or privately in which the concerns or issues under investigation were upheld.
- Dismissal from a position of trust or similar.
- Involvement with a higher education provider that has had its registration refused by the Office for Students or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.).