



Chair of the Board of Governors Role Description

As Chair, you will lead Northumbria's Board of Governors, the Non-Executive body that contributes to setting and approving the University's Vision and Strategy, oversees its delivery, and ensures effective governance and compliance. The Chair plays a crucial role in supporting the University to achieve its ambitions. the responsibilities of the role are:

Leadership

- a) Leadership of the Board of Governors. This will involve:
 - Maintaining a constructive relationship, with appropriate support and challenge, with the Vice-Chancellor and Chief Executive ("the Vice-Chancellor") that sets the tone for relationships between all Governors/Trustees ("Governors") and University Executive members;
 - Ensuring that the Board functions effectively and constructively as a collective body; the Board is collectively accountable for all institutional activities.
 - Steering the Board to support and challenge the Vice-Chancellor and the University Executive on:
 - institutional Vision and Strategy development and delivery, including the mitigation of related risks;
 - the effective stewardship and safeguarding of the resources, assets and reputation of the University;
 - legal and regulatory compliance;
 - the promotion of equality and diversity across the institution.
 - Ensuring (with Nominations Committee) that the Board's Committees are populated with the most appropriate Governors;
 - Working with the Secretary to the Board to ensure fit-for-purpose governance structures.
- b) Ensuring that all Governors have equivalent opportunities to contribute to Board deliberation and decision-making by applying their skills and knowledge.
- c) Undertaking the annual review and appraisal of Board members, including the review of development needs.
- d) Reviewing annually the performance of the Vice-Chancellor.
- e) Reviewing annually the performance of the Secretary to the Board, in respect of that individual's responsibilities to the Board, by contributing to the relevant Performance Development Appraisal (PDA) process.

Culture, Accountability, Stewardship and Standards

- a) Ensuring that good governance standards are upheld by members of the Board and the University Executive, who are bound to abide by expected governance standards, including:
 - a. the Nolan Principles of Public Life;
 - b. Office for Students' (OfS) standards and conduct expected of 'fit and proper' persons in governance, and of charity trustees by the Charities Commission
 - c. the Committee of University Chairs' Higher Education Code of Governance.



- b) Maintaining a Board culture that is collaborative and supportive with trust, mutual respect, transparency, accountability and constructive advice-giving. Ensuring that such a culture applies to relationships between the Board and the University Executive.
- c) Ensuring that the responsibilities of the Board and the Vice-Chancellor (as Accountable Officer) for legal and regulatory compliance and internal control are discharged appropriately.
- d) Maintaining a University governance framework that enables the Board and Vice-Chancellor to act within the powers set out in the Instrument and Articles of Government.
- e) Embodying independent judgment (distinct from executive management) and encouraging this in the Board, while having the ability to facilitate consensus and collective decision-making in the best interests of the University.
- f) Avoiding being bound, or influenced, by mandates given to them by constituencies or interest groups, internal or external to the University and ensuring that Governors also observe this.

The Board of Governors as the Trustee Board

- a) The University is an exempt charity and the 'Trustee' status of Governors denotes a responsibility to exercise a 'duty of care' and 'duty of prudence'. This includes advancing the educational and other charitable purposes of the University for the public benefit.

Ambassadorial and External Representative Role

- a) The Chair:
 - is, *ex officio*, one of the University's Pro-Chancellors and, in this capacity, may deputise for the Chancellor in presiding at Congregation Ceremonies for the award of University degrees, diplomas and certificates, and attend related functions.
 - may be required to represent the Board of Governors and the University at internal and external events and engagements
 - will be the University's representative on the Committee of University Chairs (CUC).

Other requirements, including time and wider commitments

- a) The time commitment for the Chair is a minimum of four days per month at the University, including:
 - Time spent developing the agenda and business plan for meetings of the Board of Governors, with the Vice-Chancellor and the Secretary to the Board;
 - Chairing Board and related meetings, and attending other meetings including Committees;
 - Being available for Governors, including the Vice-Chancellor, the Secretary to the Board and University Executive members outside formal meetings;
 - The annual review and appraisal of the contribution of Governors;
 - Attending events.
- b) The Chair is entitled to remuneration, as a gross annual, taxable and fully disclosable sum of £25,000, for performing all the functions and duties of the Chair, including engaging in the annual review of their own performance by the Board.



Chair of the Board of Governors Person Specification

Candidates must be able to demonstrate a high level of personal accomplishment alongside experience of successfully fulfilling leadership roles at the very highest levels in organisations of considerable scale and complexity. Candidates will demonstrate many or all of the following attributes:

- a passion for the power of education and research to transform lives, societies and cultures;
- strong commitment to Northumbria's Vision and University Strategy 2018-23 and to its values, in the context of the external drivers shaping UK higher education;
- a strategic and forward-thinking approach, a modern and dynamic outlook, with a national and global perspective, an appreciation for the swiftly evolving needs of a new generation and a grasp of evolving policy as it affects higher education
- experience of leadership in a major organisation, ideally with complex international operations experience;
- strong experience of contemporary governance, and with a good understanding of applicable codes and standards;
- experience of being a senior member of a Board in an organisation of similar complexity and scale;
- ability to act as a visible ambassador and advocate for Northumbria, engaging effectively with major partners, benefactors and supporters;
- financial literacy and commercial acumen;
- the ability to facilitate consensus and collective decision-making in the best interests of the University and able to take tough decisions when required;
- outstanding interpersonal skills, with a warm, collegiate and diplomatic style, capable of liaising with and inspiring a diverse range of stakeholders;
- exceptional communication skills, confident with all forms of the media, and appreciative of the power of 21st century social engagement and participation;
- Demonstrable commitment to equality, diversity and inclusion and to the core principles of opportunity, openness, transparency and respect for others.