

BRUNEL UNIVERSITY OF LONDON

Council Ordinance 6

Appointment of Chair of Council and Deputy Chair of Council

1. Procedure

- 1.1 The Governance and Nominations Committee shall keep under regular review the role descriptions of the Chair of Council and the Deputy Chair of Council set out in the Appendix and be responsible for agreeing a process of appointment.
- 1.2 The Governance and Nominations Committee shall determine the most appropriate recruitment strategy for the appointment of the Chair of Council and/or the Deputy Chair of Council (as the case may be).
- 1.3 Council will agree the duties, key functions and skills of the Chair of Council and the Deputy Chair of Council, as advised by the Governance and Nominations Committee or the Appointments sub-Committee (as appropriate).
- 1.4 Following conclusion of the process, the Governance and Nominations Committee shall make a recommendation to Council on the appointment of the Chair of Council and/or the Deputy Chair of Council (as the case may be).

2. Appointments sub-Committee

2.1 Purpose

- 2.1.1 The Appointments sub-Committee shall be convened to advise Council on the appointment of the Chair of Council in situations where that appointment could be made from outside the existing membership of Council.
- 2.1.2 The Appointments sub-Committee shall agree the process of appointment with Council. After agreement has been reached they shall then have freedom to determine the most appropriate way to conduct their business, including the recruitment strategy for the appointment of the Chair of Council.

2.2 Membership

- 2.2.1 The Appointments sub-Committee will consist of up to six members of Council, of which at least four must be independent members.
- 2.2.2 The Appointments sub-Committee must consist entirely of members who have expressed no interest in being appointed to the position which the Appointments sub-Committee is advising on.
- 2.2.3 The Secretary to Council shall be the secretary to the Appointments sub-Committee.
- 2.2.4 The Chair of Council will not be eligible for membership of the Appointments sub-Committee dealing with the appointment of his/her successor.
- 2.2.5 The Appointments sub-Committee may seek the advice of members of staff, other Members of Council and the Union of Brunel Students as appropriate.

3. Chair of Council

- 3.1 The Chair of the Council of the University shall be appointed by the Council.
- 3.2 In accordance with the requirements of Charter Article 8.6, the Chair shall normally hold office for a period of up to four years and shall be eligible for re-appointment on one further occasion.
- 3.3 The reappointment of the Chair of Council will require the Governance and Nominations Committee to be convened and a process of appointment agreed by Council in accordance with this Ordinance. Council may agree the reappointment of the Chair of Council subject to the maximum term of office permitted by the Charter.
- 3.4 The post of Chair shall be subject to the terms of any Ordinance of the Council as may exist from time to time.
- 3.5 The Chair may be recruited from existing independent Council Members or may be appointed following external advertisement and selection as determined at the time by the Council. Any Council members with an interest in the appointment will withdraw from the decision-making process.
- 3.6 If the Chair is to be recruited through an external process, the Secretary to Council will place details on publicly accessible listings and process any other advertisements determined by the Appointments sub-Committee. The Appointments sub-Committee may choose to engage a search consultant to assist with the appointment. Existing Council Members will be eligible to apply through the external process.
- 3.7 If the Chair is being appointed internally, then the Governance and Nominations Committee will run the appointment process.
- 3.8 Shortlisting and interviews will be undertaken in accordance with the agreed procedure. The Secretary to Council will arrange for successful and unsuccessful candidates to be informed of the outcome as soon as possible following each stage of the process.
- 3.9 If appointing externally, the Appointments sub-Committee will make a recommendation to Governance and Nominations Committee to take to the Council on the appointment of the Chair of Council. If the appointment is internal then the Governance and Nominations Committee will make a recommendation to Council. Offers will be subject to the receipt of satisfactory references.

4. Deputy Chair of Council

- 4.1 The Deputy Chair will be appointed by the Council from amongst its independent members following a recommendation from the Governance and Nominations Committee. Any committee members with an interest in the appointment will withdraw from the decision-making process.
- 4.2 The Deputy Chair shall normally hold office for no more than two years and shall be eligible for re-appointment on one further occasion. They shall hold office for such period as the Council may determine and shall be eligible for reappointment, subject always to a maximum period of membership of Council of eight years.

- 4.3 Council may agree the reappointment of the Deputy Chair of Council subject to the maximum term of office permitted by the Charter.
- 4.4 The post of Deputy Chair shall be subject to the terms of any Ordinance of the Council as may exist from time to time.
- 4.5 Existing independent Council Members will be expected to apply formally in writing to the Governance and Nominations Committee.
- 4.6 Shortlisting and interviews will be undertaken in accordance with the procedure determined by the Governance and Nominations Committee. The Secretary to Council will arrange for successful and unsuccessful candidates to be informed of the outcome as soon as possible following each stage of the process.
- 4.7 The Governance and Nominations Committee will make a recommendation to the Council on the appointment of the Deputy Chair of Council.

Appendix – Role Descriptions

Post Title:	Chair of Council
Location:	Brunel University of London
Other people post holder works closely with:	Vice Chancellor and President, University Secretary & General Counsel
Time Commitment:	Attendance at Council, key committees and University functions approximately 40 days, in addition to attendance time spent in preparation for meetings.

Duties

It is the responsibility of the Chair of Council to:

- Promote the highest standards of governance and provide leadership to Council;
- Ensure that Council fulfils its role which may be summarised as:
 - agreeing the mission of the University,
 - appointing and supporting the Vice-Chancellor and President,
 - monitoring the Vice-Chancellor and President's performance,
 - assessing Council's performance and those of its sub committees,
 - ensuring effective strategic planning,
 - ensuring adequate and proper use of resources,
 - ensuring a good working relationship with Senate,
 - preserving institutional independence and viability,
 - facilitating any appeals required by University governing documents, policies and procedures, and
 - managing the business of Council and preside over its meetings;
- Set Council meeting agendas, taking full account of the issues and the concerns of all Council members;
- Through the Secretary to Council, ensure that members of Council receive accurate, timely and clear information to enable effective performance of their duties;
- Monitor progress towards the timely and effective achievement and implementation of the University's Strategic Plan as set by Council and of other decisions taken by or on behalf of Council;
- Facilitate the effective contribution of all Council Members and ensure constructive relationships and open communication, both between Council Members and the Executive;
- Manage Council's time to ensure that sufficient time is allowed for discussion of complex or contentious matters;
- Through the Secretary to Council, ensure that new Council Members receive an induction programme that is tailored and comprehensive;
- Monitor and address the development needs of individual Council Members and of Council as a whole and ensure that the performance of Council Members and of the Council and its committees are evaluated regularly;
- Establish a constructive relationship with the Vice Chancellor and President, providing support and guidance while respecting executive responsibility;
- Lead the ongoing appraisal and performance review of the performance of the Vice Chancellor and President and other members of Council;
- Ensure that clear and effective lines of communication are established between Council and all its stakeholders (internal and external), particularly to evidence the effectiveness of Council;
- Engages the voice of students into Council meetings and discussions in both a formal and informal manner.

The University is an exempt charity (in accordance with the Charities Act 2011) and the Chair

has a duty to ensure that Council Members understand their responsibilities as charity trustees.

The Chair is responsible for ensuring that Council conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. These are defined as the seven Principles of Public Life from the Report of the Committee for Standards in Public Life (the Nolan Committee).

Key Functions and Skills

a. General Functions

- The Chair is responsible for leadership of Council. The Chair should promote the well-being and efficient operation of Council, ensuring that its members work together effectively and have confidence in the procedures laid down for the conduct of business.
- The Chair is ultimately responsible for ensuring that Council operates effectively, discusses those issues which it needs to discuss and discharges its responsibility in a business-like manner.
- The Chair should promote a culture of openness and effective contribution by all members of Council. The effectiveness of processes and procedures should be monitored by the Chair through an annual review.
- The Chair is responsible to the stakeholders for the effectiveness of Council. The Chair should ensure that clear and effective lines of communication are established between Council and all its stakeholders (internal and external).
- The Chair should at all times act in accordance with established protocols for the use of delegated authority and Chair's Action (all instances of the use of delegated authority or Chair's Action should be reported to the next meeting of Council).
- The Chair should establish a constructive and supportive but challenging working relationship with the Vice Chancellor and President and the Executive, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the University.

The Chair of Council is expected to gain an understanding of how the University functions. This includes appreciating its successes, challenges and a grasp of its corporate knowledge/history.

b. More Specific Functions

- Chairing meetings of Council, and committees according to the Ordinances, in particular agreeing an agenda with the Secretary and Vice Chancellor and President, guiding discussions and following up implementation of decisions.
- The Chair is ex-officio a member of all other Council and joint Council/Senate committees except the Audit & Risk committee.
- In conjunction with the Vice Chancellor and President, ensuring Council and its committees are briefed on key issues.
- Representing Brunel on the Committee of the University Chairs and participating in national higher education bodies as appropriate.
- Working with the Vice Chancellor and President and all other officers between meetings, in particular to agree Chair's Action on urgent issues.
- Co-ordinating the independent chairs of Council committees.
- Monitoring performance of the Vice Chancellor and President, in particular agreeing performance criteria and carrying out an annual appraisal and recommending remuneration to the Remuneration Committee.
- Since the University is a charity, the Chair shall be responsible for ensuring that 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.

Key Personal Qualities / Skills / Experience / Commitment

a. Personal qualities

- Integrity, breadth of vision, independence, an enquiring mind, tact, and discretion.
- The Chair will have a strong personal commitment to Higher Education and the values, aims and objectives of the University.
- It is expected that 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.
- Willingness to engage with local community and to act as an ambassador for the University.
- Commitment to promoting equality, diversity and inclusion.

b. Leadership

- The Chair is responsible for the leadership of Council and should ensure, through a good working relationship with the Chairs of the Committees of Council, that Committee business is carried on in a proper manner, efficiently and effectively, and that regular and satisfactory reports are presented to Council.
- The Chair should ensure that Council acts in accordance with the instruments of governance of the University and ensure that Council exercises collective responsibility, encouraging all members to work together effectively, contributing their skills and expertise and seeking to build consensus among them.
- The Chair, in conjunction with the Governance & Nominations Committee, oversees the appraisal procedure for Council members and will participate as appraiser in the process. The Chair should encourage members to participate in appropriate training events such as those organised by Advance HE.
- The Chair, in conjunction with the Remuneration Committee, is responsible for the appraisal/ review of the performance of the Vice Chancellor and President and will assist with the appraisal/review of the performance of the Secretary to Council, taking care to ensure that any other duties the Secretary may perform for the institution are excluded from consideration.

c. Skills

- The ability to chair meetings
- The ability to speak articulately and succinctly
- The ability to challenge, support and motivate University staff with sensitivity
- The capability to function as a member of a diverse group in a collegiate atmosphere
- Strong analytical skills, particularly in finance.

d. Experience

- Valid knowledge and experience that can bear on university issues
- Experience of matters relevant to the successful operation of a large and regulated organisation
- An appreciation of Brunel's heritage and public position
- An awareness of and commitment to higher education issues while retaining independence of view and a non-partisan approach
- An understanding of Council's role in governance and a proven record of contribution to the governing body of one or more similar organisations.
- Maintains an extensive network in areas important to the University.

e. Commitment

- Full commitment to Brunel's mission, the time and energy necessary to fulfil the responsibilities, (see below) and an over-riding loyalty to Brunel rather than any other "constituency".
- In accordance with the Royal Charter of the University, the Chair of Council shall hold office for such period as the Council may determine and shall be eligible for reappointment, subject always to a maximum period of membership of Council of eight years.
- The time commitment for attendance at Council, key committees and University functions is estimated as 40 days, in addition to attendance time was spent in preparation for meetings.
- It is beneficial for the Chair to participate in national HE forums which would require further commitment of between 6 and 8 days.
- The Chair will make him/herself available to attend induction/training events organised by the University or other appropriate bodies such as Advance HE.
- The Chair will represent Council and the University externally. The Chair will be a member of the Committee of University Chairs and will play a major role in liaising between key stake holders and the University.

Post Title:	Deputy Chair of Council
Location:	Brunel University of London
Other people post holder works closely with:	Chair of Council, Vice Chancellor and President, University Secretary & General Counsel
Time Commitment:	Attendance at Council, key committees and University functions approximately 20 days, in addition to attendance time spent in preparation for meetings.

Duties

It is the responsibility of the Deputy Chair of Council (DCC) to:

Provide support and guidance to the Chair of Council;

- deputise for the Chair of Council, as may be required particularly where the Chair has a conflict of interest or is otherwise unable to act;
- be an ex officio member of the Remunerations Committee, Finance Committee and Governance & Nominations Committee and sit on other committees and boards as requested by Council;
- be accessible to Council Members if they have concerns which have not or cannot be resolved through contact with the Chair of Council and Vice Chancellor and President or for which such contact is not appropriate;
- lead the Governance & Nominations Committee in regularly evaluating the performance of the Chair of Council and in doing so take account the views of the Council Members.
- be prepared to offer advice and opinions on all major issues with which the Chair has to deal, at times it will be necessary to sound out Council members' and the Executive's views.

The DCC is responsible for supporting the Chair in ensuring that Council conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. These are defined as the seven Principles of Public Life from the Report of the Committee for Standards in Public Life (the Nolan Committee).

Key Functions and Skills

a. General Functions

- The DCC is responsible for supporting and deputising for the Chair of Council, particularly where the Chair has a conflict of interest or is otherwise unable to act. It is particularly important that the DCC backs the Chair in ensuring the Council operates effectively and in accordance with the procedures laid down for business.
- The DCC should be prepared to offer advice and opinions on all major issues with which the Chair has to deal. At times it will be necessary to sound out Council members' and executive management's views.
- The DCC plays a key role in the business of Brunel but should not be drawn into the day-to-day running of the University.
- There must be a constructive relationship between the DCC and the Chair and the Vice Chancellor and President. Issues must be openly debated and information shared to ensure continuity.

b. More Specific Functions

- Assisting with the reports to Council. The purpose is to ensure that due diligence is done on major projects on the Council's behalf, when it would be difficult for Council itself to

- pursue a topic in sufficient depth.
- The DCC is ex officio a member of the Remuneration, Finance and Governance & Nomination Committees and may sit on other committees and boards as requested by Council.
- It is desirable but not essential for the DCC to attend as many University events as possible in order to represent Council and obtain a deeper understanding of the institution's staff, students and operations.

Key Personal Qualities / Skills / Experience / Commitment

a. Personal qualities

- Integrity, breadth of vision, independence, an enquiring mind, tact and discretion.
- Willingness to engage with local community and to act as an ambassador for the University. Commitment to promoting equality, diversity and inclusion.

b. Skills

The ability to chair meetings, the ability to speak articulately and succinctly, the ability to challenge, support and motivate University staff with sensitivity, the capability to function as a member of a diverse group in a collegiate atmosphere, strong analytical skills, particularly in finance.

c. Experience

Valid knowledge and experience that can bear on University issues, experience of matters relevant to the successful operation of a large and regulated organisation, an appreciation of Brunel's heritage and public position, an awareness of and commitment to higher education issues while retaining independence of view and a non-partisan approach, an understanding of Council's role in governance and a proven record of contribution to the governing body of one or more similar organisations.

d. Commitment

Full commitment to Brunel's mission, a willingness to commit for up to two years (re-appointable once), the time and energy necessary to fulfil the responsibilities and an over-riding loyalty to Brunel rather than any other constituency.