

ROLE DESCRIPTION OF THE CHAIR OF THE CORPORATION

This role description has been designed to:

- enable a Corporation to define the role of the Chair
- enable Corporation members and college senior staff to understand the role of the Chair of the Corporation
- show how the role of the Chair relates to that of the Principal/Chief Executive and the Clerk to the Corporation

The Corporation, Chair, Principal and Clerk have legal responsibilities set out in the model Instrument and Articles of Government. To set the context, these are described in the Appendix.

Leadership

The Chair will

1. Lead the Corporation as a team, ensuring that its business is carried out efficiently and that members exercise collective responsibility;
2. Ensure that the Corporation sets the vision, strategic direction, objectives and performance indicators for the college, and work collaboratively with the Principal/Chief Executive to achieve this;
3. Ensure that the Corporation assesses the college's performance against its strategic objectives and performance indicators;
4. Ensure that Corporation members recognise the distinction between governance and executive leadership and management and demonstrate this in the conduct of Corporation business so that the Corporation focuses on strategy, performance and accountability;
5. Develop a constructive working relationship with the Principal/Chief Executive, the management team and the Clerk, based on regular communication and a shared commitment to ensuring the Corporation's ongoing effectiveness; and
6. Commit the equivalent of approximately six days per month, or as the service requires, to undertake the role of Chair.

Accountabilities

The Chair will

1. Lead the Corporation in exercising collective responsibility for the integrity and financial probity of the Corporation and the proper conduct of its business;
2. Seek to maintain the reputation of the college, to develop effective relationships with stakeholders and demonstrate a personal commitment to its vision and values and to meeting the interests of the communities it serves;
3. Advised by the Clerk, ensure that the Corporation acts in accordance with the Instrument and Articles of government, other regulatory requirements, the English Colleges' Foundation Code of Governance and the college's own rules and regulations; and
4. Act in accordance with protocols for the use of authority established by the Corporation, seeking advice from the Clerk where appropriate.

Standards and Conduct

The Chair will

1. Act fairly and impartially in the best interests of the Corporation and the college as a whole;
2. Work with the Clerk to ensure that the Corporation conducts itself transparently and in accordance with the 'Nolan' principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership; and promote these by example;
3. Work with the Clerk to ensure that Corporation members exercise their responsibilities in the best interests of the college and that any conflict of interest is identified and managed appropriately; and
4. Ensure that Corporation members act in accordance with the Corporation's Code of Conduct.

Managing Corporation Business

The Chair will

1. Work with the Principal/Chief Executive and Clerk to ensure that the Corporation receives the high quality and timely information required to conduct its business, enable rigorous scrutiny of the strategic management of the college, monitor risk and make clear and transparent decisions;
2. Work with the Principal/Chief Executive and Clerk to ensure that the Corporation's business is conducted efficiently and with the integrity required by those responsible for the use of public funds;
3. Work with the Principal/Chief Executive and Clerk to ensure that the Corporation has effective arrangements for monitoring the college's performance and its quality improvement;
4. Enable Corporation members to work effectively as a team and provide constructive challenge, seeking the views of all members and building consensus;
5. Ensure that the process of appointing a new Principal/Chief Executive and other senior post-holders is led effectively;
6. Be responsible for instigating any disciplinary action against the Principal/Chief Executive and other senior post-holders; and
7. Ensure that the Corporation through its Governance & Search Committee has a process for succession planning and recruiting new Corporation members to achieve a balance of skills and to reflect stakeholder interests and the communities it serves.

Review of the Corporation's Performance

The Chair will

1. Work with the Clerk to ensure that the Corporation reviews its own performance and processes;
2. Work with the Clerk to ensure that there is a process of supporting and developing Corporation members, and a procedure for reviewing their individual performance;
3. Participate in the review of his/her own performance as Chair;
4. Be responsible for reviewing the performance of the Principal/Chief Executive; and
5. Be responsible for reviewing the performance of the Clerk to the Corporation / Executive Officer.

Personal

The Chair will be able to:

1. Commit to the college and its culture and values;
2. Devote the time needed to the role;
3. Lead others as a first among equals, with the authority and personal integrity to elicit respect;
4. Have the capacity to think strategically;
5. Challenge and refresh the status quo constructively;
6. Influence appropriately;
7. Be decisive with an insistence on getting things done; and
8. Be financially literate.

ROLE OF THE VICE CHAIR

The Vice Chair will deputise and take on similar responsibilities in the absence of the Chair or at the Chair's request. The Vice Chair of Governors will commit the equivalent of three days, or as the service requires, to undertake the role.

Appendix

Legal responsibilities as set out in the model Instrument and Articles of Government

1 Corporation

The Articles state that:

“The Corporation shall be responsible for the following functions:

- i. the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- ii. publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and oversight of its activities;
- iii. approving the quality strategy of the institution;
- iv. the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- v. approving annual estimates of income and expenditure;
- vi. the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk’s appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- vii. setting a framework for the pay and conditions of service of all other staff.”

2 Chair

The Instrument of Government refers to the Chair’s powers and duties in respect of meetings with business concerning the Clerk; calling special meetings; exercise of a casting vote; signing agreed minutes; application of the seal of the Corporation.

3 Principal

The Articles state that:

“Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the institution, and shall be responsible for the following functions:

- (a) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- (b) the determination of the institution’s academic and other activities;
- (c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- (d) the organisation, direction and management of the institution and leadership of the staff;
- (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and

- (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.”

4 Clerk

The Articles state that:

“The Clerk shall be responsible for the following functions:

- (a) advising the Corporation with regard to the operation of its powers;
- (b) advising the Corporation with regard to procedural matters;
- (c) advising the Corporation with regard to the conduct of its business; and
- (d) advising the Corporation with regard to matters of governance practice.”