

Meeting of the Chair Nomination Committee

**4pm on Wednesday, 9 October 2013
in 1B27, Technopark, London Road, London SE1**

Agenda

<i>No.</i>	<i>Item</i>	<i>Paper No.</i>	<i>Presenter</i>
1.	Welcome and apologies		Convenor
2.	Declarations of Interest		Convenor
3.	Selection of Chair of the Committee		Convenor
4.	Terms of Reference (to note)	CNC.01(13)	Sec
5.	Membership of the Committee (to discuss)	CNC.02(13)	Chair
6.	Role Description of Chair of the Board (to approve)	CNC.03(13)	Sec
7.	Selection process for Chair of the Board (to approve)	CNC.04(13)	Chair
8.	Any other business		Chair
9.	Date of next meeting: tbc		Chair

Members: Andrew Owen (Convenor), Steve Balmont, Douglas Denham St Pinnock, Hilary McCallion and James Smith

Apologies: Mee Ling Ng

With: University Secretary and Governance Officer.

	PAPER NO: CNC.01(13)	
Board/Committee:	Chair Nomination Committee	
Date:	9 October 2013	
Paper title:	Committee terms of reference	
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors	
Board sponsor:	Andrew Owen, convenor of the committee	
Recommendation:	That the committee discuss and note their terms of reference	
Aspect of the Corporate Plan to which this will help deliver?		
Matter previously considered by:	Board	On: 23 May 2013
Further approval required?	Board (if amendments suggested)	On: 17 October 2013
Communications – who should be made aware of the decision?		

Executive Summary

At its meeting of 23 May 2013 the Board of Governors approved the establishment of a Chair Nomination Committee to lead the search for the current Chair's successor. The current Chair will retire in summer 2015. The Board approved the terms of reference as set out in this paper.

It sets out the membership of the committee (in section 2) which the committee will be requested to review in paper CNC.02(13). Please note section 2.6 which states that: "Any independent governor who expresses an interest in becoming Chair to the Convenor will not become a member of the committee".

The committee has delegated authority from the Board to conduct the search process for the new Chair of the Board as set out in section 6.

The committee is requested to discuss and note their terms of reference.

London South Bank
University

Chair Nomination Committee
Terms of reference

1. Constitution

- 1.1 The Board of Governors has established a committee known as the Chair Nomination Committee.

2. Membership

- 2.1 The first members of the committee shall be those independent governors in their first term as at May 2013 (whose terms of office continue beyond 2015).
- 2.2 The Chair of the committee shall be appointed by the committee from amongst its independent governor members.
- 2.3 The committee may co-opt staff or student governor members as it sees fit.
- 2.4 The committee may co-opt to the committee an independent adviser, such as a serving Chair of a university governing body, as it sees fit.
- 2.5 The quorum shall be at least 3 independent governors.
- 2.6 Any independent governor who expresses an interest in becoming Chair to the Convenor will not become a member of the committee.

3. Frequency of meetings

- 3.1 The committee shall meet at such times as the Chair shall require.

4. Financial Authority

- 4.1 The committee is authorised by the Board, at LSBU's expense, within any budgetary restraints imposed by the Board, to appoint search consultants, and to place advertisements in appropriate publications or websites which it deems necessary.

5. Secretary

- 5.1 The University Secretary or their nominee shall act as the secretary of the committee.

6. Remit

- 6.1 The remit of the Committee is to:

- 6.1.1 conduct the process for the selection of Chair of the Board on behalf of the Board of Governors:

London South Bank University

- 6.1.2 if considered necessary, appoint external advisers;
- 6.1.3 if considered necessary, appoint search consultants;
- 6.1.4 draw up a short list;
- 6.1.5 sound out the short-listed candidates for interest and availability;
- 6.1.6 interview candidates;
- 6.2 From the short-list, identify an appointable candidate or candidates and make a recommendation to the Board on the appointment of the Chair.
- 6.3 The final decision to make an appointment rests with the Board.

Membership

Independent Governors	Andrew Owen Steve Balmont Douglas Denham St Pinnock Hilary McCallion Mee Ling Ng James Smith The new independent governor with HE experience
Independent adviser	External HEI Chair - tbc

In attendance:

University Secretary & Clerk to the Board of Governors

Approved by the Board of Governors 23 May 2013

	PAPER NO: CNC.02(13)	
Board/Committee:	Chair Nomination Committee	
Date:	9 October 2013	
Paper title:	Chair Nomination Committee membership	
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors	
Board sponsor:	Andrew Owen, convenor of the committee	
Recommendation:	That the committee review their membership	
Aspect of the Corporate Plan to which this will help deliver?		
Matter previously considered by:	N/A	N/A
Further approval required?	N/A	N/A
Communications – who should be made aware of the decision?		

Executive Summary

The committee's terms of reference set out the membership of the committee as follows:

2. Membership

- 2.1 The first members of the committee shall be those independent governors in their first term as at May 2013 (whose terms of office continue beyond 2015).
- 2.2 The Chair of the committee shall be appointed by the committee from amongst its independent governor members.
- 2.3 The committee may co-opt staff or student governor members as it sees fit.
- 2.4 The committee may co-opt to the committee an independent adviser, such as a serving Chair of a university governing body, as it sees fit.

London South Bank University

2.5 The quorum shall be at least 3 independent governors.

2.6 Any independent governor who expresses an interest in becoming Chair to the Convenor will not become a member of the committee.

Independent Governors

Independent governors on the committee are those governors who will be serving on the Board under the new Chair. Current independent governors are eligible to serve as Chair of the Board and any expressing an interest shall be asked to stand down from the committee to avoid a conflict of interest.

Staff and Student Governors

The election of the Chairman is a matter for the Board as whole, including the staff and student governors. The committee may wish to consider whether a staff or student governor is invited to join the committee. Student and staff governors are clearly key stakeholders in the process.

Independent Adviser

The committee may wish to consider whether to invite an independent adviser with experience of chairing a university to assist the committee. They could offer an insight to the panel from their first-hand experience of undertaking the role and can share their own knowledge of the sector. At interviews the adviser may ask questions of the candidate but does not take part in the final selection decision. The independent adviser is not mandatory and the committee may not wish to appoint.

The committee is requested to review their membership. It is recommended that they consider whether they wish to co-opt:

- staff and student governors; and
- an external adviser with experience of chairing a higher education institution.

University Secretary
October 2013

	PAPER NO: CNC.03(13)	
Board/Committee:	Chair Nomination Committee	
Date:	9 October 2013	
Paper title:	Role Description of Chair of Board	
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors	
Board sponsor:	David Longbottom, Chair of the Nomination Committee	
Recommendation:	That the committee approve the role description of the Chair of the Board	
Aspect of the Corporate Plan to which this will help deliver?		
Matter previously considered by:	Nomination Committee	On: 13 November 2012 & 10 April 2013
Further approval required?		On:
Communications – who should be made aware of the decision?		

Executive Summary

The role description for the Chair of the Board is attached as approved by the Nomination Committee on 13 November 2012.

Key points to note are:

- That the Chair:
 - leads the Board in its role of stewardship of the University and securing its academic and financial sustainability;
 - leads the Board to ensure effective oversight of the management of the University;
 - supports the Executive, through the Vice Chancellor, to deliver the Corporate Plan.

London South Bank University

- the time commitment of 2 days per week on average;
- that the role is unremunerated;
- the required experience and knowledge is set out in the person specification and includes strong personal commitment to higher education, ability to influence outcomes and lead a senior team.

This role description will form the basis of the recruitment process.

The committee is requested to approve the role description for Chair of the Board and to consider the types of candidates they are looking for for the role.

University Secretary

Oct 2013

Role Description for Chair of the Board (Approved by the Nomination Committee on 13th November 2012)

The University

London South Bank University (LSBU) is a vibrant, modern university with a long heritage. For 120 years, we have been priding ourselves on creating professional opportunities for our students and equipping them to become highly successful in their chosen fields.

The Borough Road Polytechnic Institute was established in 1892 with the founding aim to “improve the mental and bodily health and social happiness of the people in one of the poorest parts of south London”.

We are proud that throughout our history, the focus has been on professional courses and strong links with business and industry. The legacy of our past continues to enable our students to build successful and rewarding careers.

We have inherited, and still cherish, the role of welcoming students with potential from whatever background and helping them achieve career success. This mission remains at the core of the university today and will be an enduring legacy for future generations.

We are a cosmopolitan university with some 23,500 students, 50% of whom are from ethnic minorities, 58% female and 42% male.

We have received the highest possible rating for the quality of our education, from the independent Quality Assurance Agency (QAA).

Our students achieve the 12th highest starting salaries of any university in the UK (Sunday Times University Guide 2011).

Our main campus is a short walk from many of London's major landmarks and we're at a hub of local transport. Waterloo and London Bridge are some of our nearest stations and the London Underground is on our doorstep.

The University is delighted to have welcomed our new Chancellor, Richard Farleigh, at a formal installation ceremony in July 2012, our 120th anniversary year.

London South Bank University

The vision and mission of London South Bank University

We have an important, enduring and consistent mission to create student opportunity for future success. We have much to be proud of and aspire to be the best in our field.

We intend to make this happen by implementing our vision:

“To be the most admired UK university for creating professional opportunity. We intend to be a source of pride to our students, our staff and the communities we serve.”

The Board of Governors

The Board of Governors is the University’s governing body. The core responsibilities of the Board are:

- (i) the effective stewardship of the University to secure its academic and financial sustainability over the medium and long term;
- (ii) safeguarding the mission of the University and the services it provides for the public benefit;
- (iii) securing the proper and effective use of public funds and accounting to stakeholders and society for institutional performance.

The Board as a whole is collectively responsible for promoting the success of the University by leading and supervising its affairs. The Board:

- oversees all activities of the University and ensures it complies with the law;
- determines the strategic direction of the University;
- has responsibility for approving the educational character, mission and strategic vision of the University, together with its long-term academic and business plans;
- fosters an educational environment that enables students to succeed;
- sets the values and standards of the University and ensures that its obligations to its stakeholders are understood and met;
- has overall responsibility for its assets, property and estate, employees and health and safety; and
- takes all final decisions on matters of fundamental concern to the University.

London South Bank University

Composition of the Board of Governors

The Board comprises up to 13 independent governors, up to two academic staff, up to two students and at least one co-opted governor who has experience in the provision of education.

The Board is chaired by David Longbottom, Pro Chancellor. The vice chair is Dame Sarah Mullally, Pro Chancellor.

The Board meets at least 5 times a year, plus two annual strategy days. Independent governors usually serve on one or more committees. The key committees are the Policy and Resources, Audit, Educational Character, Human Resources and Property Committees. Typically, these meet 3-4 times a year.

The Chief Executive of London South Bank University is the Vice Chancellor who is supported by an Executive consisting of two Pro Vice Chancellors, Executive Director of Finance, the University Secretary and the four Executive Deans.

Academic Structure

The University is divided into four faculties: Business; Engineering, Science and the Built Environment; Health and Social Care; Arts and Human Sciences. Teaching and the main administration is conducted at the Southwark Campus for all courses, except the professional courses in nursing, midwifery, health and social care, which are offered at Havering. Each Faculty is headed by an Executive Dean who has Pro Deans to assist them in the running of the Faculty.

The Academic Board reports to the Board of Governors and is responsible for policy and regulation in respect of admissions, examinations, the curricula, course content and all other academic matters.

Role description for Chair of the Board **Main duties and responsibilities**

The Chair is responsible for leadership of the board of the University and ensuring its effectiveness on all aspects of its role. Their functions are to:

- lead the Board in its role of stewardship of the University and securing its academic and financial sustainability;
- lead the Board to ensure effective oversight of the management of the University;
- support the Executive, through the Vice Chancellor, to deliver the Corporate Plan.

Effectiveness of the Board

1. To ensure that the Board exercises control over the strategic direction of the University, through an effective planning process, and that the performance of LSBU is adequately assessed against the objectives which the Board has approved.
2. To establish constructive working relationships with fellow governors and the University Executive, recognising that day-to-day management is the responsibility of the Executive.
3. To be responsible for the board's composition and development.
4. Through the Clerk to the Board, to ensure that governors receive timely and high quality information to allow them to make effective decisions.
5. To ensure the board focuses on its key tasks.
6. To engage the board in assessing and improving its performance.
7. To oversee the induction and development of governors.
8. To direct the Clerk to the Board in providing support and advice to the Chair and governors.

Meetings of the Board

9. To plan and conduct board meetings effectively.

London South Bank

University

10. To ensure that all governors participate fully and actively in matters which come before the Board and its committees. Governors should question intelligently, debate constructively, challenge rigorously and decide dispassionately.

Conduct

11. To embrace LSBU's vision, mission and values.

12. To act in accordance with the accepted standards of behaviour in public life and observe the highest standards of corporate governance, which includes ensuring and demonstrating integrity and objectivity in the transaction of business and following a policy of openness and transparency.

13. To exercise the Board's responsibilities in the interests of LSBU as a whole, rather than as a representative of any constituency and to accept collective responsibility for decisions made by the Board.

14. To act fairly and impartially at all times in the interests of LSBU as a whole, using independent judgement and maintaining confidentiality as appropriate.

External Role

15. To act as ambassador for LSBU externally. To engage with members of the University Court, which is a body of professional contacts and friends of the University, meeting annually.

Time Commitment

16. To be willing and able to devote the time needed to be an effective Chair, including planning and leading meetings, meeting regularly with the Vice Chancellor and attending significant LSBU events as appropriate. The time commitment required is approximately 2 days per week. Meetings are normally held in the early evening.

Holding office

17. The role of Chair of the Board is a high profile, responsible and rewarding voluntary role. In the spirit of charity trustees, governors are not remunerated, but members may reclaim all travelling and similar expenses incurred in the course of LSBU business. The Chair has the opportunity to influence and contribute to the success of a large institution that positively impacts on many people's lives.

London South Bank University

18. The initial term of office of the Chair is four years.

19. The successful candidate will receive an in-depth induction programme. Training and development opportunities are available.

Chair of the Board – person specification

Experience/knowledge

- A. Legally eligible to be a director and a charity trustee
- B. A commitment to understanding and fulfilling the duties and responsibilities of a governor, and maintaining knowledge in this regard through professional development
- C. Strong personal commitment to higher education and to the aims and values of LSBU
- D. Experience of operating at a strategic and/or corporate level and of corporate governance
- E. Experience of leading a senior team within a substantial organisation
- F. The ability to negotiate outcomes and influence others to agree with those outcomes
- G. The ability to analyse complex and detailed information, readily distil key issues, and develop innovative approaches and solutions to problems
- H. Ability to operate as an effective member of a team with fellow governors
- I. Ability to communicate effectively with a broad range of stakeholders
- J. Ability to establish constructive and supportive yet challenging working relationships with the University Executive
- K. Ability to evaluate and monitor the work of LSBU
- L. Willingness to devote the time needed to be an effective Chair
- M. Commitment to continuous personal improvement
- N. Commitment to equal opportunities

	PAPER NO: CNC.04(13)	
Board/Committee:	Chair Nomination Committee	
Date:	9 October 2013	
Paper title:	Selection process for Chair of the Board	
Author:	James Stevenson, University Secretary and Clerk to the Board of Governors	
Board sponsor:	Andrew Owen, convenor of the committee	
Recommendation:	That the committee approves the selection process for the Chair of the Board	
Aspect of the Corporate Plan to which this will help deliver?		
Matter previously considered by:	Board	On: 23 May 2013
Further approval required?		On:
Communications – who should be made aware of the decision?		

Executive Summary

At its meeting of 23 May 2013 the Board agreed an outline timetable for the selection process of the new Chair of the Board:

Outline Timetable (note – this is indicative and can be brought forward if necessary)

- Oct 2013 Chairman Nomination Committee agrees process and role description
- Oct/Nov 2013 If necessary: appointment of consultants (selection process)
- Nov 2013 Advertise/search

London South Bank University

- Jan 2014 Shortlist of appointable candidates
- Jan/Feb 2014 Meetings with candidates
- Feb 2014 Final Panel to recommend
- Mar 2014 Board meeting Formal appointment as joint Vice Chair and Pro Chancellor
- May 2014 First Board meeting
- Sept 2014 Chair of P&R
- Oct 2014 – Jun 2015 Induction
- July 2015 Appointed as Chair

At its meeting of 23 May 2013 the Board authorised the Chair Nomination Committee to appoint search consultants for external candidates, if deemed necessary by the committee, and in accordance with LSBU's procurement best practice. The appointed search consultant will work to the committee and manage the process of identifying suitable candidates.

Good recruitment consultants should be able to bring the following skills:

- they should have access to many markets and lines of research as a matter of routine;
- they will bring discipline to the process. The committee will need to have a very clear idea of the sort of candidate they are looking for. A good consultant will expect to constructively challenge the institution and will expose any uncertainties.
- Many candidates will only respond to a personal approach and may be missed if reliance is placed on an advert and approaches the institution is able to make.
- By acting as intermediaries, recruitment consultants will allow the institution to put some distance between itself and potential candidates in the early stages of engagement. This makes it easier to disengage if the institution does not want to pursue the candidature.

If the committee wishes to appoint a consultant, the Secretary will approach three firms in accordance with LSBU's procurement procedures. The interested consultants will then be requested to meet the committee with their outline proposals

London South Bank University

in October/November 2013. The final decision to appoint is reserved to the committee.

The committee is requested to approve the timetable for the selection process and whether to engage recruitment consultants in the process.

University Secretary

October 2013