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## **ROLE DESCRIPTION – MEMBERS OF THE GOVERNING BODY OF THE UNIVERSITY OF THE ARTS LONDON (THE COURT OF GOVERNORS)**

### **1. Main Duties and Responsibilities**

- 1.1 To ensure that the University as a charity complies with its governing document, charity law and any other relevant legislation.
- 1.2 To assure itself that the University pursues its charitable objects of the provision of higher education and the undertaking of research.
- 1.3 To ensure that the governing body (known as “the Court of Governors”) exercises efficient and effective use of the resources of the University for the furtherance of its charitable objects, 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.
- 1.4 To ensure that the governing body exercises control over the strategic direction of the University, through an effective planning process, and that the performance of the University is adequately assessed against the objectives which the governing body has approved.
- 1.5 Governors may be called on to sign documents on behalf of the University, although this is usually undertaken by the Chair and Deputy Chair.

### **2. Duties in Relation to Membership**

- 2.1 To ensure that the necessary business of the Governing Body is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business. Members are expected to make rational and constructive contributions to debate and to make their knowledge and expertise available to the Governing Body as the opportunity arises.
- 2.2 To ensure that the Governing Body acts in accordance with the Instrument and Articles of Government of the University (the governing document) and with the University’s internal rules and regulations, seeking advice from the Clerk in any case of uncertainty.
- 2.3 To accept collective responsibility for the decisions reached by the Governing Body. Members elected, nominated or appointed by particular constituencies may not act as if delegated by the group they represent, and may not be bound in any way by mandates given to them by others.

### **3. Standards of Conduct**

- 3.1 To ensure that the Governing Body conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. Governors must at all times regulate their personal conduct as members of the Governing Body in accordance with these standards.

- 3.2 Members must not benefit financially from their trusteeship. Members must make a full and timely disclosure of personal interests to the Clerk in accordance with the procedures approved by the Governing Body. They must as soon as practicable disclose any interest which they have in any matter under discussion and accept the ruling of the Chair in relation to the management of that situation, in order that the integrity of the business of the Governing Body and its Committees may be and may be seen to be maintained.

#### **4. Person Specification**

- 4.1 Members will have a strong personal commitment to Higher Education and the values, aims and objectives of the University.
- 4.2 Ability at all times to act fairly and impartially in the interests of the University as a whole, using independent judgement and maintaining confidentiality as appropriate.
- 4.3 Willingness to devote the necessary time and effort in attending meetings, perusing agenda papers, undertaking an initial and ongoing induction, and attending other significant events in the life of the University.
- 4.4 Willingness to participate in procedures established by the Governing Body for the regular appraisal/review of the performance of individual members.
- 4.5 Ability to establish constructive and supportive but challenging working relationships with the University employees with whom they come into contact, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the University.
- 4.6 Ability to act in the best interests of the charity at all times, ensure compliance with all relevant legislation, regulations and requirements, and to uphold the duty of prudence and care in relation to the University's business and its present and future beneficiaries.
- 4.7 Ability to fulfill and undertake the trustee responsibilities and duties set out above, and to adhere to the standards of conduct set out above and the University's Code of Conduct for Governors. The individual must not have any conflicts of interest which would make it difficult for them to participate fully in the charity's business.
- 4.8 The individual must be eligible to be a trustee at all times.
- 4.9 External governors will have personal and professional standing within the area of expertise for which they have been recruited. Ability to apply a national and international perspective.
- 4.10 Governors are expected to attend all meetings of the Governing Body and of Committees of which they are a member, or give timely apologies if absence is unavoidable.

#### **5. External Role**

- 5.1 Members may be asked to represent the Governing Body and the University externally, and will be fully briefed by the University to enable them to carry out this role effectively.
- 5.2 Members may be asked to use personal influence and networking skills on behalf of the University (the 'door-opening' role).

5.3 Members may be asked to play a role in liaising between key stakeholders and the University, or in fundraising. They will be fully briefed by the University to enable them to carry out this role effectively. However, this role in particular must be exercised in a carefully co-ordinated fashion with other senior officers and staff of the University.

## 6. Further Information

- 6.1 Becoming a governor involves a considerable time commitment: the equivalent of approximately 15 days per annum. The Court of Governors meets 4 times a year and meetings last 2-3 hours. Governors are also expected to attend a one-day strategic event each year and to attend at least one session of the University's graduation ceremonies in July. In addition, governors are invited to college briefings and to an annual dinner (these dates coincide with the Court meeting dates). External governors will be appointed to at least one committee. Committees meet three times a year on average. Governors are invited to attend student exhibitions and other University events each year. A copy of a standard meetings schedule is available on the website.
- 6.2 Membership of the Governing Body is not remunerated, but governors may reclaim travelling and similar expenses incurred in the course of University business, via the Clerk, and within the parameters of the University's Expenses Policy. Directors and Officers' Liability Insurance is in place.
- 6.3 Appointments are usually for a three year period ending on 31 August, unless otherwise notified in writing. The Governing Body may remove members from office due to absence from meetings without permission of the governing body or if the Court of Governors is satisfied that the governor is unable or unfit to discharge the functions of a governor.

Approved by the Nominations Committee: December 2010

Minor amendments: April 2013; August 2017; **February 2019** - to reflect current meeting practice (paragraph 6.1).

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