



Election of the Vice-Chair of Council

Outcome requested:	Governance Committee is asked to approve : [a] revisions to the role description for the Vice-Chair of Council; [b] the process to elect the next Vice-Chair of Council.
Executive Summary:	With Monica Chadha's resignation from Council, it is necessary for Council to elect a Vice-Chair. The Queen Mary Charter stipulates that Council shall elect a Vice-Chair from amongst its external members. The period of office shall be four years from the date of appointment to the role, following the election, or the remainder of that member's term of membership of the Council, whichever is shorter. The same member shall be eligible for re-election as Vice-Chair for one further period of office.
QMUL Strategy:	The Vice-Chair of Council works with the Chair of Council to ensure the effective conduct of Council and committee business.
Internal/External reference points:	Queen Mary Charter CUC Higher Education Code of Governance
Strategic Risks:	N/A
Equality Impact Assessment:	Addressed in the paper.
Subject to prior and onward consideration by:	The proposed change to the Ordinances is subject to approval by Council on 19 November 2020.
Confidential paper under FOIA/DPA:	No
Timing:	Prompted by a casual vacancy.
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Date:	27 September 2020
Senior Management/External Sponsor:	Lord Clement-Jones, Chair of Council

Election of the Vice-Chair of Council

1. With Monica Chadha's resignation from Council, it is necessary for Council to elect a Vice-Chair. Governance Committee is asked to approve revisions to the role description and a process for inviting and considering nominations.

Role description

2. The current role description for the Vice-Chair was established in 2014 (Annex A). It is proposed that Governance Committee should approve the following revisions (Annex B):
 - [a] to simplify the role description so that it focuses on the leadership duties of the Vice-Chair that are additional to the ordinary responsibilities of external members of Council (Annex C);
 - [b] to include the requirement to chair the Remuneration Committee and the panel convened to consider any concern or complaint about the Chair of Council, in accordance with previous decisions of Council;
 - [c] to remove the requirement that the Vice-Chair is additionally a member of either the Audit and Risk Committee or the Finance and Investment Committee, on the basis that the resulting time commitment could present an avoidable barrier to members of Council putting themselves forward, and to reduce the estimated time commitment from 30 to 20 days per year.

Process to elect the Vice-Chair

3. The Queen Mary Charter stipulates that Council shall elect a Vice-Chair from amongst its external members. The period of office shall be four years from the date of appointment to the role, following the election, or the remainder of that member's term of membership of the Council, whichever is shorter. The same member shall be eligible for re-election as Vice-Chair for one further period of office. The current role description also states that the Vice-Chair is elected on the recommendation of the Chair of Council following self-nomination (Annex A).
4. The following process and timeline is proposed.
 - [a] The Chair of Council announces the call for nominations and forthcoming election at the Council meeting on 8 October.
 - [b] On 9 October, the Chief Governance Officer and University Secretary circulates the role description to all members of Council and invites external members to self-nominate via email by close of business on 26 October.
 - [c] Council members who self-nominate, or who are considering whether to self-nominate, will be asked to discuss the role and their potential contribution with the Chair of Council.
 - [d] The Chair of Council will discuss all the self-nominations with one other external member of Governance Committee and the Chief Governance Officer and University Secretary before making a single recommendation to Council via e-mail circulation. Council members will be given a summary of the process followed at the same time.

Equality considerations

5. Women and BAME groups are currently unrepresented in the senior roles on Council. With this in mind:
 - [a] the time commitment associated with the role has been reduced in order to minimise barriers;
 - [b] the successful nominee will be supported in undertaking relevant development in the role;
 - [c] all external members of Council will be given the same opportunity to self-nominate.

Jonathan Morgan
Chief Governance Officer and University Secretary
27 September 2020

Annex A: Current role description for the Vice-Chair of Council

1. Leadership

a) The Vice-Chair is elected by Council from among the external members of Council on the recommendation of the Chairman of Council following self-nomination. The duration of appointment is four years or for the remainder of the member's term of office, whichever is shorter, with eligibility for re-election for one further period in accordance with his/her period of office.

b) The Vice-Chair shall act as the Chair during a vacancy in the office of the Chair and during the absence or disability of the Chair.

c) The Vice-Chair is expected to play an appropriate part in ensuring that the necessary business of the Governing Body (Council) is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business. He/she is expected to make rational and constructive contributions to debate and to make his/her knowledge and expertise available to Council as opportunity arises.

d) The Vice-Chair shares with other members the responsibility for ensuring that Council acts in accordance with the instruments of governance of the College and with the College's internal rules and regulations, and should seek advice from the Council Secretary in any case of uncertainty.

e) The Vice-Chair will be formally and informally involved in the process for the recruitment of new members of Council, and will support and provide advice and guidance to new members.

2. Standards

a) The Vice-Chair shares with other members the responsibility 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.

b) The Vice-Chair must make a full and timely disclosure of personal interests to the Council Secretary in accordance with the procedures approved by Council. He/she must as soon as practicable disclose any interest which he/she has 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 Council and its Committees may be and may be seen to be maintained.

c) The Vice-Chair should provide support and assistance to the Chair in his/her duties, according to requirements, and as agreed between them.

d) If the Chair completes his/her term of office, or stands down for other reasons, during the Vice-Chair's period in office, he/she shall be responsible for arranging and leading the process for recruiting and appointing a new Chair. This is likely to include establishing and chairing the Search Committee.

e) Since the College is a charity, the Vice-Chair shall have a responsibility for ensuring that Council exercises efficient and effective use of the resources of the College 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.

3. The Business of the College

a) The Vice-Chair shares with other members the responsibility for ensuring that the Council exercises control over the strategic direction of the College, through an effective planning process, and that the performance of the College is adequately assessed against the objectives which the Council has approved.

b) The Vice-Chair should endeavour to establish constructive and supportive but challenging working relationships with the President and Principal and the other College employees with whom he/she comes into contact, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the College.

c) The Vice-Chair is ex-officio member of the Remuneration Committee, and the Governance Committee, each of which meets once or twice per year, and should expect to serve as a member of either the Audit and Risk Committee or the Finance and Investment Committee.

d) The Vice-Chair is expected to attend some Graduation Ceremonies each year and to preside, by arrangement, in the Chair's absence. He/she is also encouraged to attend other key corporate events in the College's calendar.

e) The Vice-Chair shares with other members the responsibility for witnessing the use of the College Seal and may be called upon to do so on occasion.

f) In accordance with the College Ordinances, the Vice-Chair may be called upon to participate in at least one Panel hearing per annum, constituted on an ad hoc basis to hear a grievance case or an appeal involving a member of the academic and professional staff. In addition, the Vice-Chair may be asked to hear a case or an appeal involving a student.

4. The External Role

a) The Vice-Chair may be asked to represent the Council and the College externally, and will be fully briefed by the College to enable him/her to carry out this role effectively.

b) The Vice-Chair may be asked to use personal influence and networking skills on behalf of the College (the 'door-opening' role).

c) The Vice-Chair shall be asked to play a role in liaising between key stakeholders and the College, and in fund-raising. This role in particular should be exercised in a carefully co-ordinated fashion with the President and Principal, other officers of Council and staff of the College.

5. Personal

a) The Vice-Chair shall at all times act fairly and impartially in the interests of the College as a whole, using independent judgement and maintaining confidentiality as appropriate.

b) The Vice-Chair shall make him/herself available to attend induction/training events organised by the College or other appropriate bodies.

c) The Vice-Chair shall participate in procedures established by Council for the regular appraisal/review of the performance of individual members. The Vice-Chair should attend any induction activities arranged by the College and should participate in appropriate training events, which will be drawn to his/her attention by the Secretary to Council.

d) The likely, overall time commitment required of the Vice-Chair for the effective conduct of the duties of the post is up to 30 days per year.

e) The office of Vice-Chair is not remunerated, but the Vice-Chair is encouraged to reclaim all travelling and similar expenses incurred in the course of College business, via the Council Secretary. Directors and Officers Liability Insurance is in place.

Annex B: Proposed role description for the Vice-Chair of Council

The Queen Mary Charter stipulates that Council shall elect a Vice-Chair from amongst its external members. The period of office shall be four years from the date of appointment to the role, following the election, or the remainder of that member's term of membership of the Council, whichever is shorter. The same member shall be eligible for re-election as Vice-Chair for one further period of office.

The Vice-Chair has the following leadership duties in addition to his/her ordinary responsibilities as an external member of Council.

1. The Vice-Chair works with the Chair of Council to ensure the effective conduct of Council and committee business:
 - a) acts as the Chair of Council during the Chair of Council's absence or disability;
 - b) participates in the regular appraisal of the performance of members and assists in the recruitment and induction of new members;
 - c) sits on appointment panels for senior members of staff where required;
 - d) represents Council and the University externally.

2. The Vice-Chair undertakes specific duties for Council regarding the office of Chair of Council:
 - a) acts as the Chair of Council during a vacancy in the office;
 - b) leads the process for Council to recruit, elect and re-elect the Chair of Council, to include chairing the recruitment panel;
 - c) leads the regular appraisal of the performance of the Chair of Council;
 - d) chairs the panel convened to consider any concern or complaint about the Chair of Council.

3. The Vice-Chair is the Chair of Remuneration Committee and an ex officio member of Governance Committee.

The overall time commitment required for the effective conduct of the duties of the office of Vice-Chair, including the ordinary responsibilities of a member of Council, is up to 20 days per year. The office of Vice-Chair is not remunerated, but the office holder is encouraged to reclaim all travelling and similar expenses incurred in the course of University business via the Council Secretary. The University is responsible for putting Directors and Officers Liability Insurance in place.

Annex C: Current role description for ordinary members of Council, to be read in conjunction with the proposed role description for the Vice-Chair of Council

1. Membership

a) Members are expected to play an appropriate part in ensuring that the business of Council is carried on efficiently, effectively and in a fitting manner for the proper conduct of public business. They are expected to make rational and constructive contributions to debate and to make their knowledge and expertise available to Council as opportunity arises.

b) Members have a responsibility for ensuring that Council acts in accordance with the instruments of governance of Queen Mary and with the university's rules and regulations, and should seek advice from the Council Secretary in any case of uncertainty.

c) Members are required to accept collective responsibility for the decisions reached by Council. 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.

2. Standards

a) Members have a responsibility 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. They must at all times regulate their personal conduct as members of Council in accordance with these standards.

b) Members must make a full and timely disclosure of personal interests to the Council Secretary in accordance with the procedures approved by Council. 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 Council and its Committees may be and may be seen to be maintained.

c) Since Queen Mary is a charity, members have a responsibility 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. Members must be 'fit and proper persons' to act as trustees of the charity.

3. The Business of the University

a) Members have a responsibility for ensuring that Council exercises control over the strategic direction of Queen Mary, through an effective planning process, and that the performance of the university is adequately assessed against the objectives which Council has approved.

b) Members should endeavour to establish constructive and supportive but challenging working relationships with the university employees with whom they come into contact, but must recognise the proper separation between governance and executive management, and avoid involvement in the day-to-day executive management of the university.

c) Members may be appointed by Council to at least one Committee of Council and are expected to play a full part in the business of all Committees to which they are appointed.

d) Members are encouraged to attend Graduation Ceremonies and other key corporate events in the university's calendar.

e) Members are responsible for witnessing the use of the Seal and may be called upon to do so on occasion.

f) Members may be called upon to participate in at least one panel hearing per annum, constituted on an ad hoc basis to hear a grievance case or an appeal involving a member of staff. In addition, members may be asked to hear a case or an appeal involving a student.

4. The External Role

a) Members may be asked to represent Council and Queen Mary externally, and will be fully briefed by the university to enable them to carry out this role effectively.

b) Members may be asked to use personal influence and networking skills on behalf of the university (the 'door-opening' role).

c) 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 the President and Principal, other officers of Council and staff of the university.

5. Personal

Members 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.

Members are expected to attend all meetings of Council and of Committees of which they are a member, or give timely apologies if absence is unavoidable.

Members must participate in procedures established by Council for the regular appraisal/review of the performance of individual members. Members should attend any induction activities arranged by the university and should participate in appropriate training events, which will be drawn to their attention by the Council Secretary.

The likely overall time commitment required of members is one day a month.

Membership of Council is not remunerated, but members are encouraged to reclaim all travelling and similar expenses incurred in the course of university business, in accordance with the Queen Mary Travel and Expenses Policy and Procedures, via the Council Secretary.

The formal start date and duration of appointment, together with any other relevant considerations shall be set out in the appointment letter.