

3. ROLE DESCRIPTIONS

3.1 CHAIR: Role Description

Overview

The Chair is responsible for the leadership of the Board of Governors and is ultimately responsible for its effectiveness. The Chair's role encompasses leadership, standards, business and externality.

Appointment Process

The role of Chair is an elected position under the terms of the *Higher Education Governance (Scotland) Act 2016*. At the RCS, an appointing committee of governors is constituted by Nominations Committee which oversees all of the required procedures relating to the election, including the establishing of relevant criteria for the role, the shortlisting of candidates who are to be put forward and the management of the electoral process. The electorate is formed of the governors, staff, and students of the Conservatoire and the Academic Registrar and Secretary acts as the returning officer of the election. The successfully elected candidate is then invited by the Board to take up the role of Chair.

Term of Office

The term of office is three years in the first instance. A second and, exceptionally, third term of office, without election, can be agreed by the Board via a resolution, following a formal reappointment recommendation from Nominations Committee. Where the elected Chair was previously a Board member, their term of office as Chair restarts as year 0.

LEADERSHIP

1. Board Leadership: The Chair is responsible for the leadership of the Governing Body, referred to here as the Board. As Chair of its meetings, they are responsible for ensuring that the necessary business of the Board is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of business. Discussion needs to be held at the strategic and assurance level.
2. Constructive working relationships with Committee Convenors: The Chair should ensure, *inter alia* through a good working relationship with the Convenors of the Committees of the Board that Committee business is carried out in a proper manner, efficiently and effectively, and that regular and satisfactory reports are presented to the Board.
3. Overseeing compliance with statutes, articles, rules and regulations: The Chair should ensure that the Board acts in accordance with the instruments of governance of the Royal Conservatoire of Scotland and its internal rules and regulations, and should seek advice from the Secretary in any case of uncertainty.
4. Facilitator of collective decision-making: The Chair should ensure that the Board exercises collective responsibility, that is to say, that decisions are taken corporately by all members acting as a body. The Chair will encourage all members to work together effectively, contributing their skills and expertise as appropriate, and will seek to build consensus among them.
5. Performance review of board members: The Chair should ensure that the Board approves and operates a procedure for the regular appraisal/review of the performance of individual members of the Governing Body, and should participate as appraiser/reviewer in that process. The Chair should encourage members to participate in appropriate training events related to their role as a Governor of a higher education institution.

6. Recruitment to the Board: The Chair will be formally and informally involved in the process for the recruitment of new members of the Board of Governors, recognizing the importance of equality and diversity aspects with the Board, and should encourage all members to participate in events and performances organised by the Conservatoire.
7. Performance review of the Principal: The Chair will be responsible for the appraisal/review of the performance of the Principal of the Conservatoire, and will make recommendations to the Remuneration Committee accordingly.

STANDARDS

1. The Chair is responsible for ensuring that the Board conducts itself in accordance with expected standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
2. The Chair shall ensure that the Board's Secretary maintains an up-to-date Register of the Interests of board members, and shall make a full and timely personal disclosure. To ensure the maintenance of the integrity of the Board and how it is seen, the Chair shall ensure that any conflict of interest is identified, exposed, and managed appropriately.
3. The Chair will be responsible for ensuring that the Board of Governors exercises efficient and effective use of the resources of the Conservatoire 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.

THE BUSINESS OF THE ROYAL CONSERVATOIRE

1. The Chair is responsible for ensuring that the Board of Governors exercises control over the strategic direction of the Conservatoire, through the delivery of the Strategic Plan and an effective planning process; and that the performance of the Conservatoire is adequately assessed against the objectives which the Board of Governors has approved, ensuring that the financial sustainability of the institution is balanced with an appropriate level of business risk.
2. The Chair should at all times act in accordance with established protocols for the use of delegated authority or Chair's Action. All instances of the use of delegated authority or Chair's Action should be reported to the next meeting of the Board of Governors.
3. The Chair should establish a constructive and supportive but challenging working relationship with the Principal, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the University.
4. The Chair will be a member of the Finance & General Purposes Committee (or equivalent), the Fundraising Committee, Infrastructure Committee, Remuneration Committee and will also convene the Nominations Committee and the Convenors' Group . The Chair will also attend and play an active role in the Conservatoire's annual graduation ceremonies and other events as required.
5. The Chair will be an authorised signatory for documents as set out in the Conservatoire's policies and procedures. These include documents signed under seal and deeds (in accordance with the contract signing procedures and the Conservatoire's financial authority limits) as well as the annual financial statements of the Conservatoire.

THE EXTERNAL ROLE

1. The Chair will represent the Governing Body and the Conservatoire externally and will be a member of the Committee of University Chairs (CUC).
2. The Chair may be asked to use personal influence and networking skills on behalf of the Conservatoire.
3. The Chair is expected to be an effective and enthusiastic ambassador with key stakeholders and the Conservatoire. This role, in particular, will be exercised in a carefully co-ordinated way with other senior officers and staff of the Conservatoire.

OTHER REQUIREMENTS/ EXPECTATIONS

1. The FTE equivalent time normally associated with the role is 0.3FTE (1 ½ days) of work per week during term time

Remuneration

- An appropriate and reasonable rate of remuneration via an honorarium is to be made available. This honorarium is to be fixed by the Board of Governors and the applicable rate is required to be stated in the Chair's letter of appointment.
- Travel & other direct expenses reimbursed.

3.2 VICE CHAIR: Role Description

Overview

This role description is to be read in conjunction with that of the Chair of Governors. The primary role of the Vice-Chair is to support the Chair of Governors and, where appropriate, to lead the Board of Governors in their absence.

There may be more than one vice-chair. The role may be used to deputise and/or in an advisory capacity.

Appointment Process

The Chair is nominated by Nominations Committee for appointment by the Board of Governors.

Term of Office

The Vice Chair is appointed to the role for 3 years in the first instance, with two further possible terms of 3 years. This is, however, limited to the actual period (and associated maximum) period of lay governor membership of the person appointed to be the Vice Chair.

Responsibilities & Requirements of The Role

1. To undertake the temporary leadership of the Board of Governors in the absence of the Chair.
2. To chair meetings of the Board of Governors in the absence of the Chair and ensure the effectiveness of such meetings.
3. To assist and participate in the full range of responsibilities necessary for the Board of Governors to discharge its responsibilities.
4. To substitute for the Chair in their absence in any of the functions described in the Role Description of the Chair or any other matter.
5. Take on specific responsibilities as delegated by the Chair.
6. To be willing to attend events organized by The Conservatoire and other bodies.

REMUNERATION

- This role is a voluntary one.
- Travel & other direct expenses reimbursed

3.3 SENIOR INDEPENDENT GOVERNOR: Role Description

Overview

This role is that of an ‘intermediary governor’ with whom other members can raise concerns about the conduct of the Board, its members, and/or the Chair.

Appointment Process

The Senior Independent Governor (SIG) is nominated by Nominations Committee for appointment by the Board of Governors.

Term of Office

The SIG is appointed to the role for 3 years in the first instance, with two further possible terms of 3 years. This is, however, limited to the actual period (and associated maximum) period of lay governor membership of the person appointed to be the role.

Responsibilities & Requirements of the Role

1. To be available to any Governor, whether individually or collectively, should they wish to raise concerns that they have not been able to resolve through normal channels, for example, via the *Chair* of the Board, the *Principal*, the convenor of Audit & Risk Committee or the Secretary and Academic Registrar. These concerns might include, but are not necessarily limited to, concerns about Board and/or committee governance arrangements which it has not been possible to resolve through normal channels.
2. Maintain regular contact with Governors to understand their issues and concerns.
3. On behalf of the Board, to ensure that the views of Governors are sought annually on the performance of the *Chair* of the Board and to be responsible to the Board for the annual appraisal of the *Chair* of the Board and for feeding back to *them* the findings of the annual survey or opinion.
4. Receive support and input from the Secretary and Clerk to the Board of Governors to progress an annual appraisal of Board effectiveness and compliance with the Code of Good HE Governance
5. Convene the RCS **Ad Hoc Corporate Governance Reference** Group
6. To become involved on any exceptional occasions when the Board of Governors and Governors (individually or jointly) have concerns about the performance of the *Chair* of the Board.
7. Be available to engage with external stakeholders if the normal channels (as set out in 1 above) are not appropriate.
8. To undertake such other duties as may, from time-to-time, be assigned by the Board to the Senior Independent Governor.

REMUNERATION

- This role is a voluntary one.
- Travel & other direct expenses reimbursed