

## Role Description for Independent Members



### Role Description for Independent Members

#### Introduction and Scope

1. This role description summarises the duties, responsibilities and personal attributes of independent members of Council. It applies to independent members of the Councils of the University of Wales (UW) and the University of Wales Trinity Saint David (UWTSD). The terms 'Council' and 'governing body' mean both the UW and the UWTSD Councils as appropriate and the terms 'University' and 'institution' mean both UW and UWTSD as appropriate. An equivalent document applies to independent members of the Board of Coleg Sir Gâr.
2. The role description sits alongside, and summarises aspects of, the *Code of Practice for Council Members* ('the Code'), which provides guidance to Council members on:
  - the standards of conduct and accountability which are expected of them in their role as governors of the University and charity trustees;
  - the principles and values of the University and of public service more generally;
  - the University's approach to matters such as confidentiality and the declaration of interests.

All members of Council are asked to sign up to the *Code* on appointment and to confirm their continuing acceptance of its terms on an annual basis.

3. The role description is informed by the following, which are provided for new Council members on appointment and may be updated from time to time:
  - the Charter, Statutes and Ordinances of the University ('the statutory instruments');
  - the CUC *Higher Education Code of Governance*;
  - the regulations and guidance of the Charity Commission.
4. The role description is reviewed periodically by Council's Nominations and Governance Committee and is confirmed at the start of any recruitment process for new members of Council.

#### Overview of membership duties

5. Members are responsible for exercising the functions and powers set out in the statutory instruments. Members have a responsibility for ensuring that the governing body acts in accordance with the statutory instruments and with the institution's internal rules and regulations. They should seek advice from the Clerk in any case of uncertainty.
6. Members have a key role to play in ensuring that the business of the governing body is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business. All members are expected to prepare properly for meetings, to attend all meetings unless exceptional reasons apply, to make rational and constructive

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contributions to debate and to make their knowledge and expertise available to the governing body as opportunity arises.

7. In addition to their membership of the governing body, members will normally be asked to join one or more of its standing committees. They may also be asked to act as the designated lead for a specified area of business. Occasionally members may be invited to take up appointment as a director of a subsidiary company of the institution.
8. Members are expected to support the institution in its student and community activities, including through attendance at ceremonial and presentational events.
9. Members have collective responsibility for the decisions reached by the governing body.
10. Members must keep the governing body's discussions and views expressed by individual members confidential. The duty of confidentiality continues even after an individual has ceased to be a member.

### Standards

11. Members are expected to follow the Seven Principles of Public Life set out by the Nolan Committee on Standards in Public Life, which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership. They must also ensure that the governing body conducts itself in accordance with these Principles, which are listed in full in the *Code*.
12. It is central to the proper conduct of public business that members of the governing body should act and be perceived to act impartially, and not be influenced in their role as governors by social or business relationships. The University has adopted the definition of independence developed by universities in Wales, and certain circumstances may prevent the appointment of an individual as an independent member of the governing body. Appointed members are expected to make a full and timely disclosure of such interests annually in accordance with the procedures approved by the governing body. Thereafter 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. Detailed guidance on making and managing conflicts of interest is provided in the *Code*.
13. The institution is a registered charity and its governing body is therefore the governing body of the charity. Members of the governing body are also trustees of the charity. Trustees have a responsibility for ensuring that the governing body exercises oversight of the efficient and effective use of the resources of the institution 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.
14. Under Charity Commission rules, certain circumstances prevent the appointment of an individual as a trustee. These circumstances are checked prior to appointment. Following appointment, the annual declaration of interests process is also used as a mechanism to confirm members' continuity eligibility to act as trustees and members must inform the Clerk immediately of any changes to their circumstances which have a bearing on their eligibility to be a trustee.

### The Business of the Institution

15. Members have a responsibility for ensuring that the governing body exercises control over the strategic direction of the institution through an effective planning process, and that the

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performance of the institution is adequately assessed against the objectives which the governing body has approved.

16. Members are encouraged to establish constructive and supportive working relationships with the institution employees with whom they come into contact. However, members must recognise the proper separation between governance and executive management and avoid involvement in the day-to-day executive management of the institution.

### The External Role

17. Members may be asked to represent the governing body and the institution externally. They will be fully briefed by the institution to enable them to carry out this role effectively.
18. Members may be asked to use personal influence and networking skills on behalf of the institution for a range of reasons, including to support the employability of students and to attract grants and investment.
19. Members may be asked to play a role in liaising between key stakeholders and the institution. They will be fully briefed by the institution to enable them to carry out this role effectively. However, this role in particular must be exercised in a carefully coordinated fashion with other senior officers and staff of the institution.

### Personal

20. Members are expected to have a strong personal commitment to Further and Higher Education and to the values, aims and objectives of the institution.
21. Members are expected at all times to act fairly and impartially in the interests of the institution as a whole, using independent judgement and maintaining confidentiality as appropriate.
22. The institution is committed to creating an inclusive learning and working community which is free from discrimination, harassment and victimisation, and where all staff and students are supported, feel respected and can show their potential. It aims to achieve a culture of openness in which people feel safe and valued and in which there are good interpersonal relationships. Governing body members are expected to display the same behaviours expected of staff and students.
23. Following appointment members must participate in the induction arranged for them by the institution. Thereafter they are expected to take part in development events and activities organised by the institution to support them in their role, which may be provided internally or externally, and in an annual appraisal process.

### Person specification

24. All independent members are expected to be able to demonstrate the following:
  - An understanding of and willingness to adhere to the Nolan Principles.
  - A commitment to and enthusiasm for the values and vision of the institution, its pursuit of excellence, its civic mission and its strategic ambitions within Wales and beyond.
  - An appreciation of the value that the institution brings to its communities within Wales and the UK, and internationally.
  - An ability to contribute to enhancing the experience of the institution's students and their employability.
  - A commitment to equality, diversity and inclusion.
  - A commitment to the bilingual nature of the institution and to enhancing the language and culture of Wales.
  - Integrity, sound judgement and an inquiring mind.

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- The ability to think strategically, to make reasoned judgements, to analyse information and then to challenge constructively as a critical friend, offering sound and wise advice.
- The ability to support and work effectively with other governing body members and the institution's senior officers.
- Good communication skills.
- Availability to prepare for and attend governing body and committee meetings.
- Commitment to participation in the wider work of the institution through attendance at appropriate events.
- Ability and willingness to promote the institution in the wider community.

25. In addition, members are expected to have experience in one or more areas determined by the governing body in accordance with its capability requirements and the skills and experience of existing members. The governing body has determined that the following areas of expertise represent its main capability requirements: strategic planning; business and finance; accountancy, audit and risk; remuneration; pensions; entrepreneurship; fund-raising; estates and property development; equality and diversity; legal and regulatory matters; human resources; education, in particular higher education quality assurance and international work; welsh language and bilingualism; civic mission and external relations; marketing.

### **Time commitment and remuneration**

26. The time commitment involved will vary, but it is estimated to be approximately 8 – 15 days per year to prepare for and attend meetings and to attend events.
27. Membership of the governing body is not remunerated but members may, via the procedures specified by the Clerk, reclaim travelling and similar expenses incurred in the course of governing body business.

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