

# The Glasgow School of Art

## Process for Appointment of Chair of the Board of Governors

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Policy control

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# THE GLASGOW SCHOOL OF ART

## Process for appointment of Senior Lay Member/ Chair of the Board of Governors

### 1. Background

- 1.1 The Higher Education Governance (Scotland) Act 2016 (“the Act”) requires that the governing body of a higher education institution must include a senior lay member, who must be appointed in accordance with a process prescribed by the Act. The School has adopted revised Articles of Association and an updated Order of Council (Order) which include provision for the appointment of members of the School’s Board of Governors in accordance with the Act.
- 1.2 Higher education institutions are free to use their own terminology for the role of senior lay member. The School has adopted the term Chair of the Board of Governors or “Chair”. Where the term “Chair” is used in these rules, this means the senior lay member in terms of the Act. This terminology is also reflected in the School’s updated Articles.
- 1.3 The relevant provisions of the Act are reflected in Article 4 of the School’s Order, which provides that the Chair is to be appointed in accordance with sections 3 to 8 of the Act and an appointment process prescribed by the Board of Governors.
- 1.4 It is noted that the governing body of an institution has the power to develop further rules in relation to the process of appointing a Chair in terms of section 3(5) of the Act, and the rules set out below shall apply in addition to the provisions of the Articles, the Order and the Act.

### 2. Committee Oversight

- 2.1 Section 3 of the Act requires that whenever a vacancy arises for the position of senior lay member, a committee which includes at least one student and at least one member of staff of the School must be delegated the role of devising the criteria to be met by applicants for the position, and of overseeing the appointment process to ensure its fairness and efficiency.
- 2.2 The School will convene a committee of the Board of Governors (“the Committee”) to perform this role on each occasion on which a vacancy in the position of Chair arises. As part of the process of convening the Committee, potential Committee members will be asked to confirm whether they have any intention of applying for the role of Chair, and will be excluded from membership of the Committee if they are a potential applicant.
- 2.3 The Committee will devise a set of criteria for the position in accordance with the requirements set out in section 3(2) of the Act, together with such additional criteria as the Committee may consider appropriate in relation to any vacancy. The criteria referred to in section 3(2) of the Act include the availability, skills and knowledge considered by the Committee to be necessary or desirable to exercise the functions of the Chair, and to command the trust and respect of the Board of Governors, the Academic Council, and of the staff and students of the School.

### 3. Eligibility for Appointment as Chair

3.1 The Committee shall have authority to decide whether it considers it would be beneficial to engage an executive search or recruitment agency to assist with the process. Should the Committee choose to do so and appoint an agency to assist in the process for the appointment of the Chair, the agency will be charged with providing assurance on the undernoted probity checks, some of which may be self-certified and others may require independent verification.

#### 3.2 Eligibility rules

3.2.1 Current students or members of staff of the School are not eligible to stand for the position of Chair. For the purpose of determining eligibility, status as a current student or member of staff shall be determined in accordance with paragraph 6.2 below, provided that the relevant date for assessing such status shall be the date of publication of the first advertisement of the position.

3.2.2 Current or previous members of the Board of Governors must have a minimum period of four years for which they will remain eligible to hold office as a member of the Board of Governors (taking into account the maximum aggregate period of office of 9 years specified in Article 8(8) of the Order) in order to be eligible for the role of Chair.

3.2.3 Any former student of the School who has been excluded by the School and any former member of staff of the School who has been dismissed by the School is not eligible to stand for the position of Chair, where such exclusion or dismissal occurred within a period of 4 years prior to the date of publication of the first advertisement of the position.

3.2.4 Anyone who has previously been disqualified or dismissed from membership of a Board or public position is not eligible to stand for the position of Chair.

3.2.5 Any applicant who is disqualified by law from holding office as a director or charity trustee (including but not limited to under the Companies Act 2006, Company Directors Disqualification Act 1986, or Charities and Trustee Investment (Scotland) Act 2005) will not be eligible to stand for the position of Chair.

#### 3.3 Other conditions

3.3.1 Applicants will be asked to confirm that they are not disqualified in any way from fulfilling the statutory, regulatory or other operational requirements of the role.

3.3.2 Applicants must not have any unspent or pending criminal convictions that may have an impact on their ability to fulfil the requirements of the role. Applicants will be asked to declare any unspent or pending criminal convictions at the time of application so that the School can consider if it can effectively manage the risks associated with the conviction if the applicant were successful.

3.3.3 Applicants must declare any current or previous involvement in activities, organisations and/or financial affairs (including personal/professional bankruptcy proceedings) which may have, or in the reasonable opinion of the Committee have the potential to have, an adverse impact upon the School's reputation.

3.3.4 Applicants will be invited to reflect on, and confirm to the reasonable satisfaction of the Committee, that they have no potential recurring or unmanageable conflicts of interest in respect of their possible appointment to the position of Chair. In particular, applicants will be asked to consider whether any other role or office they hold may present a situational conflict (i.e. a conflict which arises from an ongoing situation or set of circumstances, rather than in relation to a specific transaction or item of business) which may arise on a regular or repeating basis.

#### 4. Application/ Selection Process

- 4.1 Section 4 of the Act requires the vacancy in the role of Chair to be advertised widely. The Committee will oversee and instruct advertisement and publication of the vacancy by the School, which will be undertaken in accordance with the requirements of section 4 of the Act.
- 4.2 The Committee will be responsible for devising an application form for submission by interested applicants, including (without limitation) for the purpose of enabling the Committee to make an initial assessment of whether applicants meet the criteria devised by the Committee pursuant to paragraph 2.3 above.
- 4.3 All applicants whose applications appear to the Committee (at its absolute discretion) to meet the advertised criteria will be offered an interview to be undertaken by the Committee.
- 4.4 It will be for the Committee (at its absolute discretion) to decide whether each interviewee meets the criteria for the role of Chair, taking appropriate cognisance of the entitlement of all interviewees whom the Committee determines fulfil the criteria to stand as candidates in the election of the Chair.
- 4.5 In assessing whether candidates meet the criteria, the Committee shall be entitled to consider whether candidates share the values of the Institution and will add to the overall success and health of the Institution, in accordance with the Scottish Code of Good Higher Education Governance.
- 4.6 The validity of the appointment of a Chair shall not be affected by any defect in the procedure in the application and selection process carried out by the Committee, except where subject to any complaint validly made and upheld in terms of this paragraph 4.6 and paragraph 4.7 below. Any applicant or interviewee who is dissatisfied with the application and selection process undertaken by the Committee shall be entitled to raise any complaint by submission in writing to the Registrar and Secretary, provided that such complaint is submitted:
- (i) in the case of a complaint by an applicant following the application stage, within 3 working days of notification of the outcome of the applicant's application; and
  - (ii) in the case of a complaint by an interviewee following the interview stage, within 3 working days of notification of the outcome of the interviewee's interview,

in each case setting out in reasonable detail the grounds on which the applicant or interviewee (as applicable) considers the process has been operated unfairly or otherwise than in accordance with these rules. Complaints will only be considered on the grounds of fairness or breach of these rules.

- 4.7 Upon receipt of any complaint in accordance with the terms of paragraph 4.6 above, the Registrar and Secretary and Convenor of the Committee shall consider the complaint in the first instance. If the Registrar and Secretary and Convenor of the Committee:
- (i) uphold the complaint, the Committee will make such arrangements as the Committee considers reasonable and proportionate to remedy and/or to provide redress for the unfairness or infringement of these rules; or
  - (ii) dismiss the complaint, they shall notify the complainant (giving reasons for such dismissal), following which the complainant shall have 3 working days from the date of such notification to appeal against the dismissal, in which circumstances the appeal will be considered by a panel of 3 persons convened for such purpose by the Board of Governors (including a minimum of 2 Governors, and not including any member of the Committee) to consider the matter and to take evidence from the complainant and/or Committee (or any of its members) as the panel considers appropriate, whose determination on the appeal will be final.

## 5. Election Process

- 5.1 Following identification of a minimum of two suitable applicants for the role of Chair, the Board of Governors will instruct the organisation by the School of an election to determine which of the suitable applicants is to be appointed.
- 5.2 When notifying those applicants identified as suitable for the role of their eligibility to stand for election as Chair, the School will specify in writing the period during which election campaigning may be undertaken and of the rules applicable to election campaigning. No campaigning activity may be undertaken by Candidates outside of this period.
- 5.3 The Registrar and Secretary (or such other individual employed or engaged by the School and appointed by the Committee to carry out the role) will be the Returning Officer with the Assistant Secretary to Board appointed as Deputy to act in their absence.
- 5.4 The Committee will be responsible for overseeing and ensuring the fairness and efficiency of the election process. In doing so, the Committee's responsibilities shall include (but not be limited to) the following:
- fixing (and, if the Committee determines reasonably necessary, amending) the date(s) of the election, it being acknowledged that voting may take place over more than one day;
  - fixing a campaigning expenses limit (within parameters determined by the Board of Governors in accordance with section 6(3) of the Act) for each candidate participating in the election;
  - ensuring the proper announcement of candidates and publication of election statements by candidates;
  - reviewing election statements of candidates to ensure they meet the campaign rules;
  - approval of the adoption of any electronic or online based system of voting;

- ensuring suitable publicity of the election among the electorate;
- appointment of any third party (as appropriate) monitor or observer to assist with or facilitate the election process;
- identifying an appropriate qualifying date for the determination of those eligible to vote in the election in accordance with paragraph 6.2 below.

5.5 The Returning Officer will be responsible for managing the electoral process on behalf of and under the direction of the Committee, including being satisfied as to the matters detailed in paragraph 5.3 above. Additionally, the Returning Officer will be responsible for, including but not limited to, the following:

- monitoring turnout figures;
- ensuring the proper application of the election rules;
- ensuring candidates are reimbursed for any expenses permitted;
- receiving any complaints raised in relation to the conduct of the campaign and the election itself.

5.6 Each member of the electorate has a single vote, and each vote cast in the election carries equal weight.

5.7 The election is won by the candidate who secures a simple majority of the total number of votes cast such that the election is won by the candidate who secures the highest number of votes.

5.8 In the event of an equal number of votes being cast for the two or more candidates with the highest number of votes, the winner shall be determined by the drawing of lots.

5.9 The validity of any election shall not be affected by any defect in the procedure in carrying out such an election or infringement of these rules unless:

- (i) on the application of a candidate made to the Returning Officer, at any time prior to the date occurring 5 working days after the announcement of the election result; or
- (ii) at the instigation of the Returning Officer at any time, where they become aware of such a potential defect in the procedure or any potential infringement of these rules, and after due enquiry and reference to the Committee, the Committee considers that a defect or infringement has had or could potentially have had an adverse impact on a fair and free election.

In those circumstances the Committee will make such arrangements and/or apply such sanctions as the Committee considers reasonable and proportionate to remedy and/or to provide redress for the harm caused by the procedural defect or infringement of these rules. Such arrangements and sanctions may include but are not limited to, permitting all or some candidates to provide additional materials to the electorate, pausing or suspending the election, extending the election period, rescheduling the election, rejecting campaign expense claims, disqualifying candidates, declaring the election result to be invalid, and/ or ordering the election to be re-run.

Any appeal against the decision of the Committee will be considered by a panel of 3 persons convened for such purpose by the Board of Governors (including a minimum of 2 Governors, and not including any member of the Committee) to consider the matter, whose determination on the appeal will be final. Such appeals must be submitted in writing to a Vice Chair of the Board of Governors within 48 hours of the Committee's decision having been made. Appeals will only be considered on the grounds of procedure or prejudice to a fair and free election.

## 6. Electorate

6.1 Section 7 of the Act requires that the electorate for the election of the Chair must include all members of the School's Board of Governors, all members of staff of the School, and all students of the School. Each individual has one vote notwithstanding that they may be eligible to vote in more than one capacity.

6.2 For the purposes of paragraph 6.1: -

- a) members of staff shall be determined by reference to the School's employee records on a date not more than 4 weeks prior to the opening of voting in the election, and includes all staff employed by the School as evidenced by an employment contract. This contract may be fixed term or permanent.
- b) students shall be determined by reference to the School's registry student records on a date not more than 4 weeks prior to the opening of voting in the election and shall include all fully enrolled students of the School, studying on a credit bearing programme (irrespective of their location of study) and includes any sabbatical officer (in accordance with section 22 of the Act).

## 7. Campaigning

7.1 The Committee will have delegated authority to develop, publish and monitor adherence to rules applicable to campaigning by candidates in the election process.

## 8. Term of Office

8.1 Subject to the provisions of the Articles and the Order, the Chair will hold office for a period of four years, and may be re-appointed for a further consecutive period of up to four years by a resolution of the Board of Governors, following on a recommendation of reappointment by the Nominations Committee (under exclusion of the Chair, who ordinarily sits on the Nominations Committee).

8.2 Where an individual is appointed to role of Chair having previously served as a member of the Board of Governors: -

- a) the nine-year aggregate limit on the period of appointment provided for in Article 8(8) of the Order will remain applicable; and
- b) any reappointment of the Chair following an initial term of four years shall be limited accordingly.

9. Remuneration & Appointment Conditions

- 9.1 The Chair shall be appointed according to the standard letter of appointment applicable to Governors as adopted by the School from time to time, subject to paragraph 9.2 below in respect of remuneration.
- 9.2 On appointment, the Chair may request the payment of such remuneration as the Board of Governors has previously agreed and as set out in the advertised particulars for the role. The applicable rate will be stated in the Chair's letter of appointment.
- 9.3 The Board has determined that the Chair shall be remunerated on the basis of an annual sum (prorated where applicable), calculated on the basis of an expected annual time commitment of at least fifty days. Such sum shall be paid monthly in arrears. The payment period will run from 1 July in each year to 30 June the following year. The Chair shall not be required to record days or time spent on the role. Any payment is only made upon confirmation by the Registrar and Secretary and this remuneration model shall apply until further resolution by the Board of Governors.

10. Reporting

Following completion of the appointment of the Chair according to the process set out above, the Committee will produce and make publically available a report in accordance with and including the information prescribed by section 3(3) of the Act. It would ordinarily be expected that report will be produced within 3 months of the appointment of a Chair.