

Process for Appointment of Vice Chair to the Board of Governors

August 2024

Policy control

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THE GLASGOW SCHOOL OF ART

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1. Background

- 1.1 The GSA's Order of Council and Articles of Association provide at Articles 5 and 10.3 respectively for the appointment of a Vice Chair(s) who may be appointed by the Board of Governors from among the independent governors on the Board.
- 1.2 It is noted that before appointing a Vice Chair, the Board of Governors requires to make rules for the appointment and the rules set out below shall apply in addition to the provisions of the Articles and the Order of Council.

2. Rules/Process

- 2.1 The Board of Governors may appoint up to two Vice Chairs of the Board from among the Independent Governors.
- 2.2 A Vice Chair shall be empowered to exercise all of the functions and powers of the Chair (including but not limited to those specified in section 1 of the Higher Education Governance (Scotland) Act 2016) in the absence of the Chair or during any period when the office of Chair is vacant. In the event of any period of extended or interim absence of the Chair (as determined by the Board of Governors according to circumstances from time to time), the Board of Governors may designate one of the Vice Chairs to perform the functions of the Chair on an interim basis.
- 2.3 A Vice Chair shall be appointed by the Board of Governors on the recommendation of the Governance and Nominations Committee. The Committee will request expressions of interest in respect of any vacancy and will consider these, take such views as deemed appropriate and submit a single nomination to the Board for approval in respect of any vacancy.
- 2.4 Subject to paragraphs 2.5 and 2.6, the period of appointment of the Vice Chair shall be linked to the current period of appointment as a governor, and, provided they remain eligible, on completion of a term the Vice Chair may be considered for reappointment on the recommendation of the Governance and Nominations Committee, which shall be mindful of the potential value in rotating the role of Vice Chair in considering any reappointment.
- 2.5 A Vice Chair shall cease to hold office upon ceasing to hold office as a Governor, however arising. A Vice Chair shall also cease to hold office upon reaching the end of any term of office as a Vice Chair.
- 2.6 A Vice Chair may be removed from their role as Vice Chair by a majority resolution of the Board of Governors. In such circumstances the former Vice Chair would remain a member of the Board of Governors.
- 2.7 A Vice Chair shall be entitled to resign from the role of Vice Chair and remain a member of the Board of Governors.