

Role Description and Process for Appointment of the Vice Chair to the Board of Governors

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THE GLASGOW SCHOOL OF ART

ROLE DESCRIPTION AND PROCESS FOR APPOINTMENT OF THE VICE CHAIR TO THE BOARD OF GOVERNORS

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 will be required to make rules and set out the responsibilities of the appointment. The rules and responsibilities 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. The responsibilities of the Vice Chair while the Chair is present in office are set out in section 3 of this policy.
- 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 unless reappointment as Vice Chair is sought in line with the process set-out in section 2.4.
- 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.

3. Responsibilities

3.1 A Vice Chair shall be responsible for supporting the Chair by:

- a. Taking over the duties of the Chair in their absence (see sections 2.2 and 3.2)
- b. Chairing the Board and Board Committee meetings as appropriate when the Chair is unavailable.
- c. Assisting with associated tasks including agenda planning and facilitating discussions during meetings.

3.2 During a Vice Chair's term of office, they will perform the following functions as agreed with and delegated by the Chair:

- a. Provide feedback and advice to the Chair on key decisions and important issues.
- b. Maintain ongoing awareness of Board Committee work, being ready to step-in effectively when required.
- c. Undertake specific responsibilities delegated by the Chair which may include managing projects or initiatives.
- d. Act as an ambassador for the GSA, furthering its interests in the external environment. This may include attending external engagements and acting as spokesperson when required.
- e. Assist in ensuring that the Board observes the values of GSA alongside the principles of public life and good governance.
- f. Maintain a constructive working relationship with the Chair and a supportive but constructively challenging working relationship with the Director and Principal of GSA, recognising the proper separation between governance and executive management.
- g. Attend induction and development sessions as required to fulfil the role of Vice-Chair.
- h. Support and provide guidance to new governors.