

## Guidelines on the Criteria for Appointment and Renewal of Independent Governors

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Policy control

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<b>Benchmarking</b>	<ul style="list-style-type: none"> <li>• University of Stirling</li> <li>• Glasgow Caledonian University</li> </ul>

## THE GLASGOW SCHOOL OF ART

### Guidelines on the Criteria for Appointment and Renewal of Independent Governors

#### Introduction

This document provides guidance to the Board of Governor's Governance and Nominations Committee when recommending the appointment of new Independent Governors and the extension of the period of appointment of existing Independent Governors<sup>1</sup>, following three core considerations as detailed under sections 1, 2 and 3.

#### 1. Register of the Balance of Skills, Attributes and Experience

- 1.1 As specified in the Scottish Code of Good HE Governance, GSA's Statement of Corporate Governance includes a commitment to devise a Register of the Balance of Skills, Attributes and Experience (the Register, hereafter) of its Governors. This Register, maintained by the Governance and Nominations Committee is published on the School's website and consulted when considering new or extended appointments.
- 1.2 The Register applies primarily to Independent Governors, as ex-officio Governors sit on the Board by virtue of the positions they hold. All Board members, however, are included on the Register). There is flexibility on the number of Independent Governors appointed to the Board, which, as specified in GSA's Order of Council, can vary from a minimum of ten to a maximum of seventeen.
- 1.3 The Governance and Nominations Committee will make these Guidelines and the Register available to bodies/constituencies with the right to nominate/elect Governors to inform their nomination/election processes, and will liaise with bodies/constituencies with a right of nomination as reasonably required from time to time.
- 1.4 The Register maps the present Governors against the professional backgrounds and areas of experience and skillsets noted in sections 1.6 and 1.7 below. The Register does not map the attributes noted in section 1.8, but is cognisant of these when making appointments and considering reappointments. As Board members are replaced over time, the Committee will consider the number of Governors corresponding to each area.
- 1.5 The Governance and Nominations Committee will assess the composition of the Board's independent membership, and future appointments of Independent Governors, against two broad sets of criteria:

#### Skills and Experience

- 1.6 The School's Order of Council specifies that the Board should appoint Independent Governors with the aim of the membership having such skills, experience and expertise as the Board of Governors determines to be relevant and appropriate, and who may not be members of staff or students of the School.
- 1.7 Building on this general statement, the School has identified a range of professional backgrounds, areas of expertise and skills relevant to the GSA Board of Governors and has

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<sup>1</sup> These guidelines do not apply to the appointment or reappointment of the Chair of the Board of Governors, whose appointment is subject to separate arrangements in terms of the Higher Education Governance (Scotland) Act 2016

grouped these into fifteen broad areas.

- Creative Industries/Subject Specialists
- Strategic Estates Redevelopment and Regeneration
- Legal
- Accounting and Finance
- Local/Central Government or Public Sector
- Third sector/charity
- Community and Public Engagement
- Business and Entrepreneurship
- People Strategy/Human Resources Management
- Higher Education Management/Student Affairs
- Risk Assessment and Management
- Public Relations and Communications
- Information Technology/Digital Strategy
- Heritage Management
- Development and Fundraising

### Attributes

1.8 Desirable attributes/characteristics among the Governors may include:

- Standards of behaviour in public life
- Equality, Diversity and Inclusion Characteristics
- Appreciation of GSA's creative environment
- Awareness of Higher Education governance issues
- An international outlook
- The ability to act as an effective ambassador for GSA and to participate as fully as possible in both formal and social occasions
- Being an alumni of the School, including a relatively recent alumnus
- Representation of the local community

## **2. Board of Governors Statement on Equality, Diversity and Inclusion**

2.1 As provided for in the Board of Governors Equality, Diversity and Inclusion Statement (published on the School's website), the Board receives annual reporting on equality, diversity and inclusion, including in relation to Board composition.

2.2 The Governance and Nominations Committee, will take the following steps in relation to developing awareness of, and improvement in, the balance of its Independent members in terms of equality, diversity and inclusion:

- i) Newly-appointed Governors are required to complete a confidential Board of Governors Equality Monitoring Form in order that the School can obtain improved data on the composition of the Board in terms of equality, diversity and inclusion. Governors are requested to review this information on an annual basis to ensure that it is up-to-date.
- ii) The statements on equality, diversity, and inclusion included in role descriptors and advertisement for new members of the Board will be regularly reviewed.
- iii) Actively raising the diversity of the board with bodies/constituencies with a right

of Nomination to the Board to encourage nominations/elections from the widest possible group of potential Governors and to encourage them to contribute to the diversity and balance of the Board where possible.

iv) Use of all appropriate measures and mechanisms to encourage greater diversity in the Board's composition, by addressing identified gaps and assisting to overcome barriers to the participation of particular groups.

2.3 The School is committed to its obligations in terms of the Gender Representation on Public Boards (Scotland) Act 2018, and its gender representation objective of having 50% of independent members who are women.

### **3. Ethical and Behavioural Standards in Public Life**

3.1 The Governance and Nominations Committee is cognisant of the Nine Principles of Public Life in Scotland as specified in the Scottish Code of Good HE Governance, and will seek to appoint Governors who embody these standards and values: duty, selflessness, integrity, objectivity, accountability and stewardship, openness, honesty, leadership, and respect.