**UNIVERSITY OF SOUTHAMPTON**

**ROLE DESCRIPTION FOR THE CHAIR OF COUNCIL**

**The University**

A leading Russell Group research intensive university, with strong domestic and international league table rankings and reputation.

World leading teaching and research in a broad range of disciplines with particular strengths in STEM and medicine, with a strong focus on commercial applications and partnerships.

Highly attractive proposition for students, evidenced by high over-subscription levels. Campus investment programme of over £650 million will further enhance this appeal.

Strong balance sheet and robust finances.

**Governance of the University**

Under the Royal Charter of 1952 that established the University, the Council is the governing body with responsibility for revenue, property, conduct and activities of the University. Council has the power to exercise all of the University’s powers.

Specific responsibilities of Council are:

* To approve the strategic objectives for the University, to monitor performance against these objectives and against appropriate external benchmarks;
* To discharge its responsibilities in relation to general legal and other external requirements;
* To meet general requirements deriving from the Charter, other than those matters delegated to committees or to individuals;
* To monitor institutional effectiveness; and
* To monitor its own effectiveness.

Council meets 8 times per year (one of which is a strategic awayday) and there are currently a number of committees which have delegated power from Council; Audit, Finance, Nominations, Estates and Infrastructure, Remuneration, Pensions and Health & Safety Audit and Assurance. The time commitment for the Chair role is approximately 4 days per month.

**Key Responsibilities of the Chair of Council**

• **Chair** meetings of Council, in accordance with provisions laid down by the Charter and Ordinances and to ensure that Council contributes effectively to the development of the University.

• **Provide** clear leadership for the Council, settingthe agenda, style and tone of Council meetings, promoting and enabling clear strategic thinking, effective decision-making and constructive debate.

• **Ensure** that Council members are adequately supported and engaged, that they work together effectively, take collective responsibility, and have confidence in the way that business is conducted.

• **Ensure** that Council observes the principles for the conduct of public life and that the committees that play a central role in the proper conduct of the Council’s business report back appropriately.

• **Establish** a close working relationship of trust with the President & Vice Chancellor, providing support and advice while respecting executive responsibility. To regularly review and appraise the performance of the President & Vice Chancellor and the University itself, taking into account specific performance targets.

• **Chair** the Nominations Committee, to appoint or recommend candidates for membership of Council and its Committees. To play a key role in the recruitment of new members of Council, recognising the need to balance the competencies, experience, diversity and succession requirements for the future.

• **Act** as an ambassador for the University, and represent the University externally, e.g. attend CUC plenary sessions.

• **Attend** graduation ceremonies of the University and other important University events.

• **Contribute** as a member of the Finance, Remuneration, Pensions, and Estate and Infrastructure Committees, which play key roles in the detailed governance and oversight of the University.

• **Perform** the functions of the Chancellor, in the ex-officio capacity as Pro-Chancellor, in the absence of the Chancellor (this includes contributing to the degree awarding graduation ceremonies).

• **Act** in accordance with any delegated authority granted by the Council.

**The Person**

The Chair must possess the following key competencies:

1. **Good interpersonal skills**; ability to develop an appropriate relationship with the President & Vice Chancellor.
2. **Strategic thinking**; to understand the complexities of the environment within which the University operates and to monitor the implementation of our ten-year Plan.
3. **Strong leadership;** to set the Council agenda and promote its efficient operation
4. **Handling difficult issues**; Ability to resolve difficult issues and conflict.
5. **Reputation**; Ability to represent the University both nationally and internationally.

These competencies will be the key assessment competencies during the recruitment process.

The Chair will demonstrate the following qualities and attributes:

• Experience as a board member, either executive or non-executive. Experience with boards across the commercial and public/not for profit sectors is particularly valuable.

• Strong commercial acumen, the ability to evaluate and monitor risk and the commitment to handle under performance when required.

* Strategic thinker with a record of drawing out the best from colleagues and building consensus while focusing on the essential.

• Comfortable operating in a high-profile position with a record of encouraging bold thinking, risk taking, and working at pace.

• Well equipped to deal with conflict in a constructive manner and have a thorough understanding of good corporate governance.

• Powerful advocate, with tact and discretion, excellent judgement and the ability to influence and promote the University internally and externally.

• Passionate about diversity as a force for good, and sensitive in dealing with all kinds of people.

• Authentic communicator: open, transparent and non-hierarchical, able to influence and engage with all members of Council.

• Good at establishing productive working relationships and listening as well as expressing personal views.

• Obvious enthusiasm for the University’s work and values.

**APPENDIX 1:**

**THE ROLE OF PRESIDENT & VICE CHANCELLOR IN RELATION TO COUNCIL AND THE CHAIR OF COUNCIL**

The President & Vice Chancellor is the chief academic and administrative officer of the University and as the Chief Executive is responsible to the Council.

The President & Vice Chancellor is responsible for the executive management of the University and its day-to-day direction.

The Chair maintains a constructive working relationship with the President & Vice Chancellor and the Clerk to the University Council and more broadly with the executive officers of the University. The roles of Chair of Council and President & Vice Chancellor are formally distinct. The relationship is both mutually supportive and incorporates the checks and balances imposed by the different roles each has within the University’s constitution.

The responsibilities of the President & Vice Chancellor in relation to Council business include:

• The good management of the University including, where appropriate, consultation with staff and Senate, and bringing to Council proposals for development or change affecting the institution’s future development, normally through its strategy, where it is necessary and/or appropriate to do so.

• Implementing the decisions of the Council or ensuring that they are implemented through the relevant part of the institution’s management structure.

• Fulfilling the duty, as the officer designated by the Council under the terms of the Funding Council’s Financial Memorandum (‘the designated officer’), to alert the Council if any actions or policy under consideration would be incompatible with the terms of the Financial Memorandum. If the Council nevertheless decides to proceed, then the President & Vice Chancellor has a duty to inform either the Office for Students or other appropriate officer (e.g. the Information Commissioner).