



Board Members **Application Pack**

Introduction

Rose Bruford College (RBC) is an outstanding international theatre/performance higher education college based in South East London. We do things differently - founded in 1950 by visionary voice teacher, Rose Bruford, we seek to maintain and develop her pioneering spirit. Innovation is part of our DNA and we continue to push the boundaries of training in performance, design and technical theatre, making us one of the world's leading theatre and performance conservatoires.

For example, we introduced the UK's first ever university BA degree in Acting in the 1970s and developed the first-degree course for actor-musicians. Recent course developments include BAs in Theatre and Social Change and in Contemporary and Popular Performance. We have the largest suite of design and technical courses in the UK, which will soon be augmented by new courses in digital/mixed reality design for theatre and live events following a £2 million capital grant from the Office for Students.

We are one of the UK's largest performance colleges, with about 1,000 students undertaking full-time undergraduate and postgraduate degrees, and 85 taking foundation courses across a specialist curriculum of performance, design, technical arts and management. We hold a Gold Award from the *Teaching Excellence Framework* for consistently delivering learning outcomes of the highest quality and have our own taught degree awarding powers.

We are proud of our legacy but need, and intend, to do much more to respond to the unacceptable lack of diversity within Higher Education and the creative industries. Our mission now is to achieve social as well as cultural impact through delivering the highest quality vocational training and education across a wide, innovative spectrum of learning and teaching that delivers proactive graduates who are creative, empowered, employable, inclusive and diverse, ethical and intercultural in outlook. Our vision is to create the change-makers of the future.

The College is now looking to make a number of appointments to its Board of Governors to oversee the governance of our College and realise the aims of our exciting strategic plan. The role of Governor provides an important opportunity to

contribute to the shape and development of the College, in supporting our students and staff and providing corporate governance that is effective and constructive.

If you have governance and leadership experience and an understanding of how complex organisations with multi-stakeholder engagement operate, then we would be delighted to hear from you. We would be particularly keen to hear from candidates with a background in the digital and data industries and/or experience of the performance and creative industries, and/or experience of practice-based research in an HE context. The position requires a strong personal commitment to higher education and the values of the College. Candidates can expect to be involved with the governance of the College at the highest level. They must have had or understand Board-level strategic experience and be willing to be involved in one or more of the following areas: education, finance, HR, audit, access and participation, diversity and inclusivity. The higher education environment is challenging and, to a certain extent, unpredictable-candidates must understand how to operate in such an environment.

The full application pack is set out below.

For further information about the roles you may contact Jim Benson at the following address to arrange a discussion: Jim.Benson@bruford.ac.uk

Applications including a covering letter (of no more than two pages) stating why you are interested in the role and a current CV (of no more than four pages) should be sent to Jim Benson at the same address by 31 May 2022.

Section A-An Overview of Governance at the College

The purpose of this section of the Handbook is to provide Board of Governors with an introduction to concepts and aspects of governance which they will find helpful in interpreting and carrying out their role. The material progresses from the general to the specific and becomes increasingly focused on College's structures and processes.

Governance and management

1. In essence, management is concerned with running the business and the achievement of its objectives while governance is to do with ensuring the business is managed effectively.
2. The key aims of a governance system are:
 - (i) to provide a framework within which an organisation can conduct its affairs properly and
 - (ii) to protect the interests of the organisation's stakeholders.
3. Governance typically involves responsibility for:
 - (i) approving the organisation's mission, objectives and priorities for achieving its objectives
 - (ii) approval of policies and procedures for delivering priorities
 - (iii) monitoring and evaluating progress towards achieving objectives
 - (iv) overseeing the use of resources
 - (iv) the appointment, review and support of the chief executive
 - (v) developing an informed understanding of the programme and activities of the organisation.
4. Management involves responsibility for:
 - (i) the effective operation of the institution
 - (ii) achievement of its objectives within policies and procedures agreed by the board
 - (iii) ensuring the effective use of resources, performance of teaching, research and services, maintaining the highest standards of scholarly and professional integrity.
5. The line between management and governance may be intentionally blurred within an agreed framework, for example, through involving governors in committees concerned with management activities, through seeking the specialist advice of a governor on a difficult issue by the executive; and involving governors in operational matters if the institution lacks specialist support staff.
6. Clause 6.1 the Board of Governors shall comprise:
 - 6.1.1 Not less than twelve and not more than twenty-four members appointed in accordance with the following provisions; and
 - 6.1.2 The person who is for the time being the Principal of the College.
 - 6.1.3 Of the appointed members of the Board of Governors:-
 - 6.1.3.1 up to twenty shall be Independent Governors, appointed by the Independent Governors for the time being, being external to the institution, independent in character and judgement and having no relationships that could affect their judgements;
 - 6.1.3.2 one may be a member of Academic Staff nominated by the Academic Staff of the College, and appointed by the Board of Governors;
 - 6.1.3.3 one may be a member of Support Staff nominated by the Support Staff of the College, and appointed by the Board of Governors;

6.1.3.3 and up to two may be Students nominated by the students of the College, and appointed by the Board of Governors.

The terms of office of Board Members are set out in Clause 6.2 of the Articles of Association. Typically independent members are appointed for a term of three years which may be renewed on two occasions although renewal is not automatic.

Key Responsibilities of Board Members

7. The Articles of Association give the Board extremely wide ranging powers and responsibilities for the running of the College, some of which are explicitly non-delegable to committees or officers. The key responsibilities of Board are set out in the Statements of Primary Responsibility.

8. The law relating to personal liability is complex and relatively untested by the courts, but essentially, if Board Members act honestly, diligently and in good faith; are satisfied that a course of action is in accordance with the institution's governing documents and do not bind the institution to a course of action it cannot carry out; ensure the institution does not continue to operate if it is insolvent; avoid real, potential or perceived conflicts of interest and contribute only to corporate decisions; and record any dissent to a course of action on the above grounds; issues of personal liability are very unlikely to arise. Board Members are only likely to find themselves at risk of individual liability if they act recklessly, ignore professional or other advice, or are in breach of their fiduciary or governance duties. However claims may be made in relation to the collective decisions and actions of the governing body. The College's Articles of Association provide indemnification for members of Board in certain circumstances and the College has Professional Indemnity Insurance that provides cover for members of Board.

9. Legal matters relating to staff are managed by the Head of Human Resources and may be referred on to an Employment Tribunal. Student complaints are handled by the Academic Registrar and those that are not resolved by internal processes may be referred by the student to the Office of the Independent Adjudicator (OIA) which is an independent

ombudsman. Contractual or other matters are normally dealt with in the County Court. Cases involving significant risk to the College are reported to Board.

The Main Legal Obligations of Board

10. Equality Law – Board is responsible for ensuring compliance with equality law. This affects individual rights for staff and students, as well as the proactive ‘public sector duties’ that apply specifically to higher education institutions. The public sector duties require Board to ensure proactive steps are taken to eliminate unlawful discrimination and to promote equal opportunities and good relations between different groups. The Equality Act 2010 consolidated and streamlined previous anti-discrimination legislation and introduced the concept of ‘protected characteristics’. Protected characteristics are the grounds upon which discrimination is unlawful. The protected characteristics under the Equality Act 2010 are: age; disability; gender reassignment; marriage and civil partnership; pregnancy and maternity; race; religion or belief (including lack of belief); sex and sexual orientation. Section 149 of the Equality Act 2010 introduced the Public Sector Equality Duty (PSED) which came into force in April 2011. The Duty requires institutions to have due regard to the need to:

- eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by or under the Act
- advance equality of opportunity between people who share a relevant protected characteristic and people who do not share it
- foster good relations between people who share a relevant protected characteristic and people who do not share it

11. The first aim of the new duty covers all of the protected characteristics, the second and third aims cover all of the protected characteristics apart from marriage and civil partnership. The Equality Duty is supported by specific duties, set out in regulations which came into force on 10 September 2011. The specific duties require public bodies to:

- 1). Publish relevant, proportionate information demonstrating compliance with the Equality Duty
- 2). Set themselves specific, measurable equality objectives
- 3). Publish relevant equality information in an accessible format.

12. Health and Safety – Board is ultimately responsible under health & safety at work legislation for the health and safety of staff, students and visitors. It has to ensure that the College has a written health and safety policy. Operational responsibility for health and safety management has been delegated to the Principal, who in turn delegates responsibility for the day-to-day management of health and safety matters to the Director of Finance and Operations. The College has a Health & Safety Team who are appointed in accordance with s7 of the Management of Health and Safety Regulations to provide “a person competent to advise and assist in the implementation of measures needed to comply with health and safety legislation”.

13. Student Matters – Board is required by the 1994 Education Act to take practical steps to ensure student unions act in a fair and democratic manner. This means Board should approve the Students’ Union’s constitution and any changes to it at least every 5 years and monitor the Union’s finances and the operation of elections. The relationship between the College and the Students’ Union is defined by a Memorandum of Understanding which is approved by Board and incorporates the constitution of the Students’ Union

Regulatory Obligations of Board

14. In addition to complying with the requirements of the law, Board also has to comply with the requirements of relevant public bodies (mostly through the OfS). The OfS followed the policy established by HEFCE in laying down important requirements governing the regulation of resources now set out in the Terms and Conditions of Funding for HEIs.

https://www.officeforstudents.org.uk/media/784a1671-6e18-45e5-8fa8-8a676f2c9530/ofs2019_18.pdf

https://www.officeforstudents.org.uk/media/294cdf07-0d21-45dd-a4be-6886b8b7a4d3/ofs2019_12.pdf

15. The terms and conditions of funding set out in these documents are made under Section 41 of the Higher Education and Research Act 2017 (HERA) and apply to the higher education providers that the OfS funds which includes the College. The OfS has responsibility to provide annual assurances to Parliament that funds provided are being used for the purposes for which they were given and value for money is being achieved. The eligible higher education providers are those registered in the Approved (fee cap) category of the OfS Register and is a prerequisite for a provider to be eligible for OfS funding and for their students to be eligible for student support through the Student Loan Company. Part of the College's obligations in this request include identifying an accountable officer (in the College's case the Principal) who must:

- Assure the governing body that the OfS's conditions of funding are met;
- advise them if any policy under consideration is outside the terms and conditions of funding;
- ensure the institution has a sound system of financial management and control;
- plan to ensure institutional solvency.

16 Since August 2003, HEIs have been required to make disclosures in their Annual Accounts on their approach to corporate governance. A model statement developed by the British Universities Finance Directors' Group has been adopted as a framework which the College follows. The OfS requires corporate governance statements to include risk assessment, risk management, internal controls and review procedures. Since 2005, HEIs have also been required to state in their accounts whether they follow the CUC Governance Code of Practice and explain why if they do not.

17 Other external bodies with particular responsibilities in university governance include the Committee on Standards in Public Life (which drew up the Nolan Principles), Charity Commission, CUC, DfE, Quality Assurance Agency (QAA), University & Colleges Admissions Service (UCAS) and the Universities and Colleges Employers' Association (UCEA).

The Board

18 The Board may exercise all the powers of the Company.

19. The composition of Board has been described in Paragraph 6 of the Overview of Governance section above. Members of Board are appointed for 3 years, renewable for a further term to run consecutively with the previous term. The two student members are elected for shorter periods.

20. In practical terms, the duties of Board as the College's governing body and board of directors and trustees include overall responsibility for: institutional mission and strategy, educational character and mission, financial solvency, resourcing, employment and HR, senior appointments (the Principal) and their remuneration and the remuneration of all academic and support staff at and above a specified grade; delegation to committees and officers, the Students' Union, audit and risk management, legal compliance.

21 A number of more qualitative responsibilities flow from the general tasks of governance: responsibility for an overall duty of care, the regular monitoring of institutional performance, monitoring institutional reputation and acting as a critical friend to the executive. The duties of Board and its committees are discharged collectively on the basis of papers prepared by the executive, but the individual governor is expected to make up his or her mind on all issues. Attendance at all meetings is important as individual governors are party to collective decisions even if they have not attended the meeting, so the individual governor owes it to him/herself and the rest of Board to make his/her voice heard. If absence cannot be

avoided, apologies should be sent to the Secretary in advance. A further consideration is that absence may lead to a meeting being inquorate and its decisions void.

22. Board follows an annual cycle of business that is based on fulfilling the matters in its Statement of Primary Responsibilities. The CUC Code of Governance recommends a minimum of 4 meetings a year. The business of Board balances the determination and review of strategy, monitoring progress towards achieving the College's strategic objectives, assessing levels of net risk to the institution and steps being taken to manage risks, reports from committees and senior office holders and formal/regulatory matters. The schedule of business is appended to this guide (Annex A).

23 The Principal makes a report to each meeting of Board on key developments in the life and work of the College. Members of Board may submit items for the agenda giving due notice: information on the deadlines for submission are given on each Board agenda.

24 There are 4 matters specified in the Articles of Association which Board may **not** delegate:

1. Decisions concerning the educational character and mission of the company;
2. the final approval of the annual estimates of income & expenditure;
3. ensuring the solvency of the Company;
4. any other matters which are to be exercised by or require the approval of the Board such as the strategic plan.

25 As required by the Articles of Association, all Board committees have the basis on which power is delegated to them, and on which they report on the exercise of their powers to Board, set out in detail in their terms of reference, which are approved annually. In addition to the statutory Audit and Remuneration Committees, the following are currently standing committees of Board: Finance & General Purpose, Estates Strategy and Governance.

26 Minutes are kept of all Board meetings. They are part of the auditable record of the institution. In accordance with the Freedom of Information Act, approved minutes are made generally available except where matters concerning individuals or commercial sensitivity are involved.

27 The Companies Act and Articles of Association contain stipulations concerning the disclosure of members of Board's interests which will be explained on appointment to the Board.

The Role of Board Members

28 A key principle of good governance is that the responsibilities of Board as the governing body are carried out corporately with decisions taken formally and collectively by all members acting in the interests of the institution as a whole and being formally recorded. Board Members should not act individually or as a representative of a particular constituency or grouping, or on an ad hoc basis outside the formal framework of meetings of Board and their committees.

29 External (Independent) members bring the assets of independence and detachment to Board. Their particular role and contribution is: to see issues broadly, offer an external view (perhaps as a critical friend), offer skills that may not exist in the institution, give independent and objective advice and views, provide contacts, and assist the institution with networking and other opportunities and provide a good understanding of the key elements of governance; ie confirming policies, contributing to strategies, and monitoring their progress.

30 Independent Board Members will also be invited to sit as members of College committees.

31 In all there are usually six Board meetings a year and three meetings of each Committee.

32 The role of staff and student members of Board is to bring the knowledge and expertise which arises from their position in the institution. They are not in any sense delegates of the constituencies they represent and their first duty is also corporate loyalty not sectional interest. Members of the Board have equal status whatever the constituency they are drawn from, although student members may be required to withdraw from the discussion where issues affecting an individual are concerned. The Current Board of Governors is set out below.

The Seven Principles of Public Life (The Nolan Principles)

33 Members of Board and the College Management Committee are expected to conduct their business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life. These are:

Selflessness – Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

Integrity – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity – In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness – Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership – Holders of public office should promote and support these principles by leadership and example.

34 The role is unremunerated but all reasonable expenses are paid.

Board of Governors (1 April 2022)

Jennifer Sims (Chair and Independent Member)
George Littlejohn (Deputy Chair and Independent Member)
Clarie Middleton (Principal)
Akshita Brahma (Student Governor)
Rod Brown (Independent Member)
Sylvia Darkwa Ohemeng (Independent Member)
Rogan Dixon (Independent Member)
Anni Domingo (Independent Member)
Clare Guindi (Student Governor)
Sarah Howard (Independent Member)
Caroline Jenkins (Staff Governor)
Professor Brian Lobel (Staff Governor)
Hassan Mahamdallie (Independent Member)
Don Massey (Independent Member)
Professor Mike Saks (Independent Member)
Professor Steven Spier (Independent Member)

In attendance:

Professor Mary Oliver (Vice Principal)
Joseph Lowe (Director of Finance and Operations)
Angela Taylor (Academic Registrar)
Jim Benson (Governance Advisor) Secretary to the Board