

## **Independent Board Director**

### **Role Description**

#### **The Post:**

The role of the Board is set out in the University's Articles of Association and in the Board's Terms of Reference.

As a Director of the University of Suffolk, you are expected to conduct yourself in your role in accordance with the seven principles of public life as defined by the Nolan Committee and in line with the core values set out in the Higher Education Code of Governance.

As a Director you have a responsibility to accept collective responsibility for decisions made by the Board and do not have authority to act outside of the Board's constituency.

#### **Key Responsibilities:**

The key responsibilities of a Board Director are set out in detail in the terms of reference of the Board but broadly cover the following headings:

1. Academic character through having final approval of the overarching institutional strategies.
2. Quality Assurance through ensuring appropriate mechanisms and procedures are implemented as required by senate.
3. Nominations to ensure adequate succession planning for the Board and management structure of the company.
4. Business strategy and management.
5. To oversee financial reporting and control, investment and expenditure.
6. To oversee the governance of the organisation.
7. To approve key company policies.

#### **Term of Office:**

Normally two or three years, to be determined by the Board on the recommendation of the Nominations Committee. This post is eligible for re-appointment, to serve for up to a maximum of three terms.

**Time Commitment:**

The Board normally meets four times in each academic year. The Board Strategy Day is an additional full day meeting where there is opportunity for extended discussions on major strategic issues, with a focus on particular areas of risk. Additional meetings may be called on an exceptional basis, to deal with matters requiring the immediate attention of the Board. It should be noted that if a Director misses three consecutive meetings they will normally be asked to step down from the Board.

There are three sub-committees of the Board: the Audit and Risk Committee; the Remuneration Committee; and the Nominations Committee. Whilst we try to keep the time commitment of individual members manageable, you may be asked to join one or more of these committees which meet up to four times a year.

**Board dates set at the moment are as follows:**

Wednesday 20 March 2019 – 13.00  
Tuesday 9 July 2019 – 13.00  
Monday 14 October 2019 – 13.00  
Monday 25 November 2019 – 13.00

**Confidentiality**

During your time as a Director you will receive information which is confidential. Papers which are confidential will be marked as such (and will remain confidential after the business is concluded unless stipulated otherwise) and some decisions and minutes (particularly where they refer to named or identifiable individuals or are commercially sensitive) may also be confidential. You may not, save as required by law, disclose such confidential information to any third party without prior clearance from the Board Secretary.

**Register of Members Interests**

As a Director, you will be expected to declare proactively any potential conflict of interest arising out of business relating to the committee's agenda or from changes in your personal circumstances. The Chair of the Board will then determine the appropriate course of action. Please would you complete the enclosed Declaration of Interests Form and return it to me.

**Remuneration:**

The role is non-remunerated, although reasonable travel and subsistence expenses necessary to fulfil the role will be reimbursed as appropriate.

**Method of Appointment:**

The Nominations Committee will make a recommendation to the University of Suffolk Board who will grant final approval.