



The  
University  
Of  
Sheffield.

## **Council membership framework 2017-18**

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# Council membership framework 2017-18

## Introduction and context

Taking as its basis the [Committee of University Chairs' Higher Education Code of Governance](#) (and in particular Section 7), together with the relevant components of the University's governing instruments and associated regulations, the purpose of this document is to set out a systematic 'framework' to articulate the process of recruitment to Council and its sub-committees and the subsequent induction and support of members.

### 1. Charter, Statutes and Regulations

1.1 The University is an independent corporation whose legal status derives from a Royal Charter granted in 1905. Its objectives, powers and governance framework are set out in the [Charter](#) and supporting [Statutes](#), which require the existence of the [Council](#) as the University's governing body, responsible for 'the management of the University and the conduct of all the University's affairs'.

1.2 The Statutes prescribe the composition of Council, comprising six Classes of membership, with a requirement that the maximum membership should not exceed 20 and that there must always be a majority of independent members:

Class (1): The Pro-Chancellors, President & Vice-Chancellor and Treasurer.

Class (2): Not fewer than two and not more than three Senior Academic Officers (ie drawn from the Provost & Deputy Vice-Chancellor and the Vice-Presidents).

Class (3): Not fewer than seven and not more than eight persons who are neither Staff nor Students. One member in this Class must be a graduate of the University.

Class (4): Three members of the Senate, of whom not more than two may be Professors.

Class (5): One member of the Professional Staff.

Class (6): The President of the Students' Union.

1.3 The Statutes and supporting [Regulations of Council](#) set out the arrangements for the appointment (and in the case of Classes (4) and (5), election) of members, tenure and provision for reappointment/re-election. Mechanisms for appointment differ:

- The Pro-Chancellors and the Treasurer are appointed by Council on the recommendation of its Nominations Committee.
- The President & Vice-Chancellor is an ex-officio member of Council, by virtue of appointment by Council as the University's chief executive officer.
- The Senior Academic Officers are appointed by Council on the recommendation of the President & Vice-Chancellor.
- Class (3) members are appointed by Council on the recommendation of its Nominations Committee.
- Class (4) members are elected by and from the Senate.
- The member in Class (5) is elected by and from the Professional Staff in Grades 1-7.
- The President of the Students' Union is an ex-officio member of Council, by virtue of election to the role of President by the members of the Students' Union.

## **2. Council Nominations Committee**

2.1 The role of the Council Nominations Committee is:

- to make recommendations to Council for the appointment of Class (3) members of Council;
- to make recommendations to Council for the appointment of the Pro-Chancellors and Treasurer;
- to make recommendations to Council for the appointment of representatives of Council to serve on committees of Council and Senate and other committees;
- to approve recommendations for the appointment of directors to serve on the boards of University subsidiaries.

2.2 Membership comprises: the Chair of Council (Chair), one other Pro-Chancellor, the President & Vice-Chancellor, one Senior Academic Officer (currently the Provost & Deputy Vice-Chancellor) and two members of Council drawn from Classes (1) and (3).

2.3 The Committee meets annually in May/June and on other occasions as required. Appointments to committees of Council and Senate and to subsidiary boards are sometimes handled by correspondence when they occur outside the normal annual cycle.

2.4 A separate Senate Nominations Committee fulfils a parallel role in terms of the appointment of representatives of Senate to serve on committees of Council and Senate and other committees. Cross-membership across the two Nominations Committees ensures co-ordination and consistency. Secretariat support for both is provided by the Governance Team.

## **3. Co-ordination and planning**

3.1 The processes for appointment and election of members of Council are co-ordinated by the University Secretary, supported by the Governance Team. Where elections are required, the University Secretary acts as the Returning Officer.

3.2 All members of Council are asked to provide, by means of a standard template, an assessment of the skills, knowledge and experience they bring to Council. Taken together, these form a regularly updated skills matrix, which is used as a point of reference by the Council Nominations Committee to ensure that collectively the membership of Council provides an appropriate range and balance of skills, knowledge and experience, and to inform the Committee's approach to succession planning.

## **4. Advertisement**

4.1 All vacancies on Council are brought to the attention of the relevant constituencies:

- The Pro-Chancellors and Treasurer have traditionally been appointed from the existing membership of Council, with a call for expressions of interest circulated to eligible members. There is, however, nothing to preclude an external appointment, and this is common practice across the sector.
- Vacancies in Class (3) are advertised in a range of ways, depending on the number of vacancies and the skills/experience being sought. These include:
  - the University's web-pages;
  - the University's alumni bulletin;

- national media, such as The Sunday Times;
  - online portals, such as NEDonBoard, NED Exchange, Diversityjobsite, Women on Boards and Where Women Work;
  - executive search (see 4.2 below);
  - direct contact may also be made with relevant groups, such as representatives of Council on other committees, or specific groups of alumni.
- Vacancies in Classes (4) (Senate) and (5) (Professional Staff) are advertised by email to the relevant constituencies and nominations invited. When the number of nominations exceeds the number of vacancies, an election is held.

4.2 The use of executive search agencies is becoming increasingly common across the sector to identify individuals for appointment to lay officer (Pro-Chancellor/Treasurer) roles and as external (Class (3) members of Council. The University has engaged executive search on two occasions, to support the recruitment of new Class (3) members and to create a pipeline of future potential candidates for appointment to Council or other committees. On both occasions, search agencies have been appointed following a tender process, in accordance with the University's procurement processes. Candidates identified through this route are considered by the Council Nominations Committee in the normal way and appointments recommended to Council for approval.

## 5. Sector and professional networks

5.1 The primary external point of reference for all aspects of HE governance is the [Committee of University Chairs' Higher Education Code of Governance](#). In addition to a requirement that the governing body establishes a Nominations Committee and takes steps to ensure that collectively it has "sufficient skills, knowledge and independence .... to enable it to discharge its responsibilities", the Code suggests ways in which governing bodies might seek to meet these requirements. Engagement with sector and professional networks is an important way in which good practice in this and other areas can be shared and steps taken to ensure that our approach to Council member recruitment evolves as necessary to meet changing needs and expectations.

5.2 Key sector and professional networks are:

- the [Committee of University Chairs](#), of which the Chair of Council is a member. The CUC represents the chairs of UK university governing bodies and develops and promotes governance standards for higher education in the UK;
- the [Leadership Foundation for Higher Education](#), of which the University is a member. The LFHE provides extensive web-based guidance on HE governance, sponsors research and projects, delivers an annual Governor Development Programme and hosts regular round table events on topical governance issues;
- the [Association of Heads of University Administration](#), of which the University Secretary is a member. AHUA's regional meetings and online discussion forum provide valuable opportunities for sharing good practice and considering possible approaches to emerging challenges.

5.3 We also participate in a number of more informal networks, which include:

- an online governance forum hosted by JISC, providing a platform for governance professionals across the sector to consult and share;
- an informal network of the heads of governance in [N8](#) universities.

## **6. Equality, diversity and inclusion and other considerations**

6.1 The HE Code of Governance includes a requirement that “the governing body must promote equality and diversity throughout the institution, including in relation to its own operation” and must “routinely reflect on its own composition and consider taking steps to ensure that it reflects societal norms and values”. The governing body’s policy on recruiting new members is expected to reflect its commitment to equality and diversity, and the Code suggests the following actions to support this:

- setting itself targets in terms of its own membership;
- advertising vacancies locally and nationally, including in ethnic minority publications, and via social media;
- using alumni, particularly as they may give access to a more diverse and younger pool of potential applicants;
- drawing on search consultancies, who can sometimes access a broader pool;
- building a diverse pool for the future by providing training for potential governors, appointing them to sub-committees to gain experience, and providing other opportunities for their participation in board-related activities.

6.2 Under the [Memorandum of Assurance and Accountability](#) between HEFCE and Institutions, HEFCE undertakes to monitor HEIs’ progress with regard to equality and diversity. This includes (since 2013) the collection of regular monitoring data on governing bodies and a commitment to support the sector in diversifying its governing bodies, including by setting a target of 40% for the proportion of women on governing bodies by 2020, and by encouraging progress towards greater ethnic diversity and across other protected characteristics.

6.3 Regular monitoring of gender balance on governing bodies is undertaken by Women Count, whose latest [report](#) (based on data as at 1 January 2016) indicates that the percentage of female governors in 166 HEIs ranges from 59% to 7%, with an average of 36%. This data places the UoS in equal first position in the Russell Group, with 50% female membership. However, recent membership changes mean that the current (as at March 2017) proportion of women Council members has fallen to 44%, a figure heavily dependent on elected staff members.

6.4 The approach endorsed by the Council Nominations Committee is aligned to that of HEFCE and has its primary focus on gender balance, alongside a commitment to ensure that the University’s approach to Council recruitment pro-actively supports ethnic diversity.

6.5 Members of Council are asked to complete an equality and diversity form, data from which facilitates an annual monitoring exercise and is used by the Nominations Committee in conjunction with the skills matrix (see 3.2 above) to inform the process of succession planning and recruitment to Council.

## **7. Engaged alumni**

7.1 Regulations of Council require that at least one of the members appointed in Class (3) is a graduate of the University. In practice, the proportion of Council members who are also alumni tends to be much higher (as at March 2017, 5 of 7 Class (3) members and 8 of the total membership of 18).

## **8. Geographical location of members**

8.1 There is no requirement for members of Council to be locally or regionally based as long as they are able to commit to regular attendance at meetings. In recommending appointments to Council, the Nominations Committee has regard

to the need to maintain an appropriate balance of skills and experience on Council itself while ensuring that Council's sub-committees include representatives of Council able to make a full contribution to a specific area of business. In practice, therefore, a balance of locally, regionally, nationally and internationally based members is usually desirable.

- 8.2 Similar considerations apply to the appointment of lay officers (Pro-Chancellors and Treasurer), where the need for greater and more frequent involvement in University business can make it desirable for at least one lay officer to be locally or regionally based.

## **9. Succession planning and 'pipeline' of appointments**

9.1 Periods of appointment to Council vary depending on membership category:

- Pro-Chancellors/ Treasurer: four years with provision for one four-year reappointment;
- Class (3) members: three years with provision for two three-year reappointments;
- Senior academic officers (P&DVC/VPs): one year with provision for reappointment for up to a maximum of five years;
- Members elected from Senate and from the Professional Staff: three years with provision for re-election for two further periods of three years;

9.2 The Council Nominations Committee regularly reviews the membership of Council and takes an informed and planned approach to the recruitment of new members and reappointment of existing members, taking into account for example:

- the impact of expected retirements on the balance of skills and experience, using the skills matrix (see 3.2 above) to identify upcoming gaps;
- whether the current balance of skills and experience may need refreshing in the light of new challenges or changes in the external environment;
- the benefits of diversity in governance.

9.3 Some roles benefit from longer term planning. In the case of the Treasurer, for example, previous experience on the Finance Committee and/or as a Class (3) member of Council may be desirable.

## **10. Recruitment process**

10.1 Vacancies are advertised in the manner described (see 4.1 above) and applicants are invited to submit a CV and letter explaining their interest and suitability. For shortlisted candidates, the recruitment process typically involves an informal discussion followed by a more formal interview with the Chair of Council and other members of the Nominations Committee. The Nominations Committee's recommendations for appointment are then presented to Council for approval and appointments are confirmed in writing by the University Secretary.

10.2 Recruitment is normally an annual process, beginning in the Spring, with appointments confirmed in July and taking effect from 1 August of the same year or from a date agreed with the individual member.

10.3 Given the relatively small number of vacancies on Council arising in any one year, candidates may be offered appointment to one of Council's sub-committees (see 11 below), with a view to gaining experience before being considered for Council

membership at a future date.

- 10.4 Membership of Council is not remunerated, but the University meets the cost of travel, attendance at external events and similar expenses.
- 10.5 The likely overall time commitment for a Class (3) member is approximately seven days per year. This estimate covers Council, but not membership of other committees (see 11 below) or involvement in task and finish groups.

## 11. Membership of other committees

- 11.1 Council has a number of [sub-committees](#) to which certain functions and in some cases decision making powers are delegated. These are: the Audit Committee, Equality, Diversity & Inclusion Committee, Estates Committee, Finance Committee, Health & Safety Committee, Human Resources Committee, Nominations Committee and Senior Remuneration Committee. Each includes members appointed as representatives of Council. In some cases, these members are also members of Council; in others they are individuals external to the University who are appointed for the specific skills and expertise they bring to the work of the committee.
- 11.2 Provision also exists for Council representation on a number of [other committees](#) where external input is valued. These include: the Alumni Board, Learning & Teaching Committee, Research Ethics Committee and Sport Sheffield Board, as well as the boards of University subsidiary companies.
- 11.3 Recruitment to Council and other sub-committees and boards is similar in process and timing to that for recruitment to Council itself, with the involvement of the relevant chair usually replacing that of the Chair of Council. Sub-committee appointments are subject to Council approval and are normally made for a period of three years, with provision for subsequent reappointment. Appointments to subsidiary boards are approved by the Nominations Committee.

## 12. Induction, follow-up and review

- 12.1 Role and responsibilities:

The role and responsibilities of members of Council are set out in a separate [document](#), which also provides guidance on standards and behaviours and other expectations. The Leadership Foundation for Higher Education also provides helpful information, set out in a series of [Governors' Briefing Notes](#). These cover different aspects of governance, including for example:

- [Becoming a governor](#): covers the roles and responsibilities of governors and offers a general introduction to becoming a governor.
- [Governance and management](#): explains the difference between governance and management and discusses the factors influencing governance and how the practice of governance across the HE sector is evolving.
- [The workings of a governing body](#): outlines the roles of the chair of the governing body, chancellor and pro-chancellor, the head of institution and the secretary/clerk.
- [Academic governance and quality](#): explores academic governance and its relationship with corporate governance, and discusses academic standards and quality and external quality assurance.
- [Regulations and compliance](#): considers regulation and compliance and summarises the complex regulatory environment in which HEIs operate.
- [Risk management](#): introduces the concepts of risk and uncertainty, sources of

risk, risk appetite and assessing risk; considers the role of the governing body and risk, and what can go wrong.

- [Students](#): reviews the responsibilities of governors to students; the role of governors in reviewing institutional plans and the attention given to students; the results of the national student survey; student destinations; and the operations of students' unions and student complaint processes.
- [Strategic plan](#): explores how the governing body discharges its responsibility to examine and approve the institution's strategic plan.
- [Monitoring performance](#): examines how governors can effectively discharge their responsibilities to ensure the plan is delivered and any planned outcomes achieved.

Additional [Notes](#) cover the work of governing body committees (audit, nominations, finance, estates, employment and remuneration); regulations and compliance; commercial operations; international students and collaborations; and personal and corporate ethics and values.

## 12.2 Information provided on appointment:

New members receive a letter of appointment notifying the period of appointment, dates of Council meetings and providing the following documents/web links:

- role and responsibilities of members of Council (document/[web link](#)) (see 12.1 above)
- induction, support and development of members of Council (document) (see 12.3 below)
- Committee of University Chairs' Higher Education Code of Governance (document/[web link](#))
- details of the Leadership Foundation for Higher Education's Governor Development Programme, a national training programme designed to support and develop governors in UK HEIs (document/[web link](#))
- Register of Interests (form to complete)
- Skills Matrix (form to complete)
- Equality and diversity monitoring (form to complete)
- Council Who's Who (form to complete)

## 12.3 Induction:

New members of Council are expected to participate in the induction arrangements made by the University and receive, on appointment, details of relevant induction materials (publications and web-based resources), meetings and events. To minimise the risk of information overload, this document is structured in terms of a timeline, and also indicates which items are strongly recommended and which are suggested. We recognise that the needs of individual members will differ, and are happy to work with members to provide an induction programme tailored to their requirements. An initial meeting with the University Secretary and Head of Governance will be arranged, at which an appropriate programme and the support to be provided is agreed on a tailored basis. This meeting also serves as an informal briefing on current University and Council business and projects and upcoming Council agenda items.

In addition to its Governor Development Programme, the Leadership Foundation for Higher Education also provides a [Self-Assessment Toolkit](#), an open-access, online programme designed to assist governors in assessing their own

effectiveness in the role.

Additional LFHE resources include the [Getting to Grips](#) guides, which cover a range of topics, including being a new governor, finance, procurement, academic standards, internationalisation, research and knowledge transfer, audit, risk management, estates and human resources.

#### 12.4 Buddying:

As part of our induction arrangements, a 'buddy' scheme is available to new members in their first year of appointment, and involves partnering with a longer-serving member. This is voluntary and the selection of 'buddy' partners is made following consultation with the new member to clarify how they can best be supported. For example, a new Class (3) member may feel it beneficial to buddy with a staff member in order to gain insight into the operation of the University; or they may prefer to buddy with another Class (3) member whose own experience of induction may act as an exemplar. New Council members may also find it helpful, during induction, to meet informally with senior staff who are not necessarily members of Council, for example Faculty Vice-Presidents or Heads of Academic Departments.

#### 12.5 Ongoing information and communication:

Regular communication outside formal business meetings of Council includes:

- [Council e-Newsletter](#): published in advance of each Council meeting, ahead of the formal circulation of papers, this covers relevant news alongside regular items on campus life or academic developments. It also provides additional information and updates on previous Council discussions and looks forward to forthcoming agenda items, providing relevant background reading. Additionally, links are provided to events and developmental resources provided for the HE governance community by the Leadership Foundation for Higher Education and the Committee of University Chairs.
- Council briefings: periodic briefings are provided on specific topics that require more extended presentation and discussion than is feasible at formal meetings. In 2017-18 we plan to extend the programme of briefings and have reserved the period 3.00-3.30pm before each Council meeting for this purpose. We welcome members' suggestions for briefing topics.
- Tours and visits: whilst Council meetings normally take place in the University's main Firth Court building, they will on occasion take place in other parts of the University, providing members with an opportunity to visit academic departments or other facilities and meet staff and students.
- Council away day: an annual away day takes place in June and normally involves members of the University Executive Board as well as Council.
- Council dinners: dinners normally take place after Council meetings in October, February and July, as well as on the evening before the June away day. These are social occasions, and those in February and July normally also include discussion on a designated topic, facilitated by an external or internal speaker.
- [University Executive Board minutes](#): UEB minutes are publicly available on the web, and Council members receive email notification of their publication.
- University media monitoring bulletin and news releases: a daily email media monitoring bulletin is available to senior members of staff and lay members of University committees, as are regular news releases on specific events and news items.
- Weekly policy briefing: Council members may request to receive the

University's weekly email policy briefing providing a summary of HE-related news and developments over the past week and explaining their relevance to the University.

- Other publications: web links to key University publications (eg Charter, Statutes and Regulations, Strategic Plan, Annual Report and Financial Statements) are provided on the [Governance web pages](#). Council members receive details of other publications of potential interest and can request to be added to the relevant circulation lists.

#### 12.6 Review and follow-up:

In order to develop an understanding of the complex environment in which the University operates, all members of Council are expected to participate as appropriate in training and development events provided by the University or other bodies.

A questionnaire is normally circulated annually in July seeking members' comments on the operation of Council during the previous academic year. It also asks members to provide an assessment of their role as a governor and the extent to which their skills and experience are being appropriately used. Members are also invited to specify any further induction, development or training needs they may have as well as being able to request a meeting with the Chair of Council if required. As follow-up to the questionnaire, the University Secretary normally arranges to meet or speak individually with all members of Council each summer, in advance of the new cycle of meetings.