



For Decision

Purpose

A proposal from the People and Performance Sub-Committee to set up a process of assigning a Deputy Chair to be approved by the Board. It is proposed that where possible, efforts should be made to secure representation from FE/HE within the two Chair and Deputy Chair roles.

Background

The role of the Deputy Chair:

The Deputy Chair responsibilities are standing in for the Chair where necessary as per above, with the exception of line management responsibilities.

1 Functions of the Chairperson

The functions of the Chairperson are:-

- 1.1 to act as an ambassador for the Company;
- 1.2 to ensure that meetings of the Board and general meetings are conducted efficiently;
- 1.3 to give all Trustees an opportunity to express their views;
- 1.4 to establish a constructive working relationship with and to provide support for the employees;
- 1.5 where necessary (and in conjunction with the other Trustees) to ensure that, where the post of any senior employee is or is due to become vacant, a replacement is found in a timely and orderly fashion;
- 1.6 to encourage the Board to delegate sufficient authority to sub-committees to enable the business of the Company to be carried on effectively between Trustees' Meetings;
- 1.7 to encourage the Board to take professional advice when it is needed and particularly before considering the dismissal of an employee;
- 1.8 to be the line manager of the chief executive officer of the Company, including
 - a) defining the chief executive officer's role, through a written job description
 - b) overseeing the recruitment process for any new chief executive officer
 - c) deciding the level or remuneration for the post
 - d) facilitating the professional development and appraisal of the chief executive officer
 - e) if necessary, acting as the disciplinary body for matters concerning the chief executive officer.

Particular aspects of this function may be delegated to a sub-committee of the Board.

Main Report

The People and Performance Sub-Committee propose the following options to assign a Deputy Chair with an analysis of comments from the Secretary.

Option	Comment from Secretary	Recommendation
1. Chair of the MAC to be Deputy Chair	This was proposed previously but the 2 roles were considered to be too onerous on one person and the current Chair of the MAC (Harriet Sjerps-Jones) role was taken on with the understanding it would not include the role of Deputy Chair.	Not viable
2. Chair of Audit Sub-Committee to be Deputy Chair	The Chair of the Audit Sub-Committee also has the role of Treasurer. This would be too onerous for this role and could potentially take away the skills required as Treasurer.	Not viable
3. Chair of People and Performance Sub-Committee to be Deputy Chair	Potential conflict as if the Deputy Chair were to become the Chair of the Board they would then take on line management responsibilities of the CEO. This approach does ensure a Deputy Chair is always appointed as if the Deputy Chair becomes the Chair of the Board then the People & Performance Sub-Committee will need to recruit a new Chair who will then become the Deputy Chair.	Potential
4. Anyone on the Board can express an interest to be Deputy Chair	This has been the approach in the past and no expressions of interest have come forward which leaves the Board with no Deputy Chair. There is also a risk of the Deputy Chair being filled by someone who does not have the necessary skills required.	Potential
5. The People and Performance Sub-Committee undertake a skills audit and propose the most suited candidate to become Deputy Chair	Risk of the identified person not willing to become Deputy Chair	Potential

The resulting process could be a combination of the last three options as a process which would ensure a result such as:

1. The People and Performance Sub-Committee undertake a skills audit and propose the most suited candidate from the Board to become Deputy Chair

If the person is not willing then move to option 2:

2. Anyone on the Board can express an interest to be Deputy Chair and skills are assessed if appropriate

If no interest or not required skills then move to option 3:

3. Chair of People and Performance Sub-Committee to be Deputy Chair