

# A Review of EAUC Governance and Invitation for Nominations to the EAUC Board

28<sup>th</sup> September 2009

## Summary

EAUC membership, staff, turnover and activity has grown significantly in the last three years. In March 2009 the EAUC Board took the decision to review its governance to ensure it was fit for purpose and the Constitution still appropriate.

The process has concluded that the EAUC Constitution is still broadly valid (with one exception), but that our governance will benefit from 2 actions.

- 1) That the Board (and members and staff) will benefit from better access to a wider range of insight, skills and knowledge to achieve the organisation's strategic vision and plan, and
- 2) That EAUC governance is presented in a clearer more transparent way so that Members are better aware of how they can contribute to and lead the organisation.

This paper outlines how we will address these two actions.

## Action

The EAUC seeks Members' comments on this paper. Also the Board now seeks to appoint up to 3 new members who, following the Board's review of governance, will help to bring the necessary skills and experience to the organisation to complement and further strengthen the current Board.

Please send your comments on the paper to [info@eauc.org.uk](mailto:info@eauc.org.uk) to be received by **Thursday 15<sup>th</sup> October 2009**. The deadline for applications to become a Board Member is **18<sup>th</sup> November**.

## Background

The EAUC is the sustainability body for UK universities, colleges and the wider learning and skills sector. We are a Member-led organisation.

Founded in 1995 we are a charitable company. Our national network of just under 300 member institutions plus 130 other bodies share our conviction that the role of education today is crucial in shaping a better tomorrow.

In 2009, the EAUC increased its staff from 3 to 11 (soon to become 12, representing 10 Full Time Equivalents) and has a turnover of around £500,000. Membership has increased by 54% to 278 universities and colleges since members voted in the current Constitution in 2005.

In March 2009 the EAUC Board took the decision to review its governance to ensure it was fit for purpose and the Constitution still appropriate. The Board wanted to ensure the governance of the organisation remained member-led, clear and transparent. Over a series of meetings and events the Board has reviewed the EAUC's governance and now wishes to present its conclusion to EAUC Members for comment and action.

## **Review Findings**

### **A. The key attributes of Board makeup have been agreed as:**

#### **1. Reflecting EAUC Membership**

As a membership organisation it is imperative that the EAUC's governance has its foundation in its membership i.e. the universities, colleges and wider learning and skills sector organisations in the UK. To that end the Board must ensure it reflects the diversity of the sector and the broadest range of activity and interests within it. The EAUC remains committed to supporting environmental estates based colleagues as well as being increasingly committed to supporting teachers, business support staff, researchers and student and wider community facing staff engaged in the wider sustainability agenda. In addition the EAUC recognises the need to support all levels of sector based staff be they operational, academic or senior management. We also need to ensure that we maintain representation from all of the UK and to ensure that, as constituted, our Board continues to represent both Higher and Further Education members.

#### **2. Benefiting from Non Member Insight**

The EAUC Board must ensure it has access to people with the skills, experience and background it needs to govern effectively. Currently our Constitution only allows the Board to comprise only those employed within a college or university. The Board now recognises that, alongside its FHE sector experts, it will benefit from a measure of expertise and insight from beyond this core group. Education is one part of the complex system of sustainable development and having insight from other parts of the system such as corporate and international affairs, the political arena, sector representative groups (including students), NGO's and other stakeholders will contribute to the success of the EAUC. This will require a change in our Constitution.

#### **3. Being advised and supported by Sector Experts**

There is a wealth of skill and experience available from within the EAUC membership. The organisation will benefit from creating new practitioner networks and by evolving and expanding existing structures such as the current Transport or ESD/SHED groupings. By providing new mechanisms to facilitate this exchange, the EAUC will ensure that this valuable resource is made better available to support the Board, other Members and staff.

#### **4. Governed by Trustees and run by the EAUC Staff.**

The EAUC Board's primary role is to govern the organisation and to set its strategic direction. Therefore it must have the people with the skills and background to do this. The Board recognises that it will benefit from a more structured and strategic mechanism to identify and recruit a broader range of Board Members. The Board recognises that day to day running of the organisation and delivery of the strategic plan is the responsibility of the Executive Director and the other EAUC staff.

### **B) Board Governance of the EAUC**

Over the period of its review the EAUC Board has confirmed that its key functions are:

-to set **Strategic** Direction

- to assess Organisational **Performance**

- to provide a **Scrutinising** Function

While running the business of the organisation is delegated to the Executive Director, the Board is ultimately legally accountable. The Board meets four or five times a year. The current size of the Board is 9 (excluding Regional Branch Convenors) and the Board considers this to remain acceptable.

The Board currently consists of:

- Individuals who are directly elected from the EAUC membership at the AGM
- Elected Convenors of official EAUC Regional Branches. This group is in addition to the AGM elected Board Members

The Board has a Chair, Vice Chair and Treasurer, chosen by the Board. The Board is free to establish sub committees as necessary to help it function efficiently and effectively. Examples of these could be a Finance Committee and a Search Committee to lead on the recruitment of new Board members.

### **A Proposed Change to the Constitution**

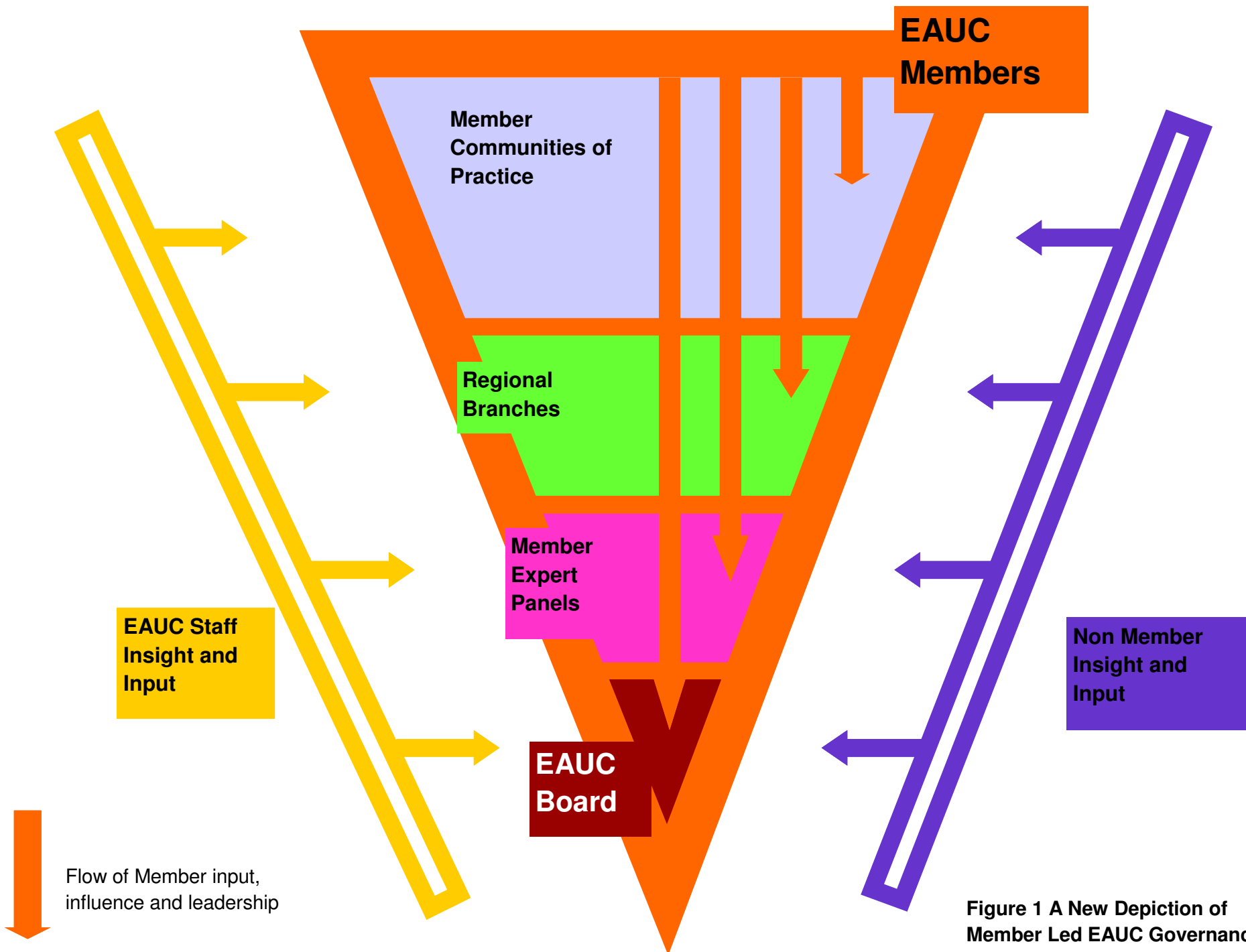
The above Board structure is as set out in the current Constitution and no changes are proposed in this regard. Where a change in the Constitution is proposed is with regard to the organisation's ability to access and benefit from a measure of external non member insight and experience. The Board now recognises that there is value in this and proposes to bring to the next AGM a motion to amend the Constitution to allow the Board to recruit no more than three out of sector Board Members. It should be noted that this would leave at least 8 sector based Board Members (including the current Branch Convenors of Wales and Scotland).

### **C. A More Transparent, Member-Led Governance Structure**

The EAUC is a Member-led organisation and as such the Board review has recommended that EAUC governance is presented in a clearer more transparent way so that Members are better aware of how they can contribute to and lead the organisation.

Figure 1 (over) attempts to present the reviewed, updated and more transparent EAUC governance structure. The graphic shows the key constituents of the EAUC as proposed by the Board. Most exist currently but one is new and the other an evolution of an existing structure.

EAUC Members are represented by the orange triangle with EAUC staff on the left in yellow and the new Non Member expert input on the right (blue). The arrows in the graphic show the direction of input and influence.



**Figure 1 A New Depiction of Member Led EAUC Governance**

The orange arrows pointing top down in Figure 1 show the four key routes available to Members to influence and contribute to the leadership and direction of the organisation.

- A. **Member Communities of Practice**
- B. **Regional Branches**
- C. **Member Expert Panels**
- D. **Board**

**National Board of Trustees** – Any member can apply to join the Board (becoming a Trustee) and be elected by members at the AGM. The Board's primary role is to govern the organisation and to set its strategic direction. **EXISTING**

**Member Expert Panels** – The Board wishes to establish in the first instance three important Expert Panels. At this stage the Panels are likely to focus on Campus, Curriculum and Community/Student matters. They will identify key trends and offer high quality professional insight. Comprising members who are experienced experts in their area the Expert Panels will become a key source of advice and support to other Members, the Board and the staff. The three Panels will be Chaired by an appropriate Board Member and Members with particular expertise and experience can apply or be nominated to join them. **NEW**

**Regional Branches** – Our Constitution facilitates the development of recognised regional EAUC branches to add an additional layer of local support and networking to Members. Members can join or (subject to Board approval) establish formal EAUC Branches eg English Midlands, Northern Ireland etc. Each Branch elects a Branch Convenor who is then expected to become a Board Member and representing Branch members and interests at national Board meetings. **EXISTING**

**Member Communities of Practice** – Linked in to the relevant Expert Panels our intention is to help members with particular professional interests or needs to network and share with each other. We want Member discussion to become more focussed and efficient with a new framework offering a structured exchange of information and ideas. Members will be able to join any number of COPs. In turn, these COP's will be linked to an appropriate Member Expert Panel. At this stage we envisage for example the existing Transport Network and a future Procurement COP being linked to the Campus Expert Panel etc. We are currently investigating suitable IT solutions to facilitate the interaction and collaboration of these groups. **EXISTING BUT DEVELOPED FURTHER**

**EAUC Staff** - Day to day running of the organisation and delivery of the EAUC's Strategic Plan is the responsibility of the Executive Director and the other EAUC staff. Appropriate linkage between the EAUC staff and all elements of the wider organisation is essential and this structure envisages an important facilitation and support role for staff at all levels of the EAUC. **EXISTING**

**Non Member Input** – The organisation will benefit from a measure of out of sector and non-member expertise and insight. Education is one part of the complex system of sustainable development and having insight from other parts of the system such as corporate and international affairs, the political arena, NGO's, students and other key stakeholders etc will contribute to the success of the EAUC. **NEW**

## Member Expert Panels and Communities of Practice

It is our intention to establish a number of Member Expert Panels and Member Communities of Practice as the next stage in this process. Members will be approached for their ideas and suggestions on this within the next 6 months.

## D. Identifying the Board Members We Need

As part of its deliberations, the Board considered the likely background, expertise and necessary skills of incoming Board members.

The Board noted that its future membership would continue to rely on FHE sector experts to provide the necessary insight to an organisation which, at its heart, is there to serve its core constituency of sustainability practitioners. It did, however, also note that to ensure that the EAUC continues to reflect the emergence of sustainability as a mainstream aspect of sector business and can influence sector policy across the entire sustainability agenda, a broader range of skills, expertise and backgrounds is now required to give the Board and the EAUC the best possible opportunity to fulfil that emerging role.

### Background:

While the majority of Board members will continue to emerge from among those sector experts based in Universities and Colleges, the Board wants to open itself up to applications and nominations from non-members including those from other educational providers, such as adult learning, continuing education or work based learning, or from other non-sector areas that will allow it to attract expertise from groups not constituted as full EAUC members (e.g. NGOs, student representative groups, industry experts and so on).

### Areas of Expertise:

In addition to looking to broaden the possible background of its Trustees, the EAUC is keen to invite the participation of those who can provide expertise in key emerging areas of the sustainability agenda in Colleges and Universities. Thus, alongside the need for colleagues who can continue to provide **Campus** expertise in areas such as Buildings, Estates and Facilities Management, the Board is keen to invite the participation of others, including those with **Community and Student** expertise, specifically those involved in working with and supporting students and in community and other local stakeholder engagement. A key development area for the EAUC is to investigate how to ensure core FE and HE outputs contribute to sustainability and to that end those with **Teaching, Learning and Research** expertise are sought, specifically curriculum design, teaching delivery and the dissemination of research. Finally, the Board feels it will benefit from the participation of both experienced **Sector Senior Managers** (e.g. Finance, Procurement and HR) with specific interest and involvement in sustainability as well as **Non Member Experts** who can bring any of the desired skills to the table.

### Skills:

The specific skills sought from within the above areas of expertise include:

- **Strategic Leadership:** Experience of high-level institutional or organisational leadership.
- **Organisational Development:** Experience in building and developing organisations and change management processes.
- **Financial Management:** Experience in financial management, accounting and reporting.

- **Curriculum Policy and Direction.** Someone with national and international insight and involvement in curriculum (and research) development.
- **Business & Enterprise:** Commercial and entrepreneurial skills to allow the organisation to grow to do more and maintain its financial sustainability.
- **Political Insight and Influence.** Those with an insight into FE and HE policy and emerging sector trends or wider understanding of Government sustainability thinking and planning.

Through all of this the Board hopes that its composition will gradually evolve, embracing a range of complimentary skills that will enable it to set the strategic direction for the EAUC and consolidate the EAUC's reputation as the F&HE sector's expert body on the full range of sustainability issues.

## **ACTION**

### **Recruitment of 3 new Board Members**

At the next AGM (22<sup>nd</sup> March 2010, University of Bangor), a number of Trustees come to the end of their term. In addition we have a number of immediate vacancies. The skills of the current Board have been mapped against a skills matrix and as a result, the EAUC Board is keen to recruit new Trustees who will bring additional expertise and skills to the organisation that will complement and further strengthen the current membership of the Board.

**In the first instance we are looking to recruit up to 3 new Board Members by December 2009, with further recruits being sought at the March 2010 AGM. New recruits should have a particular background in one of the following:**

- **Teaching, Learning and Research**
- **Communities and Students**
- **Sector Senior Management**
- **Relevant Non Member Expertise**

**In addition to this background, new Board Members should bring specific skills in one or more of the following areas:**

- **Financial Management**
- **Curriculum Design and Policy**
- **Business and Enterprise**
- **Political Insight**
- **Organisational Development**
- **Strategic Leadership**

Further guidance on the possible Background, Expertise and Skills of new Board members is included below.

Recruitment to the Board will be through a short application form which is available through the EAUC Office. The first three appointees will serve as on an interim basis until ratified by Members at the 2010 AGM in March. Interested candidates are invited to contact the Chair of the Board Sheri Leigh Miles, University of Bradford, [s.miles@bradford.ac.uk](mailto:s.miles@bradford.ac.uk) 01274 236913 or the Executive Director Iain Patton [ipatton@eauc.org.uk](mailto:ipatton@eauc.org.uk) 01242 714321.

**This initial application process will close on 18<sup>th</sup> November in time for the next meeting of the Board at the University of Staffordshire on the 3<sup>rd</sup> December 2009.**

In February 2010 we will seek applications for additional Trustees to replace those standing down at the AGM and again we will be seeking to ensure we attract Trustees with the particular skills and backgrounds we need to grow the organisation and ensure value to Members.

## **Role Description for Trustee**

### **The statutory duties of a trustee**

- To ensure that EAUC complies with its governing document, charity law, company law and any other relevant legislation or regulations.
- To ensure that EAUC pursues its objectives as defined in its governing document the Strategic Plan.
- To ensure EAUC uses its resources exclusively in pursuance of its objectives: the charity must not spend money on activities which are not included in its own objectives, no matter how worthwhile or charitable those activities are.
- To contribute actively to the board of trustees' role in giving firm strategic direction to EAUC, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets.
- To safeguard the good name and values of EAUC.
- To ensure the effective and efficient administration of EAUC.
- To ensure the financial stability of EAUC.
- To protect and manage the assets of the charity and to ensure the proper investment of the charity's funds.
- To appoint the Executive Director and monitor his/her performance.
- To ensure a mechanism is in place review and assess effectiveness of governance

### **Other duties**

In addition to the above statutory duties, each trustee should use any specific skills, knowledge or experience they have to help the board of trustees reach sound decisions. This may involve:

- Scrutinising board papers
- Leading discussions
- Focusing on key issues
- Providing guidance on new initiatives
- Taking advice from EAUC's Expert Panels
- Other issues in which the trustee has special expertise

Trustees retire at the fifth AGM after their appointment.

The role is unpaid. Reasonable travel expenses will be met.

## **Commitment of Board Members**

Person Specification for an EAUC trustee

### **Essentials**

- Commitment to EAUC and its mission
- Understanding of the legal duties, responsibilities and liabilities of trusteeship
- Willingness to put time and effort into the trustee role
- Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership

### **Personal qualities**

- Sound independent judgement
- Impartiality, fairness and confidentiality
- Willingness to speak his or her mind
- Tact and diplomacy



- Respect for others
- Desire to learn new skills

**Specific abilities**

- Strategic vision
- Creative thinking
- Effective team member
- Excellent communication and interpersonal skills

**Experience**

- Interest in sustainability issues such as climate change, education for sustainability or social responsibility