

Role Description and Person Specification

Non-Executive Director

March 2021

Index

<u>Vision, Mission and Values</u>	<u>2</u>
Vision	2
Mission	2
Values	2
<u>About us</u>	<u>3</u>
<u>Our corporate and academic governance arrangements</u>	<u>3</u>
<u>The Board of Directors</u>	<u>8</u>
<u>Your role as a non-executive director</u>	<u>8</u>
<u>Application process</u>	<u>9</u>
<u>Role Description</u>	<u>11</u>
<u>Person Specification</u>	<u>12</u>

Vision, Mission and Values

Vision

Our vision is:

To offer students from all backgrounds the opportunity to define and pursue success through education.

Mission

Our mission is to:

Grow a diverse and dynamic academic community that values curiosity, creativity and critical thinking.

Nurture a culture that rewards kindness, excellence and accountability to each other, our communities and the world.

Inspire and support our students and staff to achieve their full potential and make valuable contributions to society.

Values

Our values are:

Be inclusive

Welcome difference as a source of strength and enrichment.

Be curious

Ask questions. Be open to new ideas. Yearn to learn.

Show courage

Challenge yourself. Dare to think differently. Stand up for what's right.

Make things happen

Take ownership. Act responsibly. Get things done.

Don't be mean

Talk straight. Don't play games. Treat people well.

About us

We are a higher education provider, regulated by the Office for Students, and we deliver undergraduate degrees in accounting, business and law that are validated by the University of Northampton.

We are situated in Bloomsbury, Central London (WC1B). The majority of our teaching is delivered at Birkbeck College, University of London.

We currently have c. 70 members of staff and 1,000 students, with plans to progressively increase student numbers to c. 2,000.

We pride ourselves on providing disadvantaged and underrepresented students with access to a transformative higher education experience. We recruit students that have the potential, attitude and aspiration to succeed. This is key to us fulfilling our broader vision of offering students from all backgrounds the opportunity to define and pursue success through education.

Our 4-year degrees with an integrated foundation year are critical to our widening participation agenda, and they are a testament to its success.

In 2017-18 and 2018-19, 4-year degree students accounted for over 50% of our student body or 73% and 87% of new students, in each respective year [Source: HESA].

Our students are typically mature and without Level 3 qualifications, who are from low-income households and who may have other underrepresented and disadvantaged characteristics.

In 2018-19, of our new students who enrolled on a 4-year degree:

- 94.3% were from a low-income household (i.e., £25k or lower) [Source: SLC].
- 83.4% were mature [Source OfS Access and Participation Plan Data].
- 79.5% were admitted without a Level 3 qualification [Source OfS Access and Participation Plan Data].

This compares to the sector where 39% were mature and 18% were admitted without a Level 3 qualification [Source: OfS report published in May 2019 (updated in July 2020): *Preparing for degree study – Analysis of access to Higher Education Diplomas and integrated foundation year courses*].

We did not recruit new students in 2019-20 and 2020-21.

When we resume the recruitment of new students in September 2021, we will only recruit onto our 4-year degrees.

Our corporate and academic governance arrangements

Companies Act 2006

As a private limited company, we have to comply with the provisions of the Companies Act 2006 which, *inter alia*, codifies the legal obligations of directors and regulates a company's governance and administrative arrangements.

Sections 170-177, Companies Act 2006 define a number of legal duties for the Board of Directors collectively and/or the directors individually. These duties include:

- To act within powers
- To promote the success of the company
- To exercise independent judgment

- To exercise reasonable care, skill and diligence
- To avoid conflicts of interest
- Not to accept benefits from third parties
- To declare a personal interest in a proposed transaction or arrangement

In addition to the above, the Board of Directors is responsible for ensuring compliance with other legal and regulatory requirements.

Articles of Association and Corporate and Academic Governance Framework (CAGF)

In compliance with the Companies Act 2006, we developed and approved our own bespoke Articles of Association (our constitutional document).

Our Articles reflect the fact we are (exclusively) a higher education provider.

Provisions within the Articles that are designed to safeguard academic standards and enhance quality have been entrenched (see below).

Regulation 139 of our Articles provides for the adoption of a Corporate and Academic Governance Framework (CAGF).

Regulation 141 of the Articles provides that the CAGF shall comply with:

- The seven primary elements of higher education governance, as set out in the CUC “The Higher Education Code of Governance”, the application of which are influenced by the core values of higher education governance; and
- The Office for Students Regulatory Framework, Notices and Advice.

The “Nolan Principles of Public Life” influence how we apply the seven primary elements of the CUC “The Higher Education Code of Governance”.

Regulation 142 of the Articles also provides that the CAGF shall embrace our own guiding principles that are set out in Section 1.1 of the CAGF.

Our Articles and Corporate and Academic Governance Framework are available at:

www.bil.ac.uk/board-of-directors/

Entrenched provisions of the Articles of Association

Section 21(1) of the Companies Act 2006 provides that a company’s Articles of Association can be changed by a special resolution of the shareholders (i.e., at least 75% of the votes cast by shareholders must be in favour of the change).

However, s.22 of the Companies Act 2006 provides that the Articles may contain an “entrenchment” provision to provide that specified provisions of the Articles may only be changed if specific conditions are met, or procedures are complied with.

In accordance with s.22, we have entrenched key provisions of our Articles to ensure that they cannot be changed simply by a special resolution of the shareholders. This entrenchment prevents the shareholders from unilaterally changing the Articles.

If a provision is entrenched, the resolution must first be passed by a majority of the Board [we refer to this as **Level 1 Entrenchment**]. The provisions of the Articles that are subject to Level 1 Entrenchment are set out in Regulation 148 of the Articles.

In addition, if the entrenched provision relates to safeguarding academic standards and/or enhancing quality, a majority of the Academic Committee must ratify the Board's decision, the Board having delegated academic governance to our Academic Committee [we refer to this as **Level 2 Entrenchment**]. The provisions of the Articles that are subject to Level 2 Entrenchment are set out in Regulation 149 of the Articles.

It is through the entrenched provisions of our Articles that we have provided for, *inter alia*, the following:

- The incorporation and application of the “separation of powers” principle.
- The duty to adopt, amend and apply the Corporate and Academic Governance Framework (CAGF).
- The explicit incorporation and application of the fourth primary element of the CUC “The Higher Education Code of Governance” to ensure the Board of Directors receives an assurance from the Academic Committee that academic governance is effective.

Full details of the entrenched provisions of the Articles are included in Section 1.3 of the CAGF.

‘Separation of powers’ principle

Any shareholder with a shareholding of 25% or more, and any family members of the shareholder, have their involvement in the running of the company restricted. This forms part of the incorporation of the “separation of powers” principle.

[Regulations 6 to 8, Articles of Association]

The rationale for the incorporation of this “separation of powers” principle is to ensure there are effective checks and balances in place to safeguard academic standards and the enhancement of quality, and to minimise any potential for:

- A shareholder with a shareholding of 25% or more, and any family members of the shareholder, to exert undue influence over the directors and/or management (i.e., members of the Senior Management and Leadership Team (SMLT)).
- An executive director to exert undue influence over the other directors and/or management (i.e., members of the SMLT).
- A potential conflict of interest to arise.

This “separation of powers” principle comprises the following six elements:

Element 1 (Level 1 Entrenchment)

Element 1 provides that the following persons shall be excluded from (i) being appointed as an executive director, (ii) being appointed as the Company Secretary, (iii) being engaged by the company in a position that confers membership of the company's SMLT (including the Secretary), or (iv) acting as Chair of a shareholders' meeting:

- any person, who, together with any family member, is the holder of 25% or more of the shares in the company, directly or indirectly;
- a person who, together with any family members, is the holder of 25% or more of the shares in an associated company (an “associated company” is any company or other legal person or entity which is the holder of 25% or more of the shares in the company, directly or indirectly); or
- a director of an associated company.

[Regulations 6 and 47, Articles of Association]

Element 2 (Level 1 entrenchment)

Element 2 provides that the total number of directors who are engaged by the company in an employed or self-employed capacity shall be less than the total number of directors who are independent non-executive directors. An “independent non-executive director” is a person who is appointed as a director of the company, who:

- is not engaged by the company in an employed or self-employed capacity;
- is not a shareholder of the company; or
- is not the family member of a shareholder of the company.

The maximum period of office of an independent non-executive director is four years, subject to the period being extended by a decision of the directors, acting on a recommendation of the Nominations Committee, for one further period of no more than four years.

[Regulations 1, 7 48 and 50 Articles of Association]

Element 3 (Level 1 entrenchment)

Element 3 provides that an independent non-executive director must also have:

- senior practical expertise and/or senior academic expertise, and there must be at least one with senior practical expertise and one with senior academic expertise;
- a positive commitment to embrace and comply with the Core Values set out in the CUC “The Higher Education Code of Governance”;
- a positive commitment to embrace and comply with the Nolan principles of public life;
- a positive commitment to embrace and comply with our guiding principles set out in Regulation 142 of the Articles;
- a positive commitment to embrace and comply with the company’s vision, mission and values; and
- a positive commitment to embrace and comply with the company’s Equality, Diversity and Inclusion Policy.

[Regulations 44 and 49, Articles of Association]

Element 4 (Level 1 entrenchment)

Element 4 provides that the Chair of a meeting of the Board of Directors or of a committee established by the directors (with the exception of the Academic Committee, and the Equality, Diversity and Inclusion Committee) shall not be:

- a shareholder of the company;
- the family member of a shareholder of the company;
- engaged by the company in a position that confers membership of the company’s SMLT (including the Secretary); or

- the family member of a person who is engaged by the company in a position that confers membership of the company's SMLT (including the Secretary).

Note: The Chair of the Academic Committee is the Managing Director and Academic Principal. The Chair of the Equality, Diversity and Inclusion Committee is the Company Secretary and Head of Equality, Diversity and Inclusion.

[Regulation 8, Articles of Association]

Element 5 (Level 1 entrenchment)

Element 5 provides that the following shall be permitted to attend meetings of the Board of Directors and participate in discussions:

- two elected members of staff (who shall not be members of the SMLT (excluding the Secretary));
- the President of the Student Guild (or nominee - such nominee must be a Student Guild Officer Trustee, Student Guild Student Trustee, or a Student Council Student Representative); and
- one Student Council Student Representative who is appointed by the President of the Student Guild.

Before making any decision, the Chair shall invite representations to be made by the representatives attending the Board meeting, and the directors shall have due regard to such representations when making a decision.

[Regulations 41 and 42, Articles of Association]

Element 6 (Level 2 entrenchment)

Element 6 provides that the Academic Committee shall have the power to pass an 'advisory' vote of no confidence in the Managing Director. If exercised, the directors shall give due regard to such vote, provided a majority of the external academic advisors of the Academic Committee has voted in favour of such vote.

[Regulation 52, Articles of Association]

Board of Directors and committees

Regulation 9 of the Articles provides that the Board of Directors is unambiguously and collectively accountable for the company's activities, and collectively takes all final decisions on matters of fundamental concern within its remit. Subject to this, Regulation 10 of the Articles provides that the Board of Directors can delegate its powers to committees and/or to management (i.e., to the executive directors and other members of the Senior Management and Leadership Team (SMLT), excluding the Secretary of the SMLT).

With regards to corporate and academic governance, and in accordance with Regulation 15 of the Articles, the Board of Directors has established the following committees:

- Academic Committee
- Audit Committee
- Nominations Committee
- Remuneration Committee
- Equality, Diversity and Inclusion Committee

The membership and Terms of Reference for each of these committees are set out in Sections 2.2.15, 2.2.16, 2.2.1, 3.1 and 4.1 of the CAGF.

The Board of Directors

The Board of Directors comprises:

- Executive directors (who are also employed by the company to undertake a specific role, e.g., Managing Director); and
- Independent non-executive directors (who are not engaged by the company in an employed or self-employed capacity).

We currently have 2 executive directors and 4 non-executive directors. A bio for each director is available at:

www.bil.ac.uk/board-of-directors/

Your role as a non-executive director

Independence

As a non-executive director, you will not be engaged by the company in an employed or self-employed capacity, and your role is to provide an independent view of the company, separate from its day-to-day running.

As per our Articles, we ensure that there are a greater number of non-executive directors than executive directors.

Eligibility criteria

In order to be eligible as a non-executive director you should not:

- Have been an executive director of the company.
- Have been employed by the company within the last 5 years.
- Have had a significant contractual relationship with the company within the last 3 years.
- Have close family ties with any of the company's Senior Management and Leadership Team, or members of the Board of Directors.
- Be a shareholder of the company (or be a family member of such person).
- Be judged not to be independent for any other reason.

The above exclusions are either set out in within our Articles or are considered to be principles of good governance. They are in place to safeguard the independence of a non-executive director from being compromised (actually or potentially) or from appearing to be compromised.

You must have a positive commitment to embrace and comply with:

- The Core Values set out in the CUC "The Higher Education Code of Governance": www.universitychairs.ac.uk/publications;
- The Nolan principles of public life: www.gov.uk/government/publications/the-7-principles-of-public-life;

- Our guiding principles set out in Regulation 142 of the Articles: www.bil.ac.uk/board-of-directors/;
- Our vision, mission and values: www.bil.ac.uk/about/vision-values/; and
- Our Equality, Diversity and Inclusion Policy: www.bil.ac.uk/gem/policies/.

You must satisfy the Office for Students' Fit and Proper Person Test [this is detailed on the application form].

Areas of expertise

We are currently recruiting three independent non-executive directors. You should have expertise in one of the following areas:

- Internal and external audit;
- HE senior academic leadership and management to include transition to degree awarding powers; or
- HE senior professional services leadership and management to include transition to degree awarding powers.

Time commitment

You will be required to undertake the following:

- Attendance at a one-day induction upon appointment.
- Attendance at meetings of the Board of Directors every two months, 1pm to 5pm. You will be required to prepare and read papers in advance.
- Membership of (and attendance at) one or more committees established by the Board of Directors: Audit Committee; Remuneration Committee; Nominations Committee.
- Attendance at a one-day strategic planning meeting each year.
- Meeting with other non-executive directors as a collective body once a year.
- Meeting with members of staff outside of formal meetings, as required.
- Attendance at functions such as our Graduation Ceremony.

A time commitment estimation would be c. 1 to 1.5 days per month.

Director's fee

Upon appointment, a director's fee will be set by the Remuneration Committee. The director's fee will be inclusive of expenses.

Application process

Applications should be made by submitting a completed Application Form and a CV.

Applications should be emailed to hr-ps@bil.ac.uk by no later than 14.00 hours on Friday 23 April 2021.

In addition, all applicants are requested to complete a confidential online Equal Opportunities Monitoring Form which will be submitted separate to the Application Form and CV. Completion of this Form will

enable us to monitor the effectiveness of our Equality, Diversity and Inclusion Policy. The Form can be accessed at: <https://forms.office.com/r/ijYGS1yVs1>

Within the spirit of our Equality, Diversity and Inclusion Policy and the Equality Act 2010, we do not ask applicants any questions about health or disability during the application and selection process.

However, this is subject to the following two exceptions:

- If an applicant is shortlisted, the applicant is asked to advise our Disability and Wellbeing Advisor¹ if, because of health or disability, they require any reasonable adjustments to be made to enable them to participate fully in the selection process. Any information received, and any reasonable adjustments made, will not be disclosed to the selection panel.
- If an applicant is offered the role of non-executive director, the applicant is advised to inform our Disability and Wellbeing Advisor² if, because of health or disability, they require any reasonable adjustments to be made to enable them to undertake the role.

If an applicant is offered the role of non-executive director and their CV does not contain their full career history for the three-year period prior to submitting their application, the offer is made conditional upon the applicant providing satisfactory details (and evidence, if necessary) of such gaps. This is only undertaken after an applicant has been offered the role to ensure any gap which is due to health or disability does not have to be disclosed at an earlier stage.

Guaranteed Interview Scheme for applicants with a disability

We actively welcome applications from persons with a disability.

If an applicant with a disability³ meets the essential criteria for the role (as set out within the Person Specification), they will be provided with the opportunity to demonstrate their abilities at an interview under our Guaranteed Interview Scheme.

In order to request a guaranteed interview, an applicant is required to contact our Disability and Wellbeing Advisor⁴, providing sufficient information to indicate that they satisfy the definition of 'disability' as set out in the Equality Act 2010⁵.

When the shortlisting has been completed, the shortlisting panel will provide the Disability and Wellbeing Advisor with a list of all applicants: (i) who satisfy the essential criteria; and (ii) who have been shortlisted. The Disability and Wellbeing Advisor will inform the shortlisting panel if an applicant who has not been shortlisted qualifies for a guaranteed interview (because the applicant has a disability and satisfies the essential criteria). No details of the applicant's disability will be disclosed to the shortlisting panel. The Disability and Wellbeing Advisor will inform all applicants who have made a request for a guaranteed interview of the outcome of the request as follows: (i) selected for interview without considering the applicant's request for a guaranteed interview; (ii) selected for interview on the basis of the applicant's request for a guaranteed interview because the applicant satisfied all essential criteria set out in the Person Specification; or (iii) not selected for interview on the basis of the applicant's request for a guaranteed interview because the applicant did not satisfy all essential criteria set out in the Person Specification.

¹ nadia.michail@bil.ac.uk

² nadia.michail@bil.ac.uk

³ Disability is defined in the Equality Act 2010 as being: a physical or mental impairment that has a 'substantial' and 'long-term' negative effect on a person's ability to do normal daily activities. 'Substantial' means more than minor or trivial, e.g. if it takes much longer than it usually would to complete a daily task like getting dressed, this would be considered 'substantial'. 'Long-term' means 12 months or more, e.g. a breathing condition that develops as a result of a lung infection.

⁴ nadia.michail@bil.ac.uk

⁵ See Footnote 1.

Role Description

Board of Director Responsibilities

As a member of the Board of Directors you will be required to attend meetings of the Board of Directors every two months, 1pm to 5pm, and to prepare and read papers in advance.

As an independent non-executive director, your role is to provide an independent view of the company, separate from its day-to-day running.

Section 2.2.14 of our Corporate and Academic Governance Framework sets out the Board's responsibilities; see: www.bil.ac.uk/board-of-directors/.

Other Responsibilities

As an independent non-executive director, you will also be required to participate in the following:

- Attendance at a one-day induction upon appointment.
- Membership of (and attendance at) one or more committees established by the Board of Directors: Audit Committee; Remuneration Committee; Nominations Committee.
- Attendance at a one-day strategic planning meeting each year.
- Meeting with other non-executive directors as a collective body once a year.
- Meeting with members of staff outside of formal meetings, as required.
- Attendance at functions such as our Graduation Ceremony.

Person Specification

Essential criteria [i.e. the criteria that an applicant must satisfy]

Qualifications

- Undergraduate degree.
- Postgraduate degree or equivalent professional qualification.

Experience and attributes

- Expertise in:
 - (i) Internal and external audit;
 - (ii) HE senior academic leadership and management to include transition to degree awarding powers; or
 - (iii) HE senior professional services leadership and management to include transition to degree awarding powers.
- Strategic development experience.
- A proven level of successful executive management experience.
- Requisite experience and track record to hold credibility within an academic environment.
- Strong commercial acumen with an ability to maximise opportunities during a time of financial and political uncertainty.
- Understanding of effective corporate and academic governance.
- Computer literate.
- Excellent communication and interpersonal skills.
- Ability to engage, influence and work positively with a wide range of people.
- Ability to work independently as well as collaboratively.
- Ability to satisfy the Office for Students' Fit and Proper Persons Test.

Personal qualities

- Passionate about education, widening participation and social mobility.
- Commitment to living the Institute's values: Be inclusive; Be curious; Show courage; Make things happen; and Don't be mean.
- Enthusiasm and empathy for the Institute's vision and mission.
- Genuine commitment to equal opportunities, widening participation, and the Institute's Inclusive Learning Environment.
- Positive commitment to embrace and comply with: the Core Values set out in the CUC "The Higher Education Code of Governance"; the Nolan principles of public life; and the Institute's guiding principles set out in Regulation 142 of its Articles of Association.

- Welcoming and hospitable attitude.

Desirable criteria [i.e. the criteria that it is desirable (but not essential) that an applicant should satisfy]

Qualifications

- Doctorate.
- Leadership and management qualification.
- HEA Fellowship

Experience and attributes

- None

Personal qualities

- None