

# Chair & Trustees

## Extended Information

### The Art School

The City & Guilds of London Art School is a small specialist provider of higher education with a diverse, creative community of c 240 students in Fine Art, Carving and Conservation and a large faculty of artists, theorists, historians and expert practitioners. We place an emphasis on material enquiry, hand skills, experimentation and research, underpinned by in-depth knowledge of contemporary and historic practices in art and crafts. Our generous staff to student ratio, individual workspaces and specialist workshops support high student achievement and career progression. A third of our eligible students benefit from bursaries and/or scholarships and we are committed to ensuring that our subjects continue to thrive and evolve. The Art School has been operating from its Kennington (Lambeth) site for 140 years, and as a registered charity and company limited by guarantee since 1970.

The Art School is in a crucial phase in its history with new course initiatives and major developments planned for our historic site over the next five years. With a positive Quality Assurance Agency (QAA) Review in 2017 (and subsequent annual monitoring), a high score in the National Student Survey (NSS), the completion of a number of major building enhancements and a new validation partnership with Ravensbourne University London, we have successfully made progress with our strategic plan for 2015-2020. In the coming year we will be working on our strategic plan for 2020-2025, setting out our ambitions as we firmly establish the Art School as an exemplary and recognised centre of excellence in contemporary Fine Art, Historic Carving and Conservation.

For more information about the Art School and its courses, please take a look at our website at [www.cityandguildsartschool.ac.uk](http://www.cityandguildsartschool.ac.uk)

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**The Board is seeking to appoint a new Chair and new Trustees**

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Please note that members of the Board, including the Chair, do NOT receive remuneration

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## Trustees' Role

The Trustees are collectively responsible for the general control of the administration of the Art School charity. They ensure its effective governance, provide their expert knowledge and act as ambassadors, championing the Art School and its work. The trustee role should be a rewarding experience, providing an opportunity to make use of their skills and experience to make a difference.

## Chair of Trustees' Role

The Chair of Trustees provides inclusive leadership to the Board of Trustees, supporting them in fulfilling their responsibility for the effective governance of the Art School. The Chair line manages the Principal, is responsible for holding the Board and the Executive Team to account for the Charity's mission and ensures the Board functions as a unit, planning and chairing Board meetings, supported by the Deputy Chair. The Chair is responsible for ensuring the standard of teaching and compliance with the Office for Students expectations and other regulatory requirements. The Chair acts as an ambassador and public face for the Art School, in partnership with the Principal, representing the charity, advocating its works and speaking at appropriate events, meetings and functions.

## Time Commitment /Length of Appointment

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The Board meets five times a year, with a number of sub-committees that meet at various intervals:

- Nominations Committee
- Audit & Risk Committee
- Site & Environment Sub Committee
- Investment Committee
- Remuneration Committee
- Joint Development Advisory Working Group
- Principal's Business Advisory Working Group

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Trustees are appointed for a term of three years, though may subsequently be re-appointed for a further two terms of three years

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The Chair is appointed by the Board for an initial term of six years that may be renewed by a further term of three years, provided that the renewal does not extend the Chair's Trusteeship beyond nine years

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If you would like an informal and confidential discussion about the roles, please contact the Principal, Tamiko O'Brien, at: [t.obrien@cityandguildsartschool.ac.uk](mailto:t.obrien@cityandguildsartschool.ac.uk)

## Trustees

We require all Trustees to have:

- a strong commitment to the purpose, values and ethos of the Art School;
- an understanding of what is required of a trustee;
- the time to contribute effectively;
- an ability to work well with others, to listen and share views and find common ground in reaching decisions;
- demonstrable commitment to championing equality and diversity in an organisation.

## Chair

We require the Chair to also possess:

- experience of operating at a senior strategic leadership level within an organisation;
- experience of charity governance and working with, or as part of, a Board of Trustees;
- a record of leading positive change and profile-raising;
- significant experience of chairing meetings and events;
- experience of external representation, delivering presentations and managing stakeholders;
- financial management expertise and an understanding of charity finance issues.

For further information about the roles and responsibilities of the Trustees please see [Trustees' Main Responsibilities & Commitments](#).

## Candidates

Applications are sought from those of all heritages and socio-economic backgrounds and from those with disabilities. Though a strong interest in the arts and/or arts education is expected, the Board is particularly seeking individuals with professional knowledge, skills and experience in:

**Finance. Accountancy. Outreach.  
Higher Education. Development.  
Law. Public Relations. Marketing.  
Arts.**

## Applications

Applications should be sent to: [trustees@cityandguildsartschool.ac.uk](mailto:trustees@cityandguildsartschool.ac.uk) comprising the following:

- a comprehensive CV including details of two referees;
- a supporting statement, explaining how you believe your skills and experience match the requirements of the role;
- an indication of interest, or not, in the role of Chair

## Timetable

<b><i>Deadline for applications</i></b>	23:59	06 May 2019
<b><i>Preliminary interviews</i></b>	between	13 May 2019
	and	24 May 2019
<b><i>Final interviews</i></b>	between	3 June 2019
	and	14 June 2019
<b><i>Earliest meeting of the Board new Trustees could attend</i></b>	16:30	17 July 2019

For much more information about the Art School, please feel free to investigate the following material that can be accessed on-line.

The Art School's annual publication *Review* can be accessed here:

- 2018 Review: [https://issuu.com/cgartschool/docs/review\\_2018\\_revised.compressed](https://issuu.com/cgartschool/docs/review_2018_revised.compressed)
- 2017 Review: [https://issuu.com/cgartschool/docs/review\\_2017\\_web\\_high\\_res](https://issuu.com/cgartschool/docs/review_2017_web_high_res)

The Art School's Companies House record can be viewed here:

- <https://beta.companieshouse.gov.uk/company/07817519>

The Art School's Charity Commission record can be reviewed here:

- <https://beta.charitycommission.gov.uk/charity-details/?regid=1144708&subid=0>

The results of the Art School's Quality Assurance Agency (QAA) Reviews can be found as follows:

- 2017 QAA HE (AP) Review: [https://www.qaa.ac.uk/docs/qaa/reports/city-and-guilds-of-london-art-school-her-ap-17.pdf?sfvrsn=8892f581\\_4](https://www.qaa.ac.uk/docs/qaa/reports/city-and-guilds-of-london-art-school-her-ap-17.pdf?sfvrsn=8892f581_4)
- 2018 Educational Oversight: [https://www.qaa.ac.uk/docs/qaa/reports/city-and-guilds-of-london-art-school-eo-am-18.pdf?sfvrsn=b692f581\\_4](https://www.qaa.ac.uk/docs/qaa/reports/city-and-guilds-of-london-art-school-eo-am-18.pdf?sfvrsn=b692f581_4)
- 2019 Educational Oversight: [https://www.qaa.ac.uk/docs/qaa/reports/city-and-guilds-of-london-art-school-eoam-19.pdf?sfvrsn=ae7ac381\\_4](https://www.qaa.ac.uk/docs/qaa/reports/city-and-guilds-of-london-art-school-eoam-19.pdf?sfvrsn=ae7ac381_4)

## **Board of Trustees**

### **Trustees' Main Responsibilities & Commitments**

#### **Introduction**

The City & Guilds of London Art School is a charitable company limited by guarantee. As such, it has no share capital, is a not-for-profit organisation and is governed by its Memorandum and Articles of Association.

Members of the Art School's Board of Trustees are Directors as well as Trustees. As Directors, members have certain legal, financial and fiduciary duties under company law, and as Trustees they must also comply with charity law. The Board can appoint additional Trustees and Advisors.

In addition, the Board of Trustees acts as the designated governing body of the Art School as defined in the [Higher Education & Research Act 2017](#), with responsibilities bound both by this legislation and by the requirements of the Office for Students (OfS), which is the regulating body through which institutions are registered as a Provider of Higher Education. To help achieve compliance with these regulations, the Board of Trustees follow the **Code of Higher Education Governance** published by the Committee of University Chairs (CUC), as well as the **Charity Code of Governance**, which is published by a cross-sector steering group and endorsed by the Charity Commission.

Although all operational responsibilities are delegated to the Principal and the staff of the Art School, the Board of Trustees has ultimate responsibility for all Art School activities. All Board members must therefore ensure that they are fully cognisant of the Art School's ethos and mission, its current circumstances and context, charitable objectives and future strategic plans.

This document is intended as an aide memoir of the main responsibilities of the role and, while it is impossible to be definitive, endeavours to define those additional commitments that the Art School may expect of its Trustees.

## 1 **Membership of the Board of Trustees**

- 1.1 The Board of Trustees of the City & Guilds of London Art School comprise both Internal and External Trustees. The Internal Trustees are current members of the Art School: they are the Principal; the Chair of Students; and a member of Art School staff, to be appointed shortly.
- 1.2 The External Trustees are neither employees nor students of the Art School but are respected members of the community, from various backgrounds, with a wide range of skills they are willing to employ in support of the Art School. The Board aims for its Trustees to have knowledge and professional experience in a range of areas, including though not prescriptively: Finance, Art, Heritage, Higher Education, Risk Management, Marketing, Public Relation, Human Resources, Law, Estates and Infrastructure.
- 1.3 New Trustees are appointed by the Board itself, on the recommendation of the Nominations Committee, which receives and considers applications from prospective Trustees and conducts 'due diligence' to ensure that they are 'fit and proper persons' prior to recommending their appointment.
- 1.4 Board members are appointed for three years in the first instance, and may subsequently be re-appointed for two further three-year periods of office.

## 2 **Personal Attributes of Board Members**

- 2.1 Typically, a member of the Board of Trustees has:
  - i an active interest in art education and the specialisms taught at the Art School, and an enthusiasm for our ethos and mission
  - ii relevant professional knowledge and experience that supports aspects of the Art School's strategic development planning
  - iii made a commitment of their time to carry out the duties required as a Board Member/Trustee
  - iv an ability and willingness to offer their personal and professional skills and experience to assist the Board, the Principal and the Senior Management Team when required, in support of the Art School's charitable objectives and its strategic planning

- v a commitment to contribute to the effective governance of the Art School, through engagement with material circulated, and by offering opinions and expertise as appropriate
- vi an ability and willingness to act as an ambassador, to champion the Art School and its work by, for example, attending Art School events and influencing potential donors or benefactors
- vii an ability and commitment to work as a member of a team, to state personal convictions, respect other Board members' views and treat sensitive information appropriately

### 3 **Principal commitments of a Trustee**

#### ***Fundraising***

- 3.1 It is expected that every Trustee will support the Art School's fundraising activity at some level, as advised by the Development Committee. The Art School greatly values its access to Trustees' individual networks, for example contacts in other charitable trusts, foundations or business, and/or links to potential individual donors. We rely on all our Trustees for opportunities to use these contacts to broaden and strengthen our fundraising activities.

#### 3.2 ***Board Meetings***

- i Trustees are expected to attend a minimum of three Board Meetings each year
- ii Board members may also be invited to join other committees and working groups, pertinent to their knowledge and experience, which report to the Board and/or advise the Principal and the Senior Management Team. The additional committees are currently:
  - Nominations Committee
  - Audit & Risk Committee
  - Site & Environment Sub-Committee
  - Remuneration Committee
  - Investment Committee
  - Joint Development Working-Group

### ***Public events***

- 3.3 Board members are requested to attend the Art School's key annual events, such as the three, public, end of year shows for Foundation, Degree and MA respectively.

### ***Review of Effectiveness***

- 3.4 All Trustees are expected to participate in a formal review of the effectiveness of governance every five years, and also take part in an annual monitoring exercise whereby the Board's performance is reviewed against an agreed action plan.

## **4 Individual Responsibilities of Trustees**

- 4.1 As conditions of appointment, all Trustees must:

#### ***On appointment:***

- i provide sufficient personal information to enable registration with Companies House /Charity Commission
- ii sign a self-declaration that they are a '*fit and proper person*' (as defined by the Office for Students) to be a Trustee
- iii sign a declaration that they *Consent to Act* as a Director/Trustee
- iv provide written consent for the OfS to hold and process their personal data for the purpose of the Art School's registration as a Higher Education Provider

#### ***Annually:***

- v declare a range of interests, whether or not they could potentially conflict with their Trusteeship

#### ***From time to time:***

- vi declare as appropriate any interests which may compromise their decision-making on items of Trustee business

#### ***At all times:***

- vii Act in the interests of the Art School and in compliance with the Articles of Association of the City & Guilds of London Art School Limited and relevant legislation

viii conduct themselves in accordance with the Art School's, *Code of Practice for Trustees and Committee Members*, our *Ethics Policy*, and with all other approved Art School Policies where their provisions pertain either specifically to Trustees or to "all members of the Art School"

4.2 The Governance responsibilities of each Trustee are:

- i to attend meetings of the Board, which are held at least once a quarter – meetings are supported by appropriate papers, received sufficiently in advance, to ensure the Board can, confidently and efficiently, discharge its duties of governance
- ii to participate in the appointment of the Chair, Deputy Chair and the Company Secretary
- iii to participate as appropriate in the appointment of other Trustees, including Advisors to the Board and its Committees, on the recommendation of the Nominations Committee
- iv to participate as members of a committee, sub-committee, steering-group or working group as appropriate
- v to provide advice and support to the other Board members including the Chair, Deputy Chair, Company Secretary, the Principal and other senior staff as required

## 5 **Collective Responsibilities**

5.1 In line with company law, the Board has a responsibility to ensure that the charitable company never trades whilst insolvent. Board members can be held personally liable for the Company's debts and disqualified from being a Company Director /Trustee if they are seen to have acted recklessly or imprudently. Keeping the financial affairs of the Art School under close scrutiny is an important function of the Board.

5.2 The following, non-exhaustive list describes the main areas for Trustee attention:

#### 5.2.1 **Legal, Financial and Risk**

- i to ensure that the Company operates in accordance with Company and Charity Law, including the filing of statutory returns at Companies House, returns to the Charity Commission and the keeping of Company Registers
- ii to ensure prudent financial management:
  - scrutinise management accounts at regular intervals
  - scrutinise annual budgets
  - review compliance with applicable Standards of Reporting Practice
- iii to ensure the appropriateness of Art School financial regulations, including:
  - staff spending limitations
  - determination of cheque signatories
- iv to ensure the Company keeps proper accounts and that audited accounts are produced annually and submitted to Companies House, the Charity Commission and any funding bodies
- v to advise on the appointment of bankers, investment managers and auditors
- vi to ensure the payment of all taxes due to the Inland Revenue
- vii to ensure that the Company's assets are safeguarded, well managed and maintained
- viii to ensure that the Company is adequately insured
- ix to review risk-assessment at regular intervals and monitor the effectiveness of risk controls as appropriate
- x to review the Art School's *Student Protection Plans* to ensure continued fit for purpose

#### 5.2.2 **Employment and Personnel**

- i to advise on staffing structures, including pay and contractual conditions, as appropriate

- ii to approve the Art School's employment policies including:
  - equal opportunities
  - recruitment
  - salary setting and leave
  - grievance and disciplinary
  - appraisal and staff development
  - sickness
  - expenses
- iii to appoint the Principal and participate in the recruitment of such other senior staff as appropriate
- iv to provide collective supervision of the Principal and with line management provided by the Chair of the Board of Trustees
- v to participate, as appropriate, in appraisal, grievance, disciplinary and appeals procedures as appropriate
- vi to scrutinise reports related to human resources matters such as Health & Safety reports

#### 5.2.3 **Academic**

- i to scrutinise the Art School's Strategic Plan and Annual Academic Report and Action Plan
- ii to scrutinise significant academic developments such as major curriculum or portfolio change or development
- iii to scrutinise the processes and procedures, and the execution thereof, of quality management /enhancement
- iv to have an informed overview of the academic regulatory framework and context of the Art School's business, so as to provide advice and support to the Principal

#### 5.2.4 **Policy and Regulatory**

- i to have an overview of the Art School's policy and regulatory infrastructure and inform its continued development
- ii scrutinise new Art School policies and regulations

- iii review the effectiveness of policies and regulations and their implementation as part of the Art School's regular reviewing cycle

#### 5.2.5 **Advocacy**

- i to act as an enthusiastic ambassador for the Art School
- ii to promote the activities and needs of the Art School, to the private, public and voluntary sectors as appropriate, so as to enhance its profile and to assist with fundraising

5.3 Without ignoring collective responsibility, nor negating the authority of the Board or its Committees, Trustees, according to their professional background and experience, may be allocated a specific area, such as those above, on which to focus their attention.

## 6 **Specific responsibilities of the Chair and Deputy Chair**

6.1 In addition to the responsibilities of all Board members, the Chair, and as appropriate their Deputy, also has to undertake the following:

- i with the assistance of the Clerk, develop agendas in consultation with the Principal and the Company Secretary
- ii Chair the meetings of the Board
- iii liaise with the Company Secretary on matters relating to the effective governance of the charitable company
- iv act as the leader and spokesperson of the Board and, as such, keep closely in touch with the Art School and its activities
- v monitor the activities of the Trustee's Committees
- vi line-manage the Principal, providing support and, as appropriate, supervision
- vii work with the Principal as the Art School's main advocate
- viii lead the Board's quinquennial reviews of the effectiveness of governance, and the Board's annual self-assessment processes

## 7 Further reading

**Advance HE** (formerly the Leadership Foundation for Higher Education) has published a series of briefing notes on all aspects of Higher Education governance, which prospective Trustees may find helpful: <https://www.lfhe.ac.uk/en/governance-new/governance-briefing-notes/index.cfm>

The following websites contain information on the **legislative and regulatory frameworks** within which the Art School's Board of Trustees operates:

The Charity Code of Governance: [www.charitygovernancecode.org/en/front-page](http://www.charitygovernancecode.org/en/front-page)

The CUC Code of Higher Education Governance:

<https://www.universitychairs.ac.uk/wp-content/uploads/2018/06/HE-Code-of-Governance-Updated-2018.pdf>

The Office for Students', Regulatory Framework for Higher Education in England: <https://www.officeforstudents.org.uk/advice-and-guidance/regulation/the-regulatory-framework-for-higher-education-in-england/>

The Office for Students', Conditions of Registration as an HE Provider: <https://www.officeforstudents.org.uk/advice-and-guidance/regulation/conditions-of-registration/>