

# ROLE DESCRIPTION AND PERSON SPECIFICATION

**DEPUTY CHAIR & SENIOR  
INDEPENDENT DIRECTOR**

## Role description and person specification for the Deputy Chair of the Board of Trustees & Senior Independent Director within Mowbray Education Trust

### Trustee Board

Members of the Trust Board are both Trustees of the charity and Directors of the Mowbray Education Trust Ltd., a company limited by guarantee. The Charities Act 2011 defines charity Trustees as the people responsible under the charity's governing document for controlling the administration and management of the charity. They are known collectively as the Trust Board. The Board should appoint a Chair and where appropriate, a Deputy Chair.

The focus of the procedure for appointing a Chair and Deputy Chair from among the existing members of the Board, should be on appointing someone with the skills for the role, not just the willingness to serve. It is possible to appoint more than one person to share the role of Chair, or similarly the role of Deputy Chair, if the Board believes this is necessary and in the best interests of the Trust. The Board would need to ensure that any role-sharing arrangement does not lead to a loss of clarity in its leadership.

The role of Deputy Chair is broadly understood in the charity and education sector. Never-the-less, the specific duties of MET's Deputy Chair of the Board have been outlined below.

The general public and the Trust's stakeholders will be less familiar with the role and function of a Senior Independent Director (SID), and this role, including its origins, is outlined below.

The Board reserves the right to review this joint role description annually, and to revisit whether both elements of the role performed by one Trustee, are conducive to good governance and the avoidance of conflict of interest, as intended.

### Duties of the Deputy Chair & Senior Independent Director, as a Trustee

Under charity law Trustees have the ultimate responsibility for directing the affairs of MET, and ensuring that it is solvent, well run and delivering the charitable outcomes for which it has been set up. In law, Trustees of the Trust have several legal duties, which are often described as those of compliance, care and prudence.

The Deputy Chair of the Board of Trustees is required to fulfil all of the duties required of a Trustee, in addition to performing specific duties relating to their office. The role description and person specification for a Trustee has been outlined in a separate document as have the terms of reference for the MET Trust Board and the

role of the MET Chair of the Board.

***Prospective candidates for the role of Deputy Chair & Senior Independent Director, must read the following role description pertaining to their specific office, in conjunction with the other documents referenced above, in order to fully understand the context and scope of their role.***

### Primary objective of the of the Deputy Chair of Trustees role

The Chair, with support from the Deputy Chair, is responsible for ensuring the effective functioning of the Board. Both have a vital role in setting the highest of expectations for professional standards of governance. It is the Chair's role to give the Board clear leadership and direction, keeping it focused on its core functions, and the Deputy Chair plays a supportive role in ensuring this is on track and fit for purpose.

The 6 features of effective governance are highlighted in the Governance Handbook (DfE) and these include:

- strategic leadership that sets and champions vision, ethos and strategy
- accountability that drives up educational standards and financial performance
- people with the right skills, experience, qualities and capacity
- structures that reinforce clearly defined roles and responsibilities
- compliance with statutory and contractual requirements
- evaluation of governance to monitor and improve its quality and impact.

### Specific duties of the Deputy Chair

The Deputy Chair should work, in conjunction with the Chair, to encourage the Board to work together as an effective team, building their skills, knowledge and experience. There is an expectation that Trustees are actively contributing relevant skills and experience, participating constructively in meetings, and actively involved in the work of any committees.

It is incumbent upon the Chair and Deputy Chair to ensure everyone understands what is expected of them and receives appropriate induction, training and development, and to work together and with the Clerk to achieve this aim.

The Deputy Chair will deputise for the Chair at meetings of the Board or committees by mutual agreement, when the Chair is unavailable.

In keeping with the Articles of Association and the Scheme of Delegation, the Deputy Chair may additionally represent the Board at committee meetings, or other stakeholder engagement events. The Deputy Chair will be required to focus on upward, downward and sideward cascade of constructive feedback, to ensure stakeholder voices are appropriately heard, and in a timely fashion. An annual plan of activity for the Deputy Chair will be established by the Board, in conjunction with the Chair.

The Deputy Chair may work with the Company Secretary & Clerk to Board on specific projects or duties, as agreed by the Board, and in conjunction with the Chair.

### Specific duties of the SID

The origins of the SID role are in corporate governance. In essence, the SID fulfils these functions:

- to serve as a sounding board for the Chair and act as an intermediary for other MET Directors (Trustees)
- to hold annual meetings with non-executives, without the Chair present, to appraise the Chair's performance
- to meet with the non-executives on other such occasions, as necessary.
- when the Board is undergoing a period of stress, to work with the Chair, other Directors and stakeholders, to resolve major issues.
- to be available to stakeholders and other non-executives to address any concerns or issues they feel have not been adequately dealt with through the usual channels of communication (i.e. through the Chair, CEO, Chief, committee Chairs, Financial Officer, HR & Operations Director, or Company Secretary & Clerk to Board)
- to attend sufficient meetings with major stakeholders to obtain a balanced understanding of their issues and concerns relating to governance and the performance of the Trust

The Deputy Chair and SID must not exercise, as an individual, any of the functions of the Board except where this has been sanctioned by the Board or is outlined in the Scheme of Delegation. The role of the Senior Independent Director is to provide assurance to the Board that the Chair is adhering to this premise.

A Chair is permitted to act in cases of urgency where a delay in exercising the function would be likely to be seriously detrimental to the interests of the Trust, any of its schools and settings, a pupil, parent or member of staff, providing the Board has formally

delegated this responsibility to the Chair and continues to review this decision. The Chair may defer to the Deputy Chair as a sounding board when making such decisions, however the SID, whilst proffering their professional opinion in support of the Chair, will also be required by the Board to report that decisions have been made in accordance with due diligence considerations, and that independent specialist advice has been sought, where appropriate, to enable informed decision making to take place.

The overarching expectations of the SID will be outlined by the Board, however there is an expectation that their duties will need to be fluid, to accommodate requests for activity/scrutiny/mediation/investigation from the Board at any of its meetings, and on an ad hoc, yet formal basis. These would be most likely to arise should there ever be significant differences of opinion amongst the Board and the Chair, the Chair and CEO, or between governance volunteers and executive team members involved in governance functions.

The SID may act on those occasions as an investigator, mediator and independent communications channel between parties, but must not unilaterally advocate courses of action without the consensus of the Board, unless this is the focus of the disquiet. At such points the SID, in conjunction with the Company Secretary & Clerk to Board, may seek recourse to advice of Members of the Trust, or to specialist third party advisers.

### Specific expectations of the Chair with regards to the Governance Competency Framework

MET seeks to abide by the 16 competencies of the Governance Competency Framework (DfE). The competencies expand on the Governance Handbook's 6 features of effective governance. The Governance Competency Framework can be viewed in Appendix 1 of this document.

These are the expectations of a Deputy Chair & SID in terms of their knowledge and skills, in ensuring the Board delivers on the above.

### Strategic Leadership: Setting direction

#### Knowledge:

- national and regional educational priorities and the implications of these for the Board and the organisation
- leadership and management processes and tools that support organisational change

#### Skills and effective behaviours:

- thinks strategically about the future direction of the organisation and identifies the steps needed to achieve goals

- supports the Board and executive leaders in ensuring operational decisions contribute to strategic priorities
- adopts and strategically supports a systematic approach to change management, that is clear, manageable and timely
- supports and challenges leadership of organisational change even when this is difficult or contentious

#### Strategic Leadership: Culture, values and ethos

##### Skills and effective behaviours:

- is able to recognise when the Board or an individual member is not behaving as expected and take appropriate action to address this
- when deputising, leads Board meetings in a way which embodies the culture, values and ethos of the organisation

#### Strategic Leadership: Decision-making

##### Skills and effective behaviours:

- ensures the Board understands the scope of issues in question and is clear about decisions they need to make
- ensures that different perspectives, viewpoints and dissenting voices are properly taken into account and recorded
- facilitates decision-making even if difficult and manages the expectations of executive leaders when doing so
- recognises the limits of any discretionary Chair's powers and considers whether there is prudence applied in limiting the occasions/need to do so
- ensures the Board seeks guidance from executive leaders or others in the senior leadership team and from the Company Secretary & Clerk to Board before the Board commits to significant or controversial courses of action

#### Strategic Leadership: Collaborative working with stakeholders and partners

##### Knowledge:

- the links that the organisation needs to make with the wider community
- the impact and influence that a leader in the community has particularly on educational issues

##### Skills and effective behaviours:

- communicates clearly with colleagues, parents and carers, partners and other agencies and checks that their message has been heard and understood
- considers how to tailor their communications style - to build rapport and confidence with stakeholders
- is proactive in maintaining and sustaining

partnership working where conducive to achieving the agreed strategic goals

- is proactive in sharing good practice and lessons learned where these can benefit others and the organisation
- demonstrates how stakeholder concerns and questions have shaped Board discussions if not necessarily the final decision
- when appropriate, seeks external professional advice, knowing where this advice is available from and how to go about requesting it

#### Strategic Leadership: Risk management

##### Skills and effective behaviours:

- when deputising, leads the Board and challenges leaders appropriately in setting risk appetite and tolerance
- leads by example to avoid, declare and manage conflicts of interest
- knows when the Board needs external expert advice on risk management

#### Accountability for educational standards and financial performance: Financial frameworks and accountability

##### Skills and effective behaviours:

- actively encourages the Board to hold executive leaders to account for financial and business management, as much as educational outcomes
- supports the Board to identify when specialist skills and experience in audit, fraud or human resources is required either to undertake a specific task or more regularly to lead committees of the Board

#### Accountability for educational standards and financial performance: staffing and performance management

##### Knowledge

- understands and is able to critique the process and documentation needed to make decisions related to the appraisal of leadership roles

##### Skills and effective behaviours

- is confident and prepared in undertaking leadership appraisal

#### Accountability for educational standards and financial performance: External accountability

##### Skills and effective behaviours:

- is confident in providing strategic leadership to the Board during periods of deputisation
- ensures the Board is aware of, and prepared for, formal external scrutiny

## People: Building and effective team

### Skills and effective behaviours:

- supports the Chair in ensuring that everyone understands why they have been recruited and what role they play in the governance structure
- ensures new people are helped to understand their non-executive leadership role, the role of the Board and the vision and strategy of the organisation enabling them to make a full contribution
- sets high expectations for conduct and behaviour for all those in governance and is an exemplary role model in demonstrating these
- creates an atmosphere of open, honest discussion where it is safe to constructively challenge conventional wisdom
- creates a sense of inclusiveness where each member understands their individual contribution to the collective work of the Board
- promotes and facilitates a supportive working relationship between the Board, Clerk, executive leaders, staff of the organisation and external stakeholders, within the scope of constituted meetings or otherwise, in keeping with the SID remit
- recognises individual and group achievements, not just in relation to the Board but in the wider organisation
- in conjunction with the Chair, takes a strategic view of the skills that the Board needs, identifies gaps and takes action to ensure these are filled
- builds an open, supportive and critical working relationship with the Chair which respects the differences in their roles
- values the importance of the Clerk and their assistance in the coordination of leadership and governance requirements of the organisation
- listens to the Company Secretary & Clerk and takes direction from them on issues of compliance and other matters

### Structures: Roles and responsibilities

#### Knowledge:

- critiques, in junction with the MET Governance & Remuneration Committee the effectiveness of the roles designated under the Scheme of Delegation

### Evaluation: Managing self-review and development:

- actively invites feedback on their own performance as Deputy Chair & SID Chair
- puts the needs of the Board and organisation ahead of their own personal ambition and is willing to step down, when appropriate

## Evaluation: Managing and developing the Board's effectiveness

### Knowledge:

- different leadership styles and applies these appropriately to enhance their personal effectiveness; and develops capability in others

### Skills and effective behaviours:

- leads performance review of the Chair
- participates in Trustee skills audits
- In conjunction with the Chair, undertakes open and honest conversations with Trustees about their performance and development needs, and if appropriate, commitment or tenure
- supports the development of talent in Trustees and facilitate provision of opportunities to realise their potential
- supports in developing a culture in which Trustees are encouraged to take ownership of their own development
- supports coaching, development, mentoring and support for all Trustees
- engages fully in succession planning at such point when they step down

### Personal characteristics and behaviours

This role has a dual function. The incumbent must be mindful of the following protocols when conducting their role:

- when proffering views during Board meetings, ensures all attendees are aware of the capacity in which views and judgements are being made (Trustee, Deputy Chair, SID), and that this be entered into the formal record of the minutes
- regularly revisits the role description to self-review performance to ensure objectivity and independence are maintained wherever possible
- ensures Directors and non-executives are fully aware of the mechanism for discussing matters of concern with them

### Practical matters

The Deputy Chair & SID must attend all meetings of the Board in their capacity as a Trustee and as befits their honorary office.

When it is not feasible for the Chair to attend, the Deputy must assume chairing duties for the meeting. When deputising chairing duties at pre-scheduled meetings, the Chair should liaise with the Deputy in advance, to discuss tabled agenda items and Board matters. However, on occasion, the Deputy Chair should note that they may need to step into the role of Chair at very short

notice if the Chair is indisposed or unexpectedly has to vacate their role. The Clerk will play a supporting role for the Deputy in ensuring Board business and governance protocols are administered effectively during such times.

The Deputy Chair & SID will be a member of the MET Remuneration & Governance Committee. This committee may delegate tasks to the Deputy Chair accordingly.

They may also attend other MET governance bodies as an occasional Observer, to seek feedback from stakeholders.

The Chair will work with the Deputy Chair & SID to determine the regularity and mode of their own meetings. Additionally, with agreement from the Chair, the Deputy Chair may join meetings between the Chair and the CEO, or the Chair, CEO and Company Secretary & Clerk to Board.

The Deputy Chair & SID is required to attend meetings of the Board of Trustees.

These take place 4 times during an academic year, with an additional strategic planning meeting calendared. The Board also reserves the right to convene additional or extraordinary Board meetings, should urgent opportunities or critical matters arise.

The MET Governance & Remuneration Committee meets twice during an academic year.

The meeting commitments are not indicative or representative of the full commitment to the role, which has been outlined above.

### Tenure

The Deputy Chair & Senior Independent Director is appointed on an annual basis. The role description and person specification will be reviewed annually and the Board and its Governance & Remuneration Committee will review its effectiveness. The Board reserves the right to separate out the dual roles and invite statements of interest from two separate role holders.

It is expected that the postholder serves a term of two years consecutively, as a maximum, to ensure the independence of the SID element of the role can be maintained.

Source: This document has been mapped to the **Governance Handbook and the Governance Competency Framework** (DfE). The following reference documents have also been used when drafting the above: **What is the role of the Senior Independent Director?** (November 2018, Institute of Directors), and **The UK Corporate Governance Code** (July 2018, The Financial Reporting Council)

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