

Role of the Chairman

The main features of the role of Chairman are as follows:

1. Ensuring that the Board is effective in its task of meeting the Foundation's objectives as set out in the Articles of Association.
2. Getting all directors involved in the Foundation's work.
3. Ensuring that the Board observes the accepted principles of good governance applicable to charitable bodies and considers specific guidance issued by OSCR in this respect.
4. Ensuring Board members meet their general duties as trustees as well as company directors.
5. Avoiding being drawn into the day-to-day administration of the Foundation.
6. Ensuring the Board focuses on its key tasks including maintaining a focus on risk management.
7. Acting as the Foundation's leading representative, which will occasionally involve the presentation of the Foundation's aims to external stakeholders and other bodies.
8. Ensuring effective communication with stakeholders and in particular the City of Glasgow College.
9. Taking the chair at general meetings and ensure the proceedings at the general meeting are in line with the Foundation's Articles of Association.
10. Taking the chair at Board meetings. This will involve:
 - 10.1. Planning and conducting board meetings effectively;
 - 10.2. Determining the order of the agenda;
 - 10.3. Ensuring that the Board receives accurate, timely and clear information;
 - 10.4. Keeping track of the contribution of individual directors and ensuring that they are all involved in discussions and decision making; and
 - 10.5. Directing discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed.

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11. Considering the preliminary minutes of Board meetings, and thereafter ensuring these are presented to the subsequent meeting of the Board for formal approval.
12. Taking a leading role in determining the composition and structure of the Board. This will involve regular reviews of the overall size of the board, the diversity of the board and the skills & experience of Board members.
13. Taking responsibility for the Board's development.
14. Engaging the Board in assessing and improving its performance.
15. Overseeing the induction and development of new directors.
16. Supporting the Company Secretary and the Foundation's administrators and external auditors.
17. Taking action under delegated authority, which has been approved by the Board to act on its behalf between meetings. Action taken under delegated authority shall normally consist of routine Foundation business which would not have merited discussion at a Board meeting (e.g. signing of routine documents or detailed aspects of the implementation of matters already agreed by the Board).
18. Responding promptly to urgent Foundation business. Occasionally, matters may arise which are judged too urgent and important to await the next meeting of the Board. If this situation arises, then the Chairman has the options to call a special meeting, consult Board members by correspondence or deal with the matter by Chairman's action.
 19. Exercising great care to avoid taking decisions by Chairman's action where it is inappropriate to do so, or that exceed the scope of the delegated authority granted by the Board. Chairman's action on matters of importance will only be taken where delaying a decision would disadvantage the Foundation. Where Chairman's action is taken, a written report will be made available to Board members at or before the next meeting of the Board.