



John Melvin University

Board of Directors

Manual

2024-2025

## **Introduction**

This manual provides a comprehensive overview of essential information for members of the John Melvin University (JMU) Board of Directors. It outlines the context of your role, key duties, and responsibilities, while also directing you to other crucial resources you should be familiar with.

Serving on this board is both rewarding and intellectually stimulating, but it also comes with significant obligations. This guide is designed to complement the Code of Good Governance for John Melvin University and other detailed legal, financial, and best practice documents. It offers an overarching summary of your role and provides guidance on where to find more specific information when needed.

As a board member, you play a vital role in shaping the future of John Melvin University. This manual will equip you with the knowledge and tools necessary to fulfill your responsibilities effectively and contribute to the institution's continued success. We encourage you to review this document thoroughly and refer to it regularly throughout your tenure on the board.

## **Responsibilities**

As a member of the JMU board, you bear the crucial responsibility of employing staff capable of fulfilling your institution's functions. However, you and your fellow board members remain ultimately accountable for their performance. In essence, the buck stops with you.

To be an effective board member, it's imperative that you and your colleagues understand your lines of accountability. Take time to build and maintain relationships based on respect and mutual understanding with those to whom you are accountable. You occupy a position of trust, responsible for delivering a vital service to those who fund your college and rely on it for education and training.

Occasionally, you may encounter conflicting requirements from different stakeholders, making it challenging to strike the right balance. This challenge - ensuring proper equilibrium while considering legal and financial responsibilities - lies at the core of your role as a board member. It requires careful consideration, strategic thinking, and sometimes difficult decision-making.

Your position demands a commitment to transparency, ethical conduct, and the pursuit of excellence in education. By embracing these principles and navigating the complexities of your role with diligence, you contribute significantly to the success and reputation of your institution, ultimately benefiting the students and community you serve.

## **Duties**

As a board member, your primary responsibility is to utilize your expertise, knowledge, and time effectively in collaboration with the chair, fellow board members, and staff. Your collective goal is to ensure that the college fulfills its obligations to the highest standard. It's important to note that the authority to make decisions and hold staff accountable for delivering on these responsibilities rests with the board as a whole, not with any individual member.

Your role involves active participation in board meetings, careful consideration of issues affecting the college, and contributing to strategic decision-making processes. By working cohesively with other board members, you help shape the institution's direction and ensure its long-term success. Remember, while your individual expertise is valuable, the board's strength lies in its collective wisdom and shared commitment to the college's mission.

As the Board of Governors, we are committed to providing exemplary leadership and strategic direction for John Melvin University. Our primary responsibilities include:

- Setting and implementing the organization's strategy and priorities
- Fostering a culture that embodies our values, including a strong commitment to equality and diversity
- Ensuring the delivery of high-quality learning experiences and outcomes
- Meeting performance and financial objectives
- Maintaining accountability and trust with key stakeholders
- Adhering to legal and financial requirements, including the Scottish Public Finance Manual
- Identifying and mitigating risks to our business objectives
- Cultivating a skilled workforce and positive working environment

Our dedication to these responsibilities ensures that John Melvin University remains a leader in higher education, providing students with exceptional learning opportunities and preparing them for success in their chosen fields.

The board's primary responsibility is to ensure the organization delivers value for its funders, students, and region. While not involved in day-to-day operations, the board plays a crucial strategic role, focusing on:

- Establishing organizational goals and objectives
- Monitoring progress towards these goals
- Analyzing performance and adjusting strategies when necessary

As a board member, your contribution will vary based on your skills and knowledge, but you must meet the following core requirements:

- Participate in board discussions constructively, articulating your thoughts and actively listening to others
- Scrutinize organizational performance and provide thoughtful challenges to senior staff and fellow board members when needed
- Dedicate the necessary time to your role, attending meetings consistently and arriving well-prepared
- Accept and support collective decisions once the board has reached a consensus
- Invest time in understanding your organization and its operational environment
- Engage in annual board member appraisals overseen by the chair, and pursue ongoing training to enhance your skills and knowledge
- Foster relationships built on trust and mutual respect with other board members and senior staff
- Adhere to confidentiality requirements, subject to Freedom of Information laws
- Uphold and promote the organization's standards of behavior and values

By fulfilling these responsibilities, you contribute to the overall success and effectiveness of the board, ensuring that John Melvin University continues to meet its objectives and serve its stakeholders effectively.

## **Conflict of Interest**

Board members must be trusted to make decisions in the college's best interests, free from personal biases or loyalties. To maintain this trust, it is essential to register any personal interests that could potentially conflict with the college's interests. The board secretary will maintain this Register of Interests.

If you are asked to participate in a board discussion or decision where you have a personal, professional, or close family/friend interest that could affect or be perceived to affect your judgment, you must declare that interest to the meeting and recuse yourself from the room during the discussion and decision-making process.

Maintaining stakeholder trust is crucial. Transparency and integrity in your actions are paramount to upholding the college's reputation and ensuring effective governance.

- Regularly review and update your registered interests
- Proactively identify and disclose potential conflicts
- Err on the side of caution when considering whether to declare an interest
- Seek guidance from the board chair or secretary if unsure about a potential conflict

By diligently following these guidelines, board members contribute to a culture of trust, transparency, and ethical decision-making that benefits the college and its stakeholders.

## **Conduct Outside the Boardroom**

As a board member, upholding high standards of behavior is crucial in all professional settings, including events and meetings you attend in your official capacity. This responsibility extends beyond formal gatherings, as your actions may be scrutinized even in casual settings where your board membership is known.

To maintain the integrity of your position, it's essential to:

- Demonstrate collective responsibility for board decisions
- Safeguard confidential information
- Show consistent respect for staff and fellow board members

Remember, your conduct reflects not only on you but also on the organization you represent. By adhering to these principles, you contribute to the board's effectiveness and uphold the trust placed in you as a leader.

### **Staff/Board Relationships**

Building a healthy relationship of mutual respect and understanding between staff and board members is crucial for organizational success. As a board member, your role involves both scrutinizing staff performance and providing support and guidance. Striking the right balance between these responsibilities requires wisdom and sound judgment. Board members who are overly familiar with staff or assume everything is fine may fail in their duties to funders or students. Conversely, those who are excessively confrontational or skeptical may hinder the partnership's potential. To maintain a healthy professional partnership with staff, consider the following guidelines:

- Invest time in getting to know staff members as individuals, recognizing that trust and understanding develop gradually.
- Maintain a professional relationship that is neither too intimate nor too distant.
- Remember that your primary responsibility is determining organizational goals; staff are responsible for management and operational execution (though understanding the "how" may be necessary to assess goal feasibility).
- Ensure that you and your fellow board members have opportunities to contribute to important decisions early on, allowing staff to incorporate your ideas into their recommendations.
- If you disagree with staff actions or proposals, first consult with other board members. Staff should receive direction from the board as a whole, not individual members.

An effective board implements a robust performance management framework that tracks key objectives. Ensure your board measures meaningful outcomes, not just easily quantifiable metrics. Requesting assurance or evidence of proper risk management doesn't indicate distrust; it's a necessary part of governance. Boards should maintain a comprehensive assurance framework, often including independent sources, to detect potential issues early.

An effective challenge often involves requesting additional information or evidence supporting staff recommendations. Remember to explain your rationale when questioning proposals. Board members add the most value when they bring diverse

experiences, information, and perspectives. Continuously expand your knowledge and broaden your outlook by taking advantage of networking and training opportunities.

Beyond your relationship with senior staff, it's vital to establish mechanisms for staying connected with the opinions and experiences of staff throughout the organization. This ensures you're not solely relying on the perspectives filtered through senior management. By following these guidelines, you can foster a productive and balanced relationship between the board and staff, ultimately benefiting the entire organization.

### **Board Member Expectations**

As a new board member, your primary source of guidance and advice should be your Board Chair. They share accountability for the organization's duties and are responsible for ensuring an effective and cohesive board. You can expect the Board Chair to support you by:

- Providing a warm welcome and ensuring you receive comprehensive induction
- Offering constructive feedback and advice on your contributions
- Facilitating access to necessary support and training throughout your tenure
- Encouraging you to leverage your skills and experience to enhance board performance

The Secretary to the Board is another crucial source of support. While they report to the chair on a daily basis, they operate independently of senior staff and have a duty to the board as a whole. The Secretary's role includes:

- Organizing your induction program
- Providing detailed information on your obligations and rights as a board member
- Facilitating access to training and development opportunities
- Advising on board and college business processes

The University CEO, a fellow board member, serves as your primary source of information on the college's day-to-day operations. As the chief executive and senior member of the executive staff, they are accountable to the board for delivering business objectives. The Principal will assist you in:

- Understanding the college's daily operations, staff, and student body
- Engaging with staff and students to observe the college in action
- Monitoring the college's performance
- Identifying risks, opportunities, and constraints facing the institution

Additionally, the Senior Independent Board Member will provide valuable assistance. This experienced non-executive member, designated by you and your colleagues, may act as an intermediary with the chair when necessary. In some cases, this role may be combined with that of the vice chair, if your board chooses to have one.

### **Board Composition and Criteria for Membership**

Shareholders typically elect board members at the annual meeting. The board or a nominating committee carefully selects candidates based on their qualifications and potential contributions. Investors may also nominate candidates to influence the board's composition or policies, ensuring diverse perspectives are represented.

The John Melvin University (JMU) board is thoughtfully composed, considering a range of skill sets, leadership styles, and diverse experiences, thoughts, and backgrounds. Board members possess a deep understanding of the organization's leadership needs, both current and future. They actively seek out new board leaders who can bring the necessary expertise, passion, and experience to guide JMU through its ongoing development and challenges.

This strategic approach to board composition ensures that JMU benefits from a wealth of knowledge and insights across various disciplines. By maintaining a dynamic and well rounded board, the university positions itself to adapt to changing educational landscapes, make informed decisions, and drive innovation in higher education.



## **Orientation for New Board Members**

- Announcing new board members: Welcome new board members before their first meeting to make them feel valued and integrated. Utilize multiple communication channels, including personalized emails, social media announcements, and a dedicated section on the organization's website.
- Covering organizational issues: Provide comprehensive details on key organizational matters, including current challenges, strategic goals, and ongoing initiatives. This ensures new board members are well-informed from the start.
- Reviewing the board manual: Conduct a thorough review of the board manual with new members, highlighting crucial policies, procedures, and expectations. Consider creating an interactive digital version for easy reference.
- Providing meeting information: Furnish a detailed schedule of board meetings, including dates, locations, times, and any pre-meeting preparation required. Include information on virtual attendance options if applicable.
- Providing a contact list: Distribute a comprehensive contact list of key individuals, including board members, executive staff, and important stakeholders. Include roles, responsibilities, and preferred contact methods.
- Reviewing board member requirements: Clearly outline the expectations and requirements for board member involvement, including time commitments, financial contributions, and specific responsibilities.
- Reviewing meeting minutes: Share copies of recent meeting minutes to provide context on ongoing discussions and decisions. Consider including a brief summary of key points for quick reference.
- Conducting a question and answer session: Organize an interactive Q&A session with new board members to address their concerns and clarify any uncertainties.
- Providing the new board member with the board Bylaws.
- Establishing feedback collection: Implement a structured system to regularly collect and act upon feedback from new board members, ensuring their insights and experiences are valued and incorporated.
- Providing updates: Regularly share updates on the organization's progress, challenges, and successes.

## **Board Organizational Structure**

- President / Chair
- Vice President
- Secretary
- Treasurer
- Board Member
- Board Member

## **Frequency of Meetings**

The John Melvin University Board of Directors will convene biannually, with meetings scheduled for the second Monday of January and the first Monday of August. These regular sessions ensure consistent oversight and strategic planning throughout the academic year. Should urgent matters arise, the Board Chair retains the authority to call additional meetings as necessary, maintaining the institution's agility in addressing unforeseen challenges or opportunities.

This structured approach to governance allows for thorough review of the university's progress, alignment with long-term goals, and timely decision-making. By establishing a clear meeting schedule, John Melvin University demonstrates its commitment to transparent and effective leadership, fostering trust among stakeholders and ensuring the institution's continued growth and success in higher education.

## **Board Self-Evaluation Process**

The JMU board member self-evaluation process is a crucial tool for enhancing organizational effectiveness. This comprehensive assessment helps board members identify areas for improvement, align strategic goals, and optimize overall performance. By engaging in regular self-evaluation, the board can:

- Pinpoint strengths and weaknesses within the governance structure
- Foster open communication and collaboration among members
- Ensure alignment with the university's mission and values
- Adapt to changing educational landscapes and stakeholder needs

Through this proactive approach, JMU's board can continuously refine its practices, leading to more informed decision-making and ultimately contributing to the institution's long-term success and growth.

***NOTE: See Attached JMU Board Self-Evaluation Questionnaire.***