

Appendix 1

Handbook of Policies for Board Members: Urban Studies Foundation (USF)

1. Governance

In legal terms, USF activities are formally circumscribed by its Memorandum of Association (MoA) and Articles of Association (AA). Additionally, the USF maintains a formal Members Agreement and Directors Code of Conduct and a separate Independence Agreement between USF and USJ.

USF is governed by a Board consisting of 11 Members (referred to as ‘Members’). Members are drawn predominantly from academia, but can also be drawn from civic society. USF holds two meetings per year, with standing items at each, plus time for discussion of any relevant ad hoc items. Attendance at the meetings is mandatory for all Board Members, though may be conducted via videoconferencing if necessary. At these meetings, the USF Board discharges a number of responsibilities:

- Receiving USF and USJ audited annual accounts.
- Ensuring that already committed USF resources are being used appropriately and to good effect.
- Determining the disposition of available uncommitted financial resources.
- Assessing USF performance against objectives.
- Evaluating new strategic initiatives.
- Monitoring the activities of the Journal (in terms of the Independence Agreement).
- Approving the USJ annual budget and business plan.
- Treating all information and documents as confidential except when authorised or legally required to disclose information.
- Dealing with ad hoc matters.

The Chairperson will endeavour to achieve consensus on all USF issues wherever possible but, if necessary, questions arising shall be decided by being put to the vote. The quorum for Board meetings is five Members. No business shall be dealt with at a Board meeting unless such a quorum is present. Voting shall be by a show of hands unless a secret ballot is demanded by the Chairperson or by at least two Members. Resolutions will be decided by a simple majority of the Members except for decisions relating to ‘special resolutions’ (as itemised in Article 24 of the AA), which must be decided upon by not less than 75% of the members (no account therefore being taken of Members who abstain from voting or who are absent from the meeting and who have not appointed a proxy to vote in their absence).

2. Code of Conduct

See Appendix 2.

3. Memorandum of Agreements/Articles of Association

See Appendix 3.

4. Recruitment Process

Board Members: Appointment of Board Members is made on an open competition basis. Existing Board members may suggest or approach suitable candidates, being especially mindful of the commitment to equality and diversity indicated in the USF's Equal Opportunities policy statement. Applications are considered by a sub-committee and a list of suitable applicants is then drawn up for approval/decision by the full Board. Using a ballot paper listing potential Members, existing Members indicate their ranked preferences for the candidates in numerical order. Where a Member does not indicate a ranking against a candidate, it will be assumed that (s)he considers the candidate unsuitable for appointment. Election will be dependent on a candidate gaining an agreed level of support among existing Members – at least 50%. The count will determine which candidates gather the necessary minimum. Should this count result in fewer elected Members than the number of vacancies, the full Board will reconsider whether any 'unsuccessful' candidates might be considered, or whether another recruitment process should be undertaken.

Since 2015, the USF constitution ensures that non-Glasgow University based Member numbers must always be greater than the number of Glasgow based Members. Consideration is also given to appointing one non-academic Board Member (such as a policy-maker or suitable representative from civil society), and to maintaining one early-career scholar Member position. USJ Managing Editor representation on the USF Board at any given time is restricted to the incumbent of the position of Journal Editor in Chief (EiC). From the December 2016, the EiC will no longer automatically be a Member of the Board; the EiC will be invited to attend Foundation Board meetings, but will no longer be a voting member.

Appointments are for a fixed period of four years, which is renewable once only by mutual consent of Member and Board. No specific criteria relating to diversity or ethnicity is included in the Further Particulars for the post, but the overall composition of the Board (with reference to USF Equal Opportunities policy) should be a consideration of the sub-committee and all members during the review of applications. In determining the candidate shortlists for subsequent Board voting, the principal criteria guiding the sub-Committee should be to ensure:

- That the Board will be in the strongest possible position to meet the USF objects.
- That subsequent to the recruitment process, USF Members collectively represent the diversity of urban research.
- That the Membership secured is respectful of diversity.
- That the composition of the Board is globally representative. An agreed minimum number of Member positions should be dedicated to non-UK representatives, with proper consideration being given to representation from the global south.

Chair: The Chair of the USF Board is elected every two years from within the existing USF Membership, with the option of one further two-year term; the Board respecting the decision of a

Chair who does not wish to continue after one term of office. Only the existing Chair (completing a first period as Chair and minded to do so) will be allowed to rule themselves out of consideration. A Chair completing a second term of appointment is automatically ineligible for a further term.

Selection for the Chair position is by nomination within the existing Board Membership. If more than one person is nominated selection will be undertaken via secret ballot of the existing Board members. Newly appointed Members are ineligible for consideration as Chair within the first two years of appointment, but there is an expectation that they should be prepared to serve as Chair thereafter if called upon (nominated). There is no expectation that any 'early-career scholar' appointments should be prepared to serve as Chair.

5. General Duties of a Member

The role of a Foundation Member is to exercise skill and care in the general management and control of USF affairs and to facilitate the achievement of its charitable purposes (as indicated in the MoA/AA, Members agreement, and the Directors Code of Conduct). These requirements mean that Members have to:

- Ensure that the Foundation as a body complies with its MoA/AA, charity law, company law and any other relevant legislation or regulations.
- Comply with personal legal duties as a Member under UK company and charity law.
- Actively contribute to the achievement of the Foundation's specified objects.
- Ensure that the Foundation applies its resources exclusively in pursuance of its objects.
- Contribute actively to the setting of USF strategic direction and to ensuring subsequent delivery.
- Safeguard the good name and values of the Foundation.
- Comply with established codes of conduct, and all other policy requirements of the Foundation.
- Ensure the effective and efficient administration of the Foundation.
- Ensure the financial stability of the Foundation.
- Protect and manage the property of the Foundation and ensure the proper investment of its funds.
- Take part in the appointment of the Chair of the Foundation and monitor subsequent performance; to act as Chair if called upon by the USF Board to do so.
- Sit on appraisal, recruitment and disciplinary panels and sub-committees as required.
- Use any specific skills, knowledge or experience they have to help the Board reach sound decisions. This is likely to involve scrutinising Board papers, leading discussions, focusing on key issues, providing advice and guidance on new initiatives, or other issues in which the Member has particular knowledge or experience.

Members are expected to play a substantial, active and continuing role in Foundation affairs over the full period of their appointment. This includes pro-actively seeking opportunities for promoting awareness of its activities and for enhancing its profile. In addition to attending (and contributing to) Board meetings, Members are expected both to help identify and to accept

responsibility for leading on areas of activity that serve to deliver Foundation objects. Where possible, Members should be willing to seek and identify additional income streams for USF, though they are not obliged to do so.

The position of Member is, in general terms, unremunerated, although travel and subsistence costs for meeting attendance are reimbursable. However, the possibility exists for the Board to award individual Members reasonable remuneration in return for specific services rendered (these not being of a normal management nature). The Foundation may only make payments to Members where these relate to legitimate, reasonable out of pocket expenses incurred in connection with their duties as director. Payment of such expenses will be made in accordance with the Foundation's policy and procedures on Members' expenses, as indicated in the MoA (Article 12).

6. Person Qualities Required of a Member

Given USF objects, governance structures and the above expectations of commitment, prospective Members are required to demonstrate:

- A commitment to the USF and a passion for academic Urban Studies.
- A willingness to devote the necessary time and effort.
- Strategic vision.
- Good, independent judgement.
- An ability to think creatively.
- A willingness to speak their mind.
- An understanding and acceptance of the legal duties and responsibilities involved.
- An ability to work effectively as a member of a team.

7. Director of Operations (DoO)

A non-executive Director of Operations (DoO) post was created on April 2016. The DoO works closely with the Chair and the Board of the USF, the USJ Editorial Assistant and relevant others (such as the lawyers, accountants and investment advisors under contract with the USF) and is expected to attend and provide input to bi-annual meetings of the Board on a non-executive basis. On a day-to-day basis, the DoO reports to the Chair and USJ Editorial Assistant, and post-holder performance is assessed annually by the Chair via a formal performance review mechanism.

The DoO role combines broader strategic and more routine administrative work in roughly equal proportions: outreach, profile-building, monitoring, record-keeping, trouble-shooting and being the first port of call for academic researchers funded by the USF across the globe. The DoO is expected to: provide an accessible 'public face' of the USF both virtually (on-line) and in person (at meetings and events); to make evaluations and recommendations for the consideration of the Chair and Board pertaining to finances/investment; and, to innovate, create and manage strategic interventions designed to promote the USF and its activities to wider audiences (academics, policy-makers, practitioners, publics).

8. Equal Opportunities

A) Statement of Policy

1. The Urban Studies Foundation (USF) recognises that we live in a society where discrimination still operates to the disadvantage of many groups in society.
2. The USF believes that all persons should have equal rights to recognition of their human dignity, and to have equal opportunities to be educated, to work, receive services and to participate in society.
3. The USF is committed to the promotion of equal opportunities through the way that we manage the organisation and provide services to the community. In order to express this commitment, we develop, promote and maintain policies that will be conducive to the principles of fairness and equality in the workplace.
4. The objective of this policy is that no person should suffer or experience less favourable treatment, discrimination or lack of opportunities on the grounds of gender, race, colour, nationality, ethnic origin, religious or philosophical beliefs, health status, HIV status, age, marital status, parental status, sexual orientation, political beliefs or trade union membership, class, responsibility for dependents, physical attributes, ex-offender status, lack of formal qualifications where such qualifications are not formally required, or any other grounds which cannot be shown to be justifiable within the context of this policy.
5. This policy will influence and affect every aspect of activities carried out by the USF, such as: promotional work, educational services, recruitment and other functions linked to the USF as determined by the USF Board.
6. In the provision of services and the employment of staff, the USF is committed to promoting equal opportunities for everyone. Throughout its activities, the USF will treat all people equally whether they are:
 - Seeking or using our services.
 - Applying for a job or already employed by the USF.
 - Trainee workers and students on work experience or placements.
 - Volunteer workers.

B) How the policy will be implemented and who is responsible?

The Chair of the USF Board has specific responsibility for the effective implementation of this policy. Each Board Member also has responsibilities and we expect all our employees to abide by the policy and help to create the equality environment which is its objective. In order to implement this policy we shall:

- Communicate the policy to employees, job applicants, volunteers and relevant others.
- Incorporate specific and appropriate duties in respect of implementing the equal

opportunities policy into job descriptions and work objectives of all staff.

- Ensure that those who are involved in assessing candidates for recruitment or promotion will be advised in nondiscriminatory selection techniques.
- Incorporate equal opportunity notices into general communications practices.
- Ensure that adequate resources are made available to fulfill the objectives of the policy.

Conduct and general standards of behaviour

All USF Board Members and staff are expected to conduct themselves in a professional and considerate manner at all times. The USF will not tolerate behaviour, at Board meetings and when conducting other USF business, such as:

- Making threats.
- Physical violence.
- Shouting.
- Swearing at others.
- Persistent rudeness.
- Isolating, ignoring or refusing to work with certain people.
- Telling offensive jokes or name calling.
- Displaying offensive material such as pornography or sexist/racist cartoons, or the distribution of such material via email/text message or any other format.
- Any other forms of harassment or victimisation.

The items on the above list of unacceptable behaviours are considered to be disciplinary offences within the USF and can lead to disciplinary action being taken. The USF does, however, encourage Board Members and staff to resolve misunderstandings and problems informally wherever possible, depending on the circumstances. However, whether dealt with informally or formally, it is important for Members and staff who may have caused offence to understand that it is no defence to say that they did not intend to do so, or to blame individuals for being over sensitive. It is the impact of the behaviour, rather than the intent, that counts, and that should shape the solution found both to the immediate problem and to preventing further similar problems in the future.

Complaints of discrimination

The USF will treat seriously all complaints of unlawful discrimination on any forbidden grounds made by employees, trustees, clients or other third parties and will take action where appropriate. All complaints will be investigated in accordance with the organisation's grievance, complaints or disciplinary procedure, as appropriate and the complainant will be informed of the outcome in line with these procedures.

We will also monitor the number and outcomes of complaints of discrimination made by USF Members, staff, volunteers, clients and other third parties.

C) Legal Obligations

Equal Opportunities and Discrimination (Equality Act 2010)

The new UK Equality Act came into force in October 2010 and replaces all previous equality legislation in England, Scotland and Wales – namely the Race Relations Act 1976, the Disability Discrimination Act 1995, the Sex Discrimination Act, the Equal Pay Act, the Employment Equality (Age) Regulations 2006, The Civil Partnership Act 2004, the Employment Equality Regulations 2003 (religions and belief and sexual orientation).

The protected characteristics of the **Equality Act 2010** are:

Age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.

In valuing diversity the USF is committed to go beyond the legal minimum regarding equality, using positive action provisions enshrined in the **Equality Act 2010** where we deem it necessary. The **Equality Act 2010** harmonises and strengthens and replaces most previous equality legislation. The following legislation is still relevant:

- The Human Rights Act 1998.
- The Work and Families Act 2006.
- Employment Equal Treatment Framework Directive 2000 (as amended).

D) Recruitment and Selection

1. The recruitment and selection process is crucially important to any equal opportunities policy. We will endeavour through appropriate advice to ensure that employees making selection and recruitment decisions will not discriminate, whether consciously or unconsciously, in making these decisions.

2. Promotion and advancement will be made on merit and all decisions relating to this will be made within the overall framework and principles of this policy.

3. Job descriptions, where used, will be revised to ensure that they are in line with our equal opportunities policy. Job requirements will be reflected accurately in any personnel specifications.

4. We will adopt a consistent, non-discriminatory approach to the advertising of vacancies.

5. All applicants who apply for jobs with us will receive fair treatment and will be considered solely on their ability to do their job.

6. Short-listing and interviewing will be carried out by more than one person where possible.

7. Interview questions will be related to the requirements of the job and will not be of a discriminatory nature.

8. Selection decisions will not be influenced by any perceived prejudices of staff.

9. The new positive action provisions in the **Equality Act 2010** mean that it is not unlawful to recruit or promote a candidate who is of equal merit to another candidate, if the employer reasonably thinks that the candidate:

- Has a protected characteristic that is underrepresented in the workforce; or
- That people with that characteristic suffer a disadvantage connected to that characteristic.

The USF Board may thus use positive action provisions when it reasonably deems that people with a protected characteristic are under-represented in the workforce, or suffer a disadvantage connected to that protected characteristic.

E) Monitoring

1. The USF will maintain and review the status of all USF Members and staff in order to monitor the progress of this policy.

Monitoring may involve:-

- The collection and classification of information regarding the ethnic/national origin and sex.
- The examination by ethnic/national origin and sex of the distribution of applicants for the USF Board and for staff positions.
- Recording recruitment, training and promotional records of all USF Members and staff, where relevant.
- The decisions reached in the recruitment process, and the reasons for those decisions.

2. The results of any monitoring procedure will be reviewed at regular intervals to assess the effectiveness of the implementation of this policy. Consideration will be given, if necessary, to adjusting this policy to afford greater equality of opportunities to all applicants and staff.

The USF will revise and review this policy regularly.