



Procedure for Appointment of Governors

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V1	New	23 Sept 2021	

Monitoring and review

This procedure will be reviewed by the Search and Governance Committee and approved by the Corporation every 3 years.

1. GENERAL

- 1.1 With the exception of Staff and Student Governors, Governors will only be appointed by the Corporation following a recommendation from the Search & Governance Committee.
- 1.2 All appointments will be made in accordance with the Instrument and Articles of Government.
- 1.3 The procedure for filling vacancies will follow an open and transparent process and will pay due regard to the principles and law relating to Equality & Diversity.

2. THE PROCESS FOR APPOINTMENT

- 2.1 Where a vacancy (other than for a Staff or Student Governors) arises or is due to arise, the Search & Governance Committee will look at the immediate and future needs of the College and the current skills mix of the Corporation, seeking to identify any gaps in experience or expertise and to ensure appropriate balance in terms of diversity.
- 2.2 Potential candidates will then be sought by various means as decided by the Committee and depending on the particular circumstances and sector background/professional skills being sought. These may include:
 - advertising and PR articles (locally, nationally or in specialist journals as appropriate)
 - targeted mail-shots
 - personal nomination (by existing Governors or stakeholder organisations and others)
 - consultation with local business organisations/businesses/networks, local authorities and other public sector organisations, community groups or other appropriate organisations likely to employ, represent or know of people with the skills and experience required.
- 2.3 The process for selection will be as follows: -
 - 2.3.1 All prospective applicants/ nominees will be sent a pack with information on:
 - the College
 - becoming a governor
 - the role and responsibilities of the Corporation
 - 2.3.2 Prospective applicants/nominees will be asked to submit their CV and a covering letter.
 - 2.3.3 Where there is more than one candidate a shortlist will be drawn up based on the skills needs identified.
 - 2.3.4 Prospective candidates will be invited to meet with at least two members of the Search & Governance Committee. The purpose of the meeting will be to confirm that the candidates:
 - have the requisite skills and experience;
 - have a keen interest in FE and the work of the College;
 - understand the role, responsibilities and level of commitment and time needed to make a worthwhile contribution to the Corporation; and
 - are willing and able to commit sufficient time and energy to the role.

- 2.3.5 A report will be made to the other members of the Search & Governance Committee, and a recommendation from the Search & Governance Committee will be put to the following Corporation meeting.
- 2.3.6 If the Corporation makes the appointment after considering the advice and recommendation of the Search & Governance Committee, it will then also appoint the new Governor to a Committee and consider a curriculum link area. Full induction training will be provided to all new Governors and a buddy will be identified.
- 2.3.7 The Clerk, with the permission of those concerned, will maintain a database of interested individuals with view to matching them with a suitable vacancy at an appropriate time.

3. RE-APPOINTMENTS

- 3.1 With the exception of the CEO, Governors will usually be appointed for a four- year term and will be eligible for re-appointment for an additional four- year term.
- 3.2 At least six months before the term of office of a Governor is due to expire, the Search & Governance Committee will consider whether or not to re-appoint. Re-appointment will not be automatic. The Search & Governance Committee will consider each term of office a Governor serves on its merits recognising, on the one hand, the value of experienced and trained Governors and, on the other, the benefits of regular refreshment of the membership of the Board. The meeting will take place in sufficient time for the Committee to report to the Corporation at the last meeting before the Governor's term of office expires.
- 3.3 Where the Governor concerned is a member of the Search & Governance Committee they will withdraw from the meeting and take no part in the discussion or voting in relation to their future membership of the Corporation.
- 3.4 The Clerk will ascertain in advance of the meeting whether or not the Governor in question is willing to be appointed for a further term. If the Governor is not so willing, a vacancy arises and will be dealt with under section 2 of this Procedure (above).
- 3.5 The Search & Governance Committee will consider whether or not to recommend to the Corporation that the Governor be appointed for a further term of office considering factors including:
- the value and relevance of the Governor's skills, knowledge and experience to the work of the Corporation.
 - whether it would be appropriate to refresh the range of skills and experience available to the Corporation.
 - the Governor's contribution and commitment to the College and to the work of the Corporation (including membership of committees, offices held and attendance record)
 - participation in Governor training and development events
 - the length of the Governor's previous service. (See para 3.1).
- 3.6 A Governor's term of office will expire automatically unless the Search & Governance Committee decides to recommend a further appointment and the Corporation accepts the recommendation. The Clerk will advise the member of the Committee's decision.

4. APPOINTMENT OF STAFF GOVERNORS

- 4.1 When the term of office of a Staff Governor is nearing expiry or a vacancy arises for any other reason the Clerk will seek expressions of interest from members of staff (both full-time and part-time) in either the academic staff or no-academic staff categories, whichever applies.
- 4.2 If there is only one nominee, that person's name will be put forward to the Corporation which will appoint that nominee (provided that they are otherwise eligible for Corporation membership).
- 4.3 In the event of there being more than one nomination, a ballot will be held in which all members of staff (academic and support) will be entitled to vote.
- 4.4 The Clerk will determine and oversee the arrangements for the ballot. Nominees will be invited to produce a short statement in support of their candidature which will be circulated with the arrangements for the ballot.
- 4.5 After the closing date for the ballot, the Clerk will publish the name of the candidate elected for appointment. Subject to Instrument 3.6, the Clerk will ask the Corporation to confirm the appointment at its next meeting.

5. APPOINTMENT OF STUDENT GOVERNORS

- 5.1 Nominations for Student Governors will be sought from the College Student's Union. In line with the Student's Union Constitution, there will usually be one student from Further Education and another from Higher Education.
- 5.2 Subject to Instrument 3.6, the Clerk will ask the Corporation to confirm the appointment at its next meeting.

6. ELIGIBILITY

- 6.1 All new Governors will be required to sign a Statement of Eligibility on appointment. They will also be made aware of their responsibility to notify the Clerk if a change of circumstances affects their ability to continue in service at a future date
- 6.2 The following are ineligible to be appointed as Governors:
 - anyone under 18 years of age (except where appointed as a Student Governor)
 - anyone who is a member of staff of the College (other than as a Staff Governor or in their capacity as CEO)
 - full time students at the College (except in the case of Student Governors)
 - a person who is ineligible to serve as a Charity Trustee
 - a person where and for as long as the Corporation reasonably considers that there are genuine safeguarding concerns, a person shall be ineligible to be a governor
 - a person who fails the fit and proper persons test described at 6.4 below
 - the Clerk to the Corporation

6.3 Every member of the Corporation and its Committees is expected to adhere to the seven principles of public life, as recommended by the Nolan Committee's report "Standards in Public Life". In summary these are:

- selflessness
- integrity
- objectivity
- accountability
- openness
- honesty
- leadership.

6.4 In addition, and in accordance with both Governors' charity trustee status and the conditions of registration with The Office for Students, the Higher Education regulator, there is also a requirement for Governors to declare that they meet the requirements of a Fit and Proper Person.

The Office for Students defines a fit and proper person as follows:

A fit and proper person:

- is of good character
- has the qualifications, competence, skills and experience that are necessary for their role
- is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed
- has not been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

The Office for Students provides the following indicators that a person may not be a fit and proper person:

- disqualification from acting as a company director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011
- conviction of a criminal offence anywhere in the world¹
- subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years)
- subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies
- involvement in any abuse of the tax systems
- involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated

¹ The OfS regulations state the OfS would not expect individuals to disclose matters that are 'spent' under the Rehabilitation of Offenders Act 1974, but they may do so if they wish. Particular consideration will be given by the OfS to offences of dishonesty, fraud, financial crime or an offence under legislation relating to higher education, further education and charities, whether or not in the UK.

- involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection
- dismissal from a position of trust or similar
- involvement with a higher education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/Corporation, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.)

6.5 Governor appointments will be subject to an enhanced CRB (criminal Records Bureau) Disclosure. Governors will also be required to make a declaration of their interests for inclusion in the Governors' Register of Interests.

7. ADMINISTRATION OF THE PROCEDURE

7.1 The Clerk will be responsible for undertaking all administrative work in connection with appointments and for ensuring that all procedures are conducted in an open and fair manner. A copy of this procedure will be published on the College website.