

Rules for the appointment, re-appointment and removal of Governors

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RULES FOR THE APPOINTMENT, RE-APPOINTMENT AND REMOVAL OF GOVERNORS

1. Membership of the Board

The composition of the Board of the College is determined in line with the Instrument and Articles of Government and the advice and recommendations of the People, Search and Governance Committee. The final decision for determining the composition of the Board including the individuals to be appointed to serve on the Board rests with the Board as a whole.

2. Appointment process

The People, Search and Governance Committee is a formally constituted committee of the Board whose remit includes identifying and recommending the appointment of new Board Members (apart from student members) and the re-appointment of existing members.

Members are appointed for a four-year term and every effort will be made by the Committee to ensure that vacancies are filled as soon as possible.

The Committee will use a range of strategies to attract applications. This may include:

- Targeted advertising in appropriate publications
- Direct approaches to potential candidates
- Use of recruitment websites such as Inspiring Governance, or use of a paid Governor recruitment service
- Advertising on the College website.

Step 1

Anyone interested in a possible Governor role at the College should contact the Director of Governance, with an "expression of interest". The Director of Governance will provide applicants

with any further information required including more details about the role, a person specification and an indication of the time commitment involved.

For effective governance, it is key to have an appropriate balance of skills and experience amongst members. Therefore, members will be drawn from a range of backgrounds including (where practicable): -

- Educational, financial management and accountancy, law, estates and property, human resources, marketing and sales, public service, voluntary work, health and safety, land-based.

The composition of the Board should broadly reflect the community it serves in terms of age, gender, geographical spread, experience etc. The People, Search and Governance Committee reserves the right to assess the suitability for the role of Governor and may decline to appoint a person as a member if they do not consider them to have the required skills and experience or meet the necessary criteria.

The applicant **must** be able to demonstrate core attributes to effective governance:

- **Commitment:** with a strong commitment to Craven College, its role in improving education and training within the region and ambitious to achieve best possible outcomes for learners. This also involves commitment to devoting the required time and energy to the role, being prepared to give time, skills and knowledge to developing themselves and others in order to create highly effective governance and be an ambassador for the College in their networks.
- **Confident:** of an independent mind, able to lead and contribute to courageous conversations, to express their opinion and to play an active role on the Board.
- **Strategic thinker:** possess an enquiring mind and an analytical approach. Someone who appreciates the bigger picture and understands the value of meaningful questioning.
- **Challenge:** be able to challenge without giving offence, understand the value of critical friendship, which enables both challenge and support, not taking information or data at face value and always driving for improvement.
- **Team Player:** prepared to listen to and collaborate with others, understanding the importance of building strong working relationships with the Board and senior leaders, staff, students, the local community and employers. **Collective responsibility.**
- **Willing** and able to learn: self-reflective, pursue learning and development opportunities to improve their own and whole Board effectiveness, with a strong sense of the importance of effective governance processes.
- **Creative:** able to challenge conventional wisdom and be open-minded about new approaches to problem solving; recognising the value of innovation and creative thinking to organisational development and success.

The College is committed to applying the [Public Sector Equality Duty](#) at all stages of recruitment and selection. Interviewing and selection is carried out without reference nor bias towards the “Protected Characteristics” of sex, gender reassignment, sexual orientation, marital or civil partnership status, race, religion or belief, age, pregnancy or maternity leave or disability. Any candidate with a disability will not be excluded unless the candidate is unable to perform a duty that is intrinsic to the role, having considered reasonable adjustments. Reasonable adjustments to the recruitment process will be made to ensure that no applicant is disadvantaged because of their disability. The Board will be aware of underrepresented groups which may well be specifically targeted in line with the College’s Public Sector Equality Duty.

In line with the requirements of the Instrument and Articles, the disqualification rules for charity trustees, and the Office for Students fit and proper persons test, applicants will be required to confirm that they are eligible to serve as a Board member. All Governors are required to confirm ongoing eligibility on an annual basis.

Step 2 Application

If, after receiving all the appropriate information, a candidate wishes to pursue an application, they will be asked to submit further information which will be considered by the People, Search and Governance Committee and they may be invited for an initial interview. If necessary, they may be asked to attend a second interview.

Step 3 Appointment

If the People, Search and Governance Committee concludes that they are suitable for appointment, and there is a current vacancy, they would make a recommendation for appointment to the Board. If there are no current vacancies, they would keep a record of the application should a vacancy arise in the future.

No information given to the Committee is used for any purpose other than the consideration of candidates for appointment as Board Members. The process itself is not confidential and there is no reason why candidates should not mention to others that they have applied for membership.

Step 4 – Acceptance

Following the approval by the Board, a formal letter of appointment will be sent by the Director of Governance to the successful candidate(s), confirming the Board's decision.

It is a condition of appointment for all governors that they must:

- Declare their interests in the form prescribed by the Board
- Declare their eligibility for Board membership
- Agree to be bound by the Code of Conduct approved by the Board
- Undergo a [Disclosure and Barring Service](#) check

Following written acceptance of governorship and completion of membership formalities the new appointee will be deemed a member of the Board.

3. Co-opted members

Within the constraints of their respective Standing Orders, Committees of the Board may recruit externally co-opted members who are not full Board Members, but who are invited to join a particular Committee on account of the specialist knowledge and expertise that they can contribute. The appointment will be for a fixed period of no longer than **two years**, while the skills need is addressed through governor recruitment and development. Co-optees can be re-appointed for another two year term if appropriate.

4. Staff Governors

The Board has places for two staff governors, one teaching and one support staff.

When there is a vacancy for a staff governor, the selection process by the staff shall be as follows:

- The Director of Governance will inform staff and invite applications.
- Candidates are encouraged to have a preliminary discussion with the Director of Governance to find out more about the time commitment and responsibilities.
- The Director of Governance will send out an application form for completion to the interested party/parties.
- If there is only one applicant, that person's name will be put forward to the People, Search and Governance Committee who shall review the application and recommend the appointment, provided that they are eligible for membership, to the Board.

Election process

- Where there is more than one applicant, a ballot will be held in which all employees of the College shall be entitled to vote.
- The Director of Governance shall make arrangements for the ballot and oversee the issue and receipt of ballots.
- The name of the member of staff selected will be put forward to the Board of Governors who shall appoint the applicant, provided that s(he) is eligible for Board

Membership.

5. Student Governors

When the Student Governor position becomes vacant, the Director of Governance will liaise with the Student Executive, as the Board has resolved that two student Governors be elected from among membership of the Student Executive.

6. Probationary period

All new Governors will be subject to a probationary period of one year, although this may be varied by the People, Search and Governance Committee. During the probationary period, the People, Search and Governance Committee will review performance at each of its meetings. Factors which may be taken into account during those reviews may include:

- Attendance at Board and Committee meetings, training events and other development opportunities.
- Contribution at Board and Committee meetings.
- Attendance at other College events/external events.
- Understanding of their role and responsibilities as a Governor.
- Adherence to the Code of Conduct and exhibiting of positive Board behaviours.

The Committee will consider any areas for development and any support required.

At the end of the 12 month probation, the People, Search and Governance Committee will consider the matter and make one of the following decisions:

- to confirm the appointment
- to extend the probationary period
- to recommend to the Board that it terminates the appointment where performance issues have been identified and that despite support, it is deemed unlikely that further support or training would lead to a satisfactory level of improvement.

The Governor may submit a one page document to the People, Search and Governance Committee setting out factors which they feel should be considered in coming to a decision.

The Governor will be informed of the People, Search and Governance Committee's recommendation prior to discussion at the Board and they will be required to withdraw from the meeting for that discussion.

Having taken the advice of the People, Search and Governance Committee, the decision of the Board is final and will be confirmed in writing. There is no right of appeal.

7. Re-appointment of Governors

Governors are appointed for a four-year term and approaching the end of a term of office, the Director of Governance will write to any Governor, asking for an expression of interest in re-appointment. The People, Search and Governance Committee will assess the contribution of the member before proposing their reappointment to the Board. The Director of Governance shall advise the governor of the Committee's decision.

Governors who have completed two terms will not normally be offered the opportunity to be re-appointed for a third term except under exceptional circumstances.

If the People, Search and Governance Committee agrees to recommend the re-appointment of a Governor then they will be offered the opportunity to serve a second four-year term. This will be ratified by the Board.

8. Removal of Governors

The Instrument of Government states that the Board may remove a member from office. This decision rests with the Board itself on the recommendation of the People, Search and Governance Committee.

To avoid ambiguity, the following is a **non-exhaustive** list of offences of gross misconduct, gross incompetence or gross negligence which are normally regarded as grounds for summary removal:

- theft, or unauthorised possession of any property or facilities belonging to the Corporation, or to any member of staff or any student
- serious, deliberate or negligent damage to Corporation property
- deliberate falsification of Corporation records
- bribery or corruption
- failure to comply with Corporation rules and procedures
- gross negligence or incompetence
- serious incapability as a result of being intoxicated by reason of alcohol or drugs
- violent, dangerous or intimidatory conduct
- violation of the Corporation's rules and procedures concerning health and safety at work
- violation of the Corporation's financial rules
- any act of discrimination, victimisation or harassment against another member, a member of staff, a student or a third party relating to race, ethnic origin, sex, sexual orientation, marital status, religion or disability
- a criminal offence, which may adversely affect the Corporation's reputation, the member's suitability to carry out the Corporation Board's responsibilities or his or her acceptability to other members, or to staff or students
- a serious breach of confidentiality but subject to the Public Interest Disclosure Act 1998
- unauthorised use or access of computer or other IT systems
- misuse of e-mail or of the Internet (including downloading or transmission of material which is defamatory, offensive, obscene, malicious, sexist, racist or protected copyright material);
- any matters which come to light following the Disclosure and Barring Service check which is carried out on all new appointees.

In addition to the above, there are other circumstances which may trigger an investigation into a Governor's performance and contribution including:

Attendance

The Board has determined annual targets for Governor attendance: 75% attendance at Board meetings and 80% at Committee meetings. It is an essential part of good governance, and necessary for a Governor to fulfil their duties to the highest possible standard, that they try to meet this attendance target.

Failure to attend meetings over a six-month period or provide appropriate reasons for doing so, may result in the Director of Governance/People, Search and Governance Committee requesting a meeting with a Governor to discuss their position.

The Board appreciates that there may be occasions when it is deemed appropriate to grant leave of absence to a Governor or that there may be extenuating circumstances.

Key Performance Indicators

The People, Search and Governance Committee monitors on a regular basis Governor performance and contribution against the Key Performance Indicators (KPIs) set by the Board which include Governors' contributions outside the formal committee structure. If the Committee deems it appropriate, it may request a meeting with a Governor to discuss their position if performance against the KPIs gives any cause for concern. All Governors are also expected to participate in an annual appraisal exercise which takes account of Governors' own assessment of performance as well as performance against KPIs and to agree with the Chair any areas for development.

Failure to act in accordance with their role

The role of Governors is to provide a strategic oversight and to act as a critical friend to the College executive, providing appropriate challenge and support.

The role is not to “manage” and it is not expected that Governors will contact staff directly without consulting first with either the Director of Governance, the Chair or the Principal.

It is not expected that Governors will attempt to directly access management information or communicate any judgement on personal performance directly to staff of the College, although such matters may be raised with the Principal if necessary. Any abuse of their position as a Governor or any action which may bring the College or Board of Governors into disrepute, either within the College or externally, or failure to abide by the standards set out in the Governors Code of Conduct may lead to a request to a meet with the Director of Governance/People, Search and Governance Committee.

The People, Search and Governance Committee reserves the right to request a meeting with any Governor whose conduct or performance is giving cause for concern for any other reason.

In the first instance, it is hoped that most cases can be resolved through informal discussion with the Governor concerned but if, after providing appropriate support, there are continuing concerns, it is the responsibility of the People, Search and Governance Committee to consider whether a Governor should be recommended for removal from the Board.

Appendix 1

Procedure for Removal of Governors

- 1 The Chair or Vice Chair of the Board will meet with the Member to tell them of the concerns and what the next action will be. Confirmation of what was said at the meeting will be sent in writing.
- 2 An investigation will be undertaken if appropriate, and consideration given to whether the member should be suspended from the College premises whilst the process takes place. If necessary, the Chair will write to the Member to inform them of the terms of the suspension. If the investigation shows that the concerns are unfounded, then there is no case to answer and the member will be informed accordingly. If the issues merit further action, a hearing will be convened.
3. A mutually convenient hearing date will be set giving the Member at least five working days notice, and inviting representations either in writing or at the meeting. Any documentation in support of the concerns will be sent to the member prior to the hearing.
4. A formal hearing will be held, conducted by a nominated member of the People, Search and Governance Committee, accompanied by another Governor who is not a member of the Search and Governance Committee and the Director of Governance.
5. The Member will be informed that they may be accompanied but not by a legal or professional advocate. If the Member fails to attend without good reason, the meeting will go ahead in their absence. The meeting can be delayed if requested but only by up to a further 5 days. The People, Search and Governance Committee reserves the right to proceed with the meeting if, after all reasonable efforts have been made, the Member fails to respond to requests or refuses to co-operate with the process.
6. The hearing will consider the following the suitability of the Governor to discharge the functions of a member of the Board, taking into account the factors set out in the Policy on the Appointment, Re-appointment and Removal of Governors.
7. The Member has the right to reply, either by written or personal representation
8. The Member and supporting colleague will withdraw allowing the hearing to consider the concerns and what action should be taken

9. Following the hearing, a meeting of the People, Search and Governance Committee will be convened as soon as is practicable. In the event that a quorate meeting cannot be convened within 5 working days, a resolution may be passed in writing within the same timescale. Should a recommendation to remove a member be agreed, this will be made to the next scheduled meeting of the Board and the Member notified in writing of this.
10. The Board will be responsible for considering and approving any recommendation of the People, Search and Governance Committee to remove a member, who will be sent written confirmation of the decision within 5 working days of the Board meeting at which the decision is made. The member will be required to withdraw from the Board meeting for that discussion.
11. The Member will be advised of their right to appeal against the decision; an appeal, stating reasons, should be made in writing to the Director of Governance within 10 working days of receipt of the decision
12. Any recommendation to suspend or remove the Governor from office will be in place until after the appeal is heard and the final decision determined
13. An appeal will be heard by a panel of three members of the Board, not including Search and Governance Committee members or any other Board members who have previously been involved. The panel will consider the decision of the People, Search and Governance Committee and representations from the member will also be considered before making any recommendation to reinstate the Governor which will be considered by the Board at a specially convened meeting. The Board will take such action as it considers appropriate and will communicate their decision to the member within five working days of the meeting.