

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 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 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.

It is the wish of the Board that there should be an appropriate balance of skills and experience amongst members. This will mean that 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
- media
- industry and commerce
- public service
- voluntary work
- health and safety
- land-based

In general, no formal qualifications are necessarily required. However the Search and Governance Committee does operate according to a skills matrix and will seek candidates with professional qualifications such as accountancy, law, marketing, personnel to fill specific vacancies, although these are generally not pre-requisites. It is important that the composition of the Board broadly

reflects the community it serves in terms of age, gender, geographical spread, experience etc, and the Search and Governance Committee will take account of this in deciding who they recommend for appointment to the Board. The Search and Governance Committee reserves the right to take account of any other factors relating to suitability for the role of Governor which they deem relevant when making recommendations for appointment 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 College is committed to applying the Single Equality Scheme at all stages of recruitment and selection. The Board, through the Search and Governance Committee, will also conduct recruitment and selection in line with those principles. Interviewing and selection will always be carried out without reference and any 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 it is clear that the candidate is unable to perform a duty that is intrinsic to the role, having taken into account reasonable adjustments. Reasonable adjustments to the recruitment process will be made to ensure that no applicant is disadvantaged because of his/her disability. The Board will be aware of under represented groups which may well be specifically targeted in line with the College’s Single Equality Scheme.

In line with the requirements of the Instrument and Articles, the disqualification rules for charity trustees, and the OfS 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

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 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

If the Search and Governance Committee concludes that they are personally 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 and may approach the candidate again if a vacancy occurred in the future.

No information given to, or obtained by, 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.

The Board and/or its committees will have the opportunity to co-opt additional persons to serve on the Board’s committees so as to enhance the mix of skills and interests without appointing them as full members of the Board and this may be offered to candidates if their application for a full Governor role was not approved at this stage.

3. Staff Governors

When a Staff Governor position becomes vacant, the Director of Governance will inform staff and invite applications. Any interested candidates are encouraged to have a preliminary discussion

with the Director of Governance so that the time commitment and responsibilities of the role can be discussed.

All applicants will be interviewed by the Search and Governance Committee, excluding the Principal who will take no part, taking into account the latest skills audit, the role specification and any other relevant information.

The Search and Governance Committee will make a recommendation for appointment to the Board based on the interview and selection process.

4. Student Governors

When the Student Governor position becomes vacant, the Director of Governance will liaise with the Student Union, as the Board has resolved that the position of President of the Student Union carries with it the responsibility of being the Student Governor.

5. Probationary period

All new Governors will be subject to a probationary period of one year, although this may be varied by the Search and Governance Committee. During the probationary period, the 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 record at Board and Committee meetings, Governor training events and other development opportunities such as dual lesson observations.
- Contribution at Board and Committee meetings,
- Attendance at, and participation in, other College events
- Attendance at external events
- Understanding of, and respect for, their role and responsibilities as a Governor
- Responsiveness to requests from the Chair, Principal and Director of Governance

This list is not, however, exhaustive, and other factors may also be taken into account.

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

Following the third termly meeting, the Search and Governance Committee will consider the matter and make one of the following decisions:

- i. to confirm the appointment
- ii. to extend the probationary period to allow further time to assess the Governor's performance and contribution
- iii. to recommend to the Board that it terminates the appointment where performance issues have been identified and despite support, the Search and Governance Committee feel it unlikely that further support or training would lead to a satisfactory level of improvement.

The Governor will be permitted to submit a one page document to the 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 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 Search and Governance Committee, the decision of the Board is final and will be confirmed in writing. There is no right of appeal.

6. 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 in this position to ask for an indication of whether they are prepared to be considered for further re-appointment. A willingness to be considered for re-appointment does not mean that existing members will automatically be re-appointed as this is a decision for the Board to determine in accordance with the provisions of the Instrument of Government and on the advice of the Search and Governance Committee. In line with the requirements of the Code of Good Governance for English Colleges to consider the value of refreshing the Board membership, 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.

Members may be asked to meet with the Search and Governance Committee as part of the process of deciding whether to recommend re-appointment to the Board. If the Search and Governance Committee agrees to recommend the re-appointment of a Governor then they may be offered the opportunity to serve a second four-year term.

7. Removal of Governors

Clause 9 of 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 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 endeavour 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 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, on occasion.

Key Performance Indicators

The 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 the 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. Their role is not to "manage" and it is not, therefore, expected that Governors will contact staff directly without consulting first with either the Principal, Chair or Director of Governance. 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, and the Search and Governance Committee may feel it appropriate to request a meeting to discuss the matter with any Governor who acts *ultra vires*. Any abuse of their position as a Governor or any action which may bring the College or Board of Governors into disrepute in any way, 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 Search and Governance Committee.

The 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 Search and Governance Committee to consider whether a Governor should be recommended for removal from the Board and the procedures for removing a Governor are set out in Appendix 1.

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 and acceptable 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 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 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 section 5 of 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 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 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 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.