



GOVERNOR APPOINTMENT POLICY

Contents

<u>1. Introduction</u>	2
<u>2. Scope</u>	2
<u>3. Principles</u>	2
<u>4. Skills, experience and diversity assessment</u>	3
<u>5. Governor Appointment Procedure</u>	3
<u>6. Selection Process</u>	3
<u>7. Appointment of Chair and Vice Chair</u>	4
<u>8. Eligibility</u>	5
<u>9. Rejection/Suspension of Membership</u>	8
<u>10. Appointing Preferred Candidate(s)</u>	8
<u>11. Appointment of Co-opted members</u>	8
<u>12. Appointment of Staff Governors</u>	8
<u>13. Appointment of Student Governors</u>	9
<u>14. Re-Appointments</u>	9
<u>15. Administering the Procedures</u>	10

Policy / Procedure Title: Governor Recruitment Policy

Developed By: Director of Governance

Date Developed: August 2023

Date of Governor Approval: TBC

Date Of Next Review: September 2026

This policy replaces the Governors Appointment Procedure.

Please contact us on 01904 770132 or email us at qi-admin@yorkcollege.ac.uk if you would like this document in an alternative format

To ensure version control, please do not print this document – as tomorrow it could be out of date.

Governor Appointment Policy

1. Introduction

York College has adopted the principles of the Association of College's Code of Good Governance of English Colleges. This policy is reflective of the code.

This policy applies to the appointment of all independent, staff and student governors, save for any co-option arrangements that may be agreed by the Governing Body from time to time.

The policy should be read in conjunction with the provisions of the College's Instruments and Articles of Government, Standing Orders and Members Code of Conduct, located on the college website. The appointment and terms of office of governors includes appointments made to the Governing Body, to the Offices of Chair and Vice-Chair of the Governing Body or any of its committees.

The policy shall be made available to the public through publication on the College's website.

2. Scope

This policy covers:

- Identification of positions on the Governing Body including succession planning and review of existing skills and experience
- Governor appointment procedure
- Selection process
- Appointment of Chair and Vice Chair
- Eligibility (fit and proper persons check and conflicts of interest)
- Rejection / suspension of membership
- Appointing preferred candidate
- Appointment of Co-opted, Staff and Student Governors
- Reappointments
- Administering procedures

3. Principles

The board has adopted a formal and open policy for recruiting governors that includes:

- A regular review of the existing membership of the board to ensure that it has the appropriate diversity of skills, experience, and backgrounds to provide strong governance, and to identify any need for new governors with particular skills.
- The process for searching for new governors and for selecting applicants.
- The process for nominating and appointing staff and student governors.

- Having due regard to the gender and ethnic composition of the board when recruiting and seeking, in so far as is reasonably practicable, to reflect the composition of the communities served by the college.

4. Skills, experience and diversity

- 4.1 The Governing Body Chair and the Director of Governance shall review on an ongoing basis the requirements for positions to be filled on the Governing Body, including co-opted members of committees, as they arise. These requirements may arise in several circumstances including vacancies, completion of terms of office, resignation or disqualification. The People & Governance Committee will receive regular update reports from the Director of Governance regarding membership of the Governing Body including recruitment and appointment options for consideration, with the Governing Body retaining ultimate decision-making responsibility as set out in the Articles. The report will cover retirement dates and committee membership information.
- 4.2 When a vacancy arises or is due to arise, the People & Governance Committee will:
- With reference to the succession plan in place at the time, assess the requirements of the Governing Body by reference to the agreed skills audit requirements and the existing skills and experience of independent governors.
 - Identify the specific skills and experience that the Governing Body is seeking to recruit and approve any amendments to the generic role profile, where necessary.
 - Follow an open and transparent process paying due regard to the principles and law relating to Equity, Diversity and Inclusion and considering whether the board's diversity requires attention to improve demographics or the dynamics of the inclusive environment.

5. Governor Appointment Procedure

- 5.1 All governors will only be appointed by the Governing Body following a recommendation from the People & Governance Committee.
- 5.2 All appointments will be made in accordance with the Instrument and Articles of Government.
- 5.3 The People and Governance Committee will seek to ensure that it identifies candidates with suitable skills and experience to support the Governing Body in carrying out its functions efficiently and effectively. To support this objective the committee may use any number of recruitment methods including consultation with local businesses, networks and communities.

6. Selection Process

The selection process will be as follows:

- 6.1 All prospective applicants/ nominees will be sent a pack with information on:
- the College
 - the role and responsibilities of the Governing Body
 - a role description and person specification (including time commitment)
- 6.2 Prospective applicants/nominees will be asked to submit their CV and complete a contact information form.
- 6.3 Where there is more than one candidate a shortlist will be drawn up based on the skills needs identified.
- 6.4 Prospective candidates will be invited to meet with at least two members of the People & Governance Committee. The purpose of the meeting will be to confirm that candidates:
- have the requisite skills, experience and networks;
 - 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 Governing Body; and
 - are willing and able to commit sufficient time and energy to the role.
- 6.5 A report will be made to the other members of the People & Governance Committee, and a recommendation from the Committee will be put to the next Governing Body meeting.
- 6.6 If the Governing Body makes the appointment after considering the advice and recommendation of the People & 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 mentor will be identified.
- 6.7 The Director of Governance, with the permission of those concerned, may maintain a database of interested individuals with a view to matching them with a suitable vacancy at an appropriate time.

7. Appointment of Chair and Vice Chair

- 7.1 The Governing Body's Standing Orders require that the:
- Chair and Vice Chair are appointed by the Governing Body for a period of four years.
 - The Chair of the meeting for the agenda item dealing with the appointment of the Chair will be the Director of Governance (or the Vice Chair if that person is not standing for election). That person will invite nominations for Chair to be made and seconded. The retiring Chair and Vice Chair may stand for re-election.

- The voting will be by confidential ballot. The Principal, Staff Governors and the Student Governors are ineligible for appointment but may participate in the appointment process.
- The Chair or Vice-Chair retiring at the end of his or her term of office shall be eligible for re-appointment. Chairs or Vice Chairs should ordinarily serve no more than 2 terms of office in either position. Any re-appointment should be considered in the context of developments to the Code of Good Governance for English Colleges and with reference to the Instrument & Articles.
- When considering applications for the appointment to Chair or Vice Chair the Governing Body will normally refer to the Instrument & Articles (7) to appoint a replacement from the membership. The Governing Body may consider extending a member's term of office as an independent governor beyond 8 years (2x 4-year term) up to a pre-determined maximum of 10 years if they are selected as Chair in their second term.

8. Eligibility

- 8.1 In accordance with both Governors' exempt charity trustee status and the conditions of registration with the Office for Students, the Higher Education regulator, the Governing Body is obliged to ensure that all Governors are fit and proper persons.
- 8.2 The current higher education sector regulator (the Office for Students) defines a fit and proper person as follows:
- 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; and
 - 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.
- 8.3 The OfS says that the following are 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 or the 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;
- 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,
- 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; and
- 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.
- serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.).

8.4 The Director of Governance will obtain a signed Statement of Eligibility declaration from prospective governors to confirm they are not disqualified by virtue of the College's Instruments and Articles of Government and that none of the OfS fit and proper indicators apply. Governor appointments are subject to an enhanced CRB (Criminal Records Bureau) Disclosure. The Director of

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.

Governance will also consult public registers of disqualified persons and arrange for a DBS check to be completed. Governors will be made aware of their responsibility to notify the Director of Governance if a change in their circumstances affects their ability to continue in service at a future date.

- 8.5 Every member of the Governing Body and its committees is expected to act with integrity, objectivity and honesty and in the best interests of the College. As such the Governing Body requires Governors to abide by the '*The Seven Principles of Public Life*', as set out by Lord Nolan and referenced in the College's Members' Code of Conduct. These principles apply to anyone, locally and nationally, who is elected or appointed as a public officeholder. They are selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 8.6 The Chair of the People and Governance Committee will consider the outcome of fit and proper person checks and any existing conflicts of interest before the appointment of a Governor. It is inevitable that conflicts of interest will emerge from time to time, particularly in local communities where interests may overlap. The College considers that it is important to identify the conflicts of interest as they arise, and to make sure that they are properly managed
- 8.7 Governors will be asked about potential conflicts of interest, and these shall be declared by way of a declaration of interests' form. Governors will also be required to submit an annual declaration of interest each academic year. As well as each Governor being required to annually declare any changes in circumstance, there is a specific agenda item at each committee and Governing Body meeting to prompt governors to declare any conflicts of interest related to matters to be discussed and voted upon. An annual register of interests is available to the public on request from the Director of Governance.
- 8.8 Safer recruitment practices will be followed in line with the College Recruitment and Selection Policy for all external governor appointments. All governors will be required to undertake an enhanced DBS disclosure on appointment in line with funding requirements and the College's DBS Policy. The College reserves the right to renew a governor's application every three years or complete a status check for those who are registered with the DBS update service.
- 8.9 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 Principal)
 - full time students at the College (except in the case of Student Governors)
 - those with a criminal record or who have been adjudged bankrupt, in certain circumstances specified in the Instruments and Articles of Government.
 - the Clerk to the Governing Body, otherwise known as the Director of Governance.

9. Rejection/Suspension of Membership

9.1 In certain prescribed circumstances, the People and Governance Committee can decide to reject a nomination for a governor or suspend an existing governor for a specified period if one or more of the following grounds apply:

- The governor is paid to work at the College and is the subject of disciplinary proceedings in relation to his or her employment.
- The governor is a student at the College and is the subject of disciplinary proceedings in relation to their study at the College
- The governor is the subject of any court or tribunal proceedings, the outcome of which may be that he or she is disqualified from continuing to hold office as a governor
- The governor has acted in a way that is inconsistent with the College's ethos and values and/or the Members' Code of Conduct, or is likely to bring, the College, the governing body or his or her office of governor into disrepute.
- The governor is in breach of his or her duty of confidentiality to the College, the staff or to the students.

9.2 Any motion to reject a nomination or suspend a governor, must be specified as an agenda item of the People and Governance Committee meeting for which at least seven clear days' notice must be given. The governor or candidate who is proposed for suspension must be given the opportunity to make a statement in response to the grounds for the proposed rejection or suspension, before withdrawing from the meeting and a vote then takes place.

10. Appointing Preferred Candidate(s)

10.1 The Governing Body will:

- Consider the recommendations from the People and Governance Committee and either confirm the appointment or request the Committee to reconsider, giving reasons. They will ensure that suitability checks on the preferred candidate have been carried out.
- Confirm the period of membership, having regard to any need to stagger the retirement dates of independent governors.
- Instruct the Director of Governance to confirm the appointment in writing subject to the acceptance of the Members' Code of Conduct and Declaration of Eligibility, and agreement to undertake a DBS check. To ensure that prospective governors are made aware during their induction of the legal responsibilities they will take on as a charity trustee.

11. Appointment of Co-opted members

11.1 The same process adopted for the recruitment and appointment of independent governors will be adopted for appointing co-opted members.

12. Appointment of Staff Governors

12.1 When the term of office of a Staff Governor is nearing expiry or a vacancy arises for any other reason the Director of Governance will advertise the vacancy to

all staff via email or staff newsletter. Staff Governor positions are open to any staff member who has a permanent contract of employment with the College. One member of the Staff Governor positions is normally reserved for a staff member fulfilling a teaching and academic role and the other for a staff member holding a role in professional services. However, there may be occasions when this may not be possible, and in that case the People & Governance Committee will make a recommendation to the Governing Body. The Governing Body may, at its discretion, appoint a third staff governor for a term of office agreed by them.

- 12.2 Potential new Staff Governors will be invited to submit an expression of interest to the Director of Governance setting out their relevant skills and experience and explaining how they would like to contribute to the role.
- 12.3 If there is only one candidate, that person's name will be put forward to the Governing Body by representatives of the People and Governance Committee following an informal discussion with the candidate and having confirmed eligibility. The Governing Body is to formally appoint the person.
- 12.4 In the event of there being more than one candidate, those staff members who have applied to join the Governing Body will be invited to have an informal discussion with representatives of the People and Governance Committee before selecting eligible persons and prior to recommending appointment to the Governing Body at their next meeting.

13. Appointment of Student Governors

- 13.1 The President of the Student Union will normally be appointed to the role of Student Governor. There will usually be one student from Further Education and another from Higher Education.
- 13.2 The People and Governance Committee will consider nominations in line with the Instrument and Articles and make recommendations to the Governing Body.
- 13.3 Enhanced guidance and support is provided to student governors through induction and regular contact/keep in touch meetings to enable and empower them to participate more fully in business of governance. This will provide enhanced opportunities for the student voice to be maximised and allow other Governing Body members to build a more rounded view and understanding of the student body. The Director of Students Experience and the Director of Governance will provide opportunities for student governors to meet in advance of committee and board meetings to provide further guidance and support.

14. Re-Appointments

- 14.1 With the exception of the Principal, Independent Governors will usually be appointed for a four-year term and will be eligible for re-appointment for an additional four-year term.
- 14.2 At least six months before the term of office of an Independent Governor is due to expire, the People & Governance Committee will consider whether or not to re-appoint. Re-appointment will not be automatic. The People & Governance Committee will consider each term of office a Governor serves on, and 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 Governing Body at the last meeting before the Governor's term of office expires.
- 14.3 Where the Governor concerned is a member of the People & 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 Governing Body.
- 14.4 The Director of Governance 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 5 of this Policy (above).
- 14.5 The People & Governance Committee will consider whether or not to recommend to the Governing Body that the Governor be appointed for a further term of office taking into account factors including:
- the value and relevance of the Governor's skills, knowledge and experience to the work of the Governing Body
 - whether it would be appropriate to refresh the range of skills and experience available to the Governing Body
 - the Governor's contribution and commitment to the College and to the work of the Governing Body (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 14.1).
- 14.6 A Governor's term of office will expire automatically unless the People & Governance Committee decides to recommend a further appointment and the Governing Body accepts the recommendation. The Director of Governance will advise the member of the Committee's decision.

15. Administering the Procedures

- 15.1 The Director of Governance 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 policy is published on the College website and will be made available for inspection by any person during normal office hours.