

The Board of Governors
PROCEDURES FOR THE SELECTION OF
MEMBERS OF THE BOARD OF GOVERNORS

1. Introduction

- 1.1. This document sets out the procedures for the selection of members of the Board of Governors under each category of membership. Procedures for the selection and appointment of members will be undertaken in accordance with the Articles of Government.
- 1.2. The procedure also incorporates the process for the appointment of chairs of committees and the election of the Chair and Vice Chair of the Board of Governors and Company.
- 1.3. The Board has determined that it will appoint External Independent Members to some of its committees. A procedure for the selection of such members is also included.
- 1.4. The Search Committee will have oversight of the application of these procedures.

2. For all vacancies on the Board of Governors

- 2.1. Prior to any vacancies being filled the Search Committee will consider:
 - 2.1.1. The experience and expertise required to fulfil corporate governance responsibilities.
 - 2.1.2. The skills, experience and expertise offered by current members.
 - 2.1.3. The diversity profile of current members.
 - 2.1.4. The category of membership in which the vacancy exists.
- 2.2. For each vacancy the Search Committee will use the agreed governor job description and person specification and will prepare a written brief which includes any specific experience and expertise required for each particular vacancy.

Appendix 1	Selection of members of the Board of Governors (other than staff and students)
Appendix 2	Staff Governors
Appendix 3	Student Governor
Appendix 4	Appointment of chairs to the committees of the Board of Governors
Appendix 5	The appointment of external independent members
Appendix 6	Election of the chair and vice-chair of the Board of Governors
Appendix 7	Election of the chair and vice-chair of the Company
Appendix 8	Re-appointment of members of the Board of Governors

Members of the Board of Governors (other than staff and students)

1. Procedures for the selection of Members of the Board of Governors

- 1.1. The Search Committee will appoint a panel to undertake the recruitment process. This will usually consist of members of the Search Committee, plus another governor or external expert where particular skills are required, and will be serviced by the Clerk to the Governors.
- 1.2. Based on the skills being sought the panel will determine an advertising plan for the vacancy.
- 1.3. Potential options which could be utilised include:
 - 1.3.1. Advertisement on the College website;
 - 1.3.2. Open advertisement on a range of governor/volunteering/trustee finder websites;
 - 1.3.3. Specialist press and websites for specific skills;
 - 1.3.4. Targeted approaches to individuals or organisations likely to offer the skills and experience being sought.

2. Information

- 2.1. An information pack will be prepared which will be sent to all applicants.

3. Applications

- 3.1. Applications will be by CV and covering letter.

4. Shortlisting the nominees and applications received by the closing date

- 4.1. Applications will be shortlisted against the person specification by the panel.

5. Potential Board members: Interviews

- 5.1. Those individuals shortlisted will be invited to an interview with the panel. The panel will have delegated authority to make recommendations on behalf of the Search Committee to the Board of Governors.
- 5.2. The quorum for the interview panel will be two.
- 5.3. The panel will consider the outcome of the interviews, review them in the context of the written brief and governor job description and person specification and agree recommendations for appointments to be made to the Board of Governors.
- 5.4. In arriving at its shortlist the panel will take into consideration the current balance of experience and expertise on the Board and the diversity of members. Some individuals who meet the criteria for appointment therefore may not be recommended for appointment given the make-up of current members of the Board. With their permission their details will be retained and considered for future vacancies, or as members of a time limited working group which the Board may create from time to time.
- 5.5. Following the interviews the panel will report outcomes to the Search Committee. This can be done by written report outside of a meeting.

6. Recommendations for appointment to the Board of Governors

- 6.1. Recommendations for appointments to the Board of Governors will include a summary of the outcome of the interview panel and the skills and experience of the proposed member(s), the category of membership they will be appointed to and the proposed start and end dates of the period of office.

1. Introduction

- 1.1. The appointment of staff governors will be by nomination and election from amongst the appropriate constituency of staff;
 - member of the residential, administrative and support team - staff employed by the College on a RAST contract.
 - member of the academic/academic related team - staff employed by the College on an academic/academic related contract.
- 1.2. The Clerk to the Governors will act in the capacity of returning officer.

2. Nomination Process

- 2.1. A call for nominations will be issued to the appropriate constitution of staff inviting nominations.
- 2.2. The call for nominations will be for a period of at least 15 days from the date on which the call is announced. Members of staff should nominate themselves, be seconded by a colleague from the same staff group and provide a statement, of no more than 250 words, to the returning officer stating why they feel they are suitable to be a staff governor.
- 2.3. The returning officer will disregard any nomination forms received after the closing date.
- 2.4. If only one nomination is received for each position then the candidate will be deemed elected.
- 2.5. If more than one nomination is received for each position a secret ballot will be held.

3. Election Process

- 3.1. Following the deadline for the call for nominations there will be seven days in which the electorate will be informed of the nominees and their statements. The returning officer will circulate ballot papers to the electorate after this seven-day period. The statements from the nominees will also be reproduced on the ballot form.
- 3.2. Ballot papers may be paper based or a suitable electronic voting system may be used.
- 3.3. At least 10 days from the day of circulation of ballot forms will be allowed for the electorate to return their completed ballot form to the returning officer. The ballot form will clearly state the deadline by which the returning officer must receive the completed ballot form and the returning officer's address.
- 3.4. The returning officer will disregard any ballot forms received after the closing date.
- 3.5. A candidate will be elected by achieving a majority of the total vote for each position. In the event of the number of votes for two or more candidates being equal a second ballot between the tied candidates will be undertaken.
- 3.6. The returning officer will inform the electorate and the Board of Governors of the election outcome and provide written recommendations to enable the Board of Governors to approve the appointment of the successful candidate(s). The recommendations to the Board should include the start and end dates of the period of office.

1. Nomination and Selection Process

- 1.1. The Clerk to the Governors will contact the newly appointed president of the Students' Union and request a nomination for the position of student governor.
- 1.2. The student governor will normally, but not always, be the president of the Students' Union or another member of the executive committee.
- 1.3. The process for the nomination and selection of the student governor is a matter for the Students' Union, but must be a democratic and fair process which is approved by the Clerk to the Governors.
- 1.4. If appropriate the Clerk to the Governors will attend a meeting of the students to explain the role and the importance of student involvement in the governance process.
- 1.5. The nomination will normally be presented to the December meeting of the Board of Governors for approval.

Appointment of Chairs to the Committees of the Board of Governors

1. Criteria for Appointment

1.1. Those eligible to be a chair of a committee of the Board are as follows:

Search Committee	The chair of the Board of Governors will normally chair the Search Committee.
Remuneration Committee	The committee will be chaired by a member of the Board of Governors eligible for membership of the committee. The chair of the Board of Governors, whilst eligible for membership of the committee, is not eligible to chair the committee.
Audit Committee	<p>The committee will be chaired by a member of the Board of Governors eligible for membership of the committee.</p> <p>An external independent member of the Audit Committee should not normally be appointed as its chair as the chair has to be able to attend, as of right, all meetings of the Board of Governors.</p> <p>The Audit Committee must be independent and objective and should therefore not be chaired by the chair of the Board of Governors and not normally be chaired by the Vice-Chair of the Board of Governors.</p>
Policy and Finance Committee	<p>The committee will be chaired by a member of the Board of Governors eligible for membership of the committee.</p> <p>Staff or student members will not normally be appointed as Chair of the Finance Committee.</p>
Quality Committee	<p>The committee will be chaired by a member of the Board of Governors eligible for membership of the committee.</p> <p>Staff or student members will not normally be appointed as Chair of the Quality Committee.</p>

2. Procedures for Appointment

2.1. In the event of a vacancy for a chair of a committee a recommendation will be made to the Board of Governors based on the experience and expertise of members on the committee.

2.2. In reaching its decision the Board of Governors should take cognisance of the individual's existing commitments.

1. Procedures for Appointment

- 1.1. The procedure for the selection of external independent members will replicate that of the selection of members of the Board of Governors (other than staff and students) as outlined in Appendix 1.
- 1.2. Where appropriate the chair of the relevant committee will be part of the interview panel.

1. Procedure for the Election of the Chair and Vice-Chair of the Board of Governors

- 1.1. The Clerk to the Governors will be responsible for the conduct of the election of the chair and vice-chair of the Board of Governors.
- 1.2. At an appropriate time before the end of a period of office, or as soon as possible in the event of a vacancy during a period of office, the Clerk to the Governors will start the election process.
- 1.3. The Clerk to the Governors will invite those members of the Board who are eligible for election as chair or vice-chair of the Board to submit a self-nomination form. All nominations must be seconded by another member of the Board of Governors.
- 1.4. The Clerk to the Governors will announce the nomination(s) for the chair or vice-chair to the Board of Governors who will then determine an appropriate process for election. This could be by open or secret ballot and could be either within a meeting of the Board or by email/postal ballot.
- 1.5. If the outgoing chair or vice-chair is a nominee for re-appointment any discussion/election at a meeting of the Board of Governors will be chaired by another member for the duration of the item relating to election of the chair or vice-chair.
- 1.6. If a vote is required on the nominations the successful candidate will be that nominee who has the majority of the votes.
- 1.7. In the event of a tie a second ballot will be held.

2. Procedure for the Election of the Chair and Vice-Chair of the Company

- 2.1. The chair of the Board of Governors is normally also chair of the Company.
- 2.2. The Clerk to the Governors will be responsible for the conduct of the election of the chair and vice-chair of the Company.
- 2.3. At an appropriate time before the end of a period of office, or as soon as possible in the event of a vacancy during a period of office, the Clerk to the Governors will start the election process.
- 2.4. The Clerk to the Governors will invite those members of the Board who are eligible for election as chair or vice-chair of the Company to submit a self-nomination form. All nominations must be seconded by another member of the Company.
- 2.5. The Clerk to the Governors will announce the nomination(s) for the chair or vice-chair to the Company who will then determine an appropriate process for election. This could be by open or secret ballot and could be either within a meeting of the Company or by email/postal ballot.
- 2.6. If the outgoing chair or vice-chair is a nominee for re-appointment any discussion/election at a meeting of the Company will be chaired by another member for the duration of the item relating to election of the chair or vice-chair.
- 2.7. If a vote is required on the nominations the successful candidate will be that nominee who has the majority of the votes.
- 2.8. In the event of a tie a second ballot will be held.

1. Procedure for the Re-appointment of Members of the Board of Governors

- 1.1. The standing orders of the Board of Governors state that members may be re-appointed for a second term of four years, and in exceptional circumstances, and in the interests of continuity, members may be re-appointed for a further period of office.
- 1.2. At an appropriate time before the end of a period of office the Clerk to the Governors will present to the Search Committee a summary of the attendance of the member along with any other information they feel relevant in terms of their potential re-appointment.
- 1.3. The Search Committee will consider the contribution and attendance of the member, along with any other factors they feel are relevant to their potential re-appointment e.g. skills and expertise.
- 1.4. The Search Committee will make a recommendation to the Board of Governors regarding re-appointment.