



Northern College

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, along with 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.
- 1.2. All appointments will be made in accordance with the Memorandum 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 and diversity.
- 1.4. The Search and Governance 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 normally the Search and Governance Committee will consider:
 - 2.1.1. the experience and expertise required to fulfil corporate governance responsibilities.
 - 2.1.2. Using the skills matrix the skills, experience and expertise offered by current members.
 - 2.1.3. the College strategy and objectives, along with any current challenges and areas for development.
 - 2.1.4. the diversity profile of current members.
 - 2.1.5. the category of membership in which the vacancy exists.
- 2.2. For each vacancy the Search and Governance Committee will use the agreed governor role 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

3. Safer Recruitment and Compliance

- 3.1. Safer recruitment practices will be followed in line with the College Recruitment and Selection Policy for all external governor appointments.
- 3.2. All governors will be required to undertake a Basic DBS disclosure on appointment in line with funder requirements and the College's DBS Policy. All governors will be required to renew their application every three years, or a status check will be carried out for those who are registered with the DBS update service.
- 3.3. All offers of appointment as a governor at the College will be subject to the receipt of satisfactory references. We will seek two references for all successful candidates; ideally both will be references relevant to the role. All referees will be asked whether they believe the applicant is suitable for the role and whether they have any reason to believe that the applicant is unsuitable to volunteer at the College. All referees will be sent a copy of the role description. The College will only accept references obtained directly from the referee.
- 3.4. All governors will be required to make relevant declarations in line with charity and company law on appointment. Their details will also be checked against the disqualified trustees register, disqualified directors register and insolvency register. These declarations and checks will be repeated annually throughout the period of appointment as a governor.

Appendix 1

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 and Governance Committee will normally appoint a panel to undertake the recruitment process. This will usually consist of members of the Search and Governance 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/recruitment plan for the vacancy. This could include engaging the services of a specialist search agency.

2. Information

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

3. Applications

- 3.1. Applications will normally 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 and Governance 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 as appropriate, 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 and Governance Committee.

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.

Appendix 2 Staff Governors

1. When the term of office of a staff governor is nearing expiry or a vacancy arises for any other reason the Clerk to the Governors will seek nominations from the relevant constituency as follows:
 - 1.1. member of the business services team - staff employed by the College on a business services contract.
 - 1.2. member of the curriculum team - staff employed by the College on an academic/academic related contract.
2. All nominations must be proposed and seconded and be made in writing on a form prescribed by the Clerk to the Governors.
3. If there is only one nominee, that person's name will be put forward to the Board of Governors which will appoint that nominee (provided that they are otherwise eligible for membership).
4. 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.
5. The Clerk to the Governors will determine the arrangements for the ballot and oversee the issue and receipt of ballot papers.
6. Nominees will be invited to produce a short statement (of no more than 250 words) in support of their candidature which will be circulated with the ballot papers.
7. After the closing date for the ballot, the Clerk to the Governors will publish the name of the candidate elected for appointment.
8. No recommendation from the Search and Governance Committee is required, and the Clerk to the Governors will ask the Board of Governors to confirm the appointment at its next meeting.

1. Nomination and Selection Process

2. At the appropriate time the Clerk to the Governors will seek applications from the relevant constituency as follows:
 - 2.1. students enrolled on a course at the College;
 - 2.2. those students only attending a short course(s) will not be eligible as their period of appointment would not be feasible.
3. All applications must be made in writing on a form prescribed by the Clerk to the Governors.
4. If there is only one application, that person's name will be put forward to the Board of Governors for appointment (provided that they are otherwise eligible for membership).
5. No recommendation from the Search and Governance Committee is required, and the Clerk to the Governors will ask the Board of Governors to confirm the appointment at its next meeting.
6. In the event of there being more than one application applicants will be shortlisted/ interviewed by a panel of the Search and Governance Committee who will evaluate the candidates against the role description and person specification and make a recommendation to the Board of Governors. The quorum for the panel will be two.
7. After the interview process the Clerk to the Governors will publish the name of the applicant selected for appointment.

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 and Governance Committee	The chair of the Board of Governors will normally chair the Search and Governance 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 normally 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.

Election of the Chair and Vice-Chair of the Board of Governors

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 normally present to the Search and Governance 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. Where the governor concerned is a member of the Search and Governance Committee they will withdraw from the meeting and take no part in the discussion or voting in relation to their future membership.
- 1.4. The Search and Governance Committee will consider:
 - 1.4.1. the contribution and attendance of the member;
 - 1.4.2. the value and relevance of the governor's skills, knowledge and experience to the work of the governing body;
 - 1.4.3. informed by the governor skills matrix whether it would be appropriate to refresh the range of skills and experience available to the governing body;
 - 1.4.4. 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);
 - 1.4.5. participation in governor training and development events
 - 1.4.6. the length of the governor's previous service.
- 1.5. The Search and Governance Committee will make a recommendation to the Board of Governors regarding re-appointment.