

**Process and Procedures for the appointment of members and designated officers of the Board**

**1. Constitution of the Board**

1.1 The constitution of the Board is set out in the Instrument of Government and provides for a number of different categories of membership as follows:

Total size:	not less than 12 and not more than 24 members of whom at least half must be independent members.
Independents:	Up to thirteen.
Teaching staff <sup>1</sup> :	Up to two nominated by Academic Board.
Students:	Up to two nominated by students.
Co-opted:	At least one and not more than nine.

Within these parameters, it is for the Board to determine specific membership numbers. The currently agreed arrangements are:

Independents:	10-13
Teaching staff:	One member nominated by Academic Board.
Students:	Two members elected by the student body. One is designated as an elected representative of the Students' Union.
Co-opted:	Two members. One to be a member of University teaching staff elected by and from the body of eligible teaching staff and one to be a member of University support staff elected by and from the body of eligible support staff.

1.2 The Clerk to the Board is responsible for keeping a membership register detailing membership expertise and terms of office.

1.3 Governance & Nominations Committee is responsible for regularly reviewing the membership of the Board so that any vacancies arising are actioned in good time.

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<sup>1</sup> For the purposes of membership of the Board, teaching staff are deemed to be those returned as academic staff to HESA. This includes graduate teaching assistants, doctoral tutors, academic managers and research staff at grade 8 or above.

1.4 All Board members must adequately meet the 'fit and proper person' standards to be eligible to serve on the Board as noted in Appendix A. This will be tested through the appointment process and members are required to complete an annual declaration to confirm their continuing eligibility.

## **2. Appointment of Independent Members**

2.1 The Board seeks to maintain a broad spread of skills and experience among Independent members including executive-level representation from the financial, legal, estates, education, health, human resources and general management professions. In addition, the Board seeks to ensure an appropriate balance of membership in relation to gender and ethnicity and representation from the local community.

2.2 The Board has an agreed role description, person specification and application process for membership vacancies.

2.3 On the occasion of a vacancy arising, Governance & Nominations Committee will determine any specific requirements and authorise the Clerk to commence the appointments process.

2.4 All vacancies are advertised on publicly accessible listings for at least a four week period. In addition, Independent Governors and Directorate members will be invited to submit nominations to the Clerk based on the role and person specification. Local or specialist press may also be used. Search agencies are not normally engaged for ordinary member appointments.

2.5 The Clerk will acknowledge receipt of applications and may seek additional information where necessary.

2.6 Governance & Nominations Committee will establish a Panel for shortlisting and interview purposes. The Panel will normally comprise the Chair of the Board and at least two other Independent Governors one of whom will normally be the Deputy Chair. The Vice-Chancellor will be an adviser to the interview panel. Panels will be serviced by the Clerk.

2.7 All shortlisted applicants will be offered an opportunity to visit the University informally prior to interview.

2.8 Brief details of shortlisted applicants will be circulated to all Independent members prior to the offer of an interview.

2.9 Shortlisting and interviews will be undertaken with reference to the person specification.

- 2.10 The Clerk will write to successful and unsuccessful candidates as soon as possible following each stage of the process.
- 2.11 Offers of appointment will be subject to the receipt of satisfactory references and are subject to full Board approval.
- 2.12 On acceptance of the appointment, the Clerk will instigate the standard induction processes.
- 2.13 The term of office for ordinary members is three years and is renewable. The maximum period of office for any member is nine years except in relation to 3.12 and 3.15 below.
- 2.14 Renewal of appointment is subject to a formal review process conducted by the Chair of the Board and confirmed through Governance & Nominations Committee.
- 2.15 Governors may resign their position at any time during their period of office by giving written notice to the Clerk.
- 2.16 Where necessary, governors may request a period of leave of absence for personal reasons which will be considered by the Chair of the Board. An approved period of absence relates solely to attendance at meetings and is not indicative of a sabbatical from the role. It is not possible for governors to take a sabbatical from the role, and governors hold all the responsibilities of their office for the full term of their appointment.

### **3 Appointment of Chair and Deputy Chair of the Board**

- 3.1 The Board shall appoint a Chair and Deputy Chair from amongst the independent members.
- 3.2 The Board has an agreed role description and person specification for the role of Chair and Deputy Chair.
- 3.3 The recruitment process for the Chair will normally be overseen by a special sub-committee of the Board acting for that purpose not including the outgoing Chair (who may however be consulted in an advisory capacity). The sub-committee may include an external advisor.
- 3.4 The Chair may be recruited from existing independent members or may be appointed following external advertisement and selection as advised by Governance & Nominations Committee and determined at the time by the Board.

- 3.5 If the Chair is to be recruited from existing governors, interested members will normally be expected to apply formally in writing to the selection sub-committee via the Clerk and attend for interview.
- 3.6 If the Chair is to be recruited through an external process, the Clerk will place details on publicly accessible listings and process any other advertisements determined by the selection sub-committee. Advertised vacancies will be held open for a period of at least four weeks. The selection sub-committee may choose to engage a search agency to assist with the appointment. Existing Board members will be eligible to apply through the external process.
- 3.7 Brief details of shortlisted applicants will be circulated to Board members prior to the offer of an interview.
- 3.8 Shortlisting and interviews will be undertaken with reference to the person specification.
- 3.9 The Clerk will write to successful and unsuccessful candidates as soon as possible following each stage of the process.
- 3.10 Offers of appointment will be subject to the receipt of satisfactory references and approval of the full Board.
- 3.11 A suitable induction process will be agreed in consultation with the person appointed.
- 3.12 The term of office for the Chair of the Board is three years and is renewable. The maximum period of office is nine years except where the Chair is appointed from existing members of the Board in which case the maximum period of membership of the Board may be extended from nine to twelve years.
- 3.13 Renewal of appointment is subject to the continuing confidence of the Board.
- 3.14 The Deputy Chair will be appointed by the Board from amongst its Independent members following recommendation from Governance & Nominations Committee.
- 3.15 The term of office for the Deputy Chair of the Board is three years and is renewable. The maximum period of office is six years and the maximum period for membership of the Board may be extended from nine to twelve years to accommodate this.
- 3.16 Renewal of appointment is subject to the continuing confidence of the Board.

## **4 Committee membership**

- 4.1 Governance & Nominations Committee will allocate all independent governors to at least one of the Board sub-committees taking account of their preferences and expertise.
- 4.2 Committee allocations are made for three years in the first instance and will be reviewed at the same time as continued Board membership.
- 4.3 Any governor seeking reallocation in the intervening period may approach the Chair or the Clerk.
- 4.4 The Board encourages but does not require committee membership rotation. Individual interests will form part of the annual discussions with the Chair. Final decisions will be made by Governance & Nominations Committee in the best interests of the Board.
- 4.5 Governance & Nominations Committee will keep under review the membership of other specialist committees and groups as required. This includes:
  - *Dismissal of Senior Postholders*
  - *Appeals Panel: Student Discipline*
  - *Honorary Awards Committee*
  - *WLBC Forum*

## **5 Appointment of Committee Chairs**

- 5.1 Governance & Nominations Committee will make recommendations to the Board for the appointment of independent governors as Committee Chairs.
- 5.2 Committee Chairs will normally have served at least one term of office as a governor and have professional expertise relevant to the committee.
- 5.3 The term of office for Committee Chairs is three years renewable within the maximum period of membership of the Board on recommendation by Governance & Nominations Committee.

## **6 Link Governors**

- 6.1 The Board operates a scheme of link governors for the major Academic Board committees. Vacancies in these positions are advertised amongst independent members by the Clerk and confirmed by the Chair.

- 6.2 Governors may also request to be linked to an academic or service department for a limited period to enhance their knowledge and understanding of a particular area of the University.

## **7 Academic Board Nominee**

- 7.1 The Academic Board nominee on the Board of Governors is nominated by the Academic Board<sup>2</sup> from its academic staff members for a three year period. The nomination is subject to approval by the Board of Governors.
- 7.2 It is recognised that a staff member's term in office on the Academic Board wont necessarily align with the duration required for the Academic Board Nominee on the Board of Governors. Academic staff members may only be considered for the role of Academic Board Nominee where there would not be more than one calendar year between the individual completing their term on the Academic Board and continuing to hold office as the Academic Board Nominee on the Board of Governors.
- 7.3 This position may be renewed for one further three year term subject to re-nomination.

## **8 Staff Governors (Co-opted)**

- 8.1 The Board makes provision for one member of academic staff and one member of support staff to be co-opted members of the Board. These positions are determined through election by and from eligible staff<sup>3</sup> and are subject to approval by the Board. The period of office for staff Governors is three years and may be renewed for one further three year term subject to re-election.

## **9 Student Governors**

The Board makes provision for two student governors as members of the Board to be elected annually by and from the student body. One of these will be an elected representative of the Students' Union. The terms of the elections are set out in the Students' Union constitution which is approved by the Board.

## **10 Re-appointment**

- 10.1 Independent governors who have completed their maximum term of office may be considered for re-appointment after six years have elapsed.

## **11 Removal from Office**

- 11.1 Governors may be removed from office if they have been absent from meetings of the Board for a period of twelve months without the permission of the Board or if their attendance at meetings falls below 60% in any one year without good reason or if they are otherwise deemed unable or unfit to discharge the functions of a member.
- 11.2 Such cases are considered by Governance & Nominations Committee and a recommendation will be made to the Board.

**Helen Smallbone**  
**Clerk to Governors**

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<sup>2</sup> Nomination procedures to be determined by Academic Board.

<sup>3</sup> All staff on permanent contracts from each constituency are eligible to stand for election.

**A fit and proper person:**

- a. Is of good character.
- b. Has the qualifications, competence, skills and experience that are necessary for their role.
- c. 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.
- d. 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.

**The following are indicators that a person may not be a fit and proper person:**

- a. 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.
- b. Conviction of a criminal offence anywhere in the world
- c. Subject of any adverse finding in civil proceedings, where relevant, including but not limited to bankruptcy or equivalent proceedings (in the last three years).
- d. Subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies.
- e. Involvement in any abuse of the tax systems.
- f. Involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated.
- g. 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.
- h. Dismissal from a position of trust or similar.
- i. 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, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.).