

# Appointment, Re-Appointment & Removal of Governors Procedure

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## **1. GENERAL**

- 1.1 With the exception of the Principal, Staff and Student Governors, Governors will only be appointed by the Corporation following a recommendation from the Search & Governance Committee.
- 1.2 All appointments will be made in accordance with the Instrument 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 & Diversity.

## **2. APPOINTMENT PROCESS – GOVERNORS (other than the Principal, Staff & Student Governors)**

- 2.1 Where a vacancy (other than for the Principal, Staff or Student Governors) arises or is due to arise, the Search & Governance Committee will look at the immediate and future needs of the College and the current skills mix of the Corporation, seeking to identify any gaps in experience or expertise and to ensure appropriate balance in terms of diversity. 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
- risk management
- health and safety

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.

- 2.2 Potential candidates will then be sought by various means as decided by the Committee and depending on the particular circumstances and sector background/professional skills being sought. These may include:

- advertising and PR articles (locally, nationally or in specialist journals as appropriate)
  - social media / website
  - targeted mail-shots
  - personal nomination (by existing Governors or stakeholder organisations and others)
  - consultation with local business organisations/businesses/networks, local authorities and other public sector organisations, community groups or
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other appropriate organisations likely to employ, represent or know of people with the skills and experience required.

2.3 The process for selection will be as follows: -

- 2.3.1 All prospective applicants/ nominees will be provided with 'The Governor Role Description' document and the opportunity to discuss the role in more detail with the Director of Governance and/ or Chair of the Corporation.
- 2.3.2 Prospective applicants/nominees will be asked to submit a Governor application form.
- 2.3.3 Where there is more than one candidate a shortlist will be drawn up based on the skills needs identified.
- 2.3.4 Prospective candidates will be invited to meet with at least two members of the Search & Governance Committee plus the Director of Governance. The purpose of the meeting will be to confirm that the candidates:
  - have the requisite skills and experience;
  - 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 Corporation; and
  - are willing and able to commit sufficient time and energy to the role.
- 2.3.5 A report will be made to the other members of the Search & Governance Committee, and a recommendation from the Search & Governance Committee will be put to the following Corporation meeting. This recommendation may also include a recommendation for the new member to join a committee.
- 2.3.6 Full induction training will be provided to all new Governors and a buddy (if required) will be identified.
- 2.3.7 The Director of Governance, with the permission of those concerned, will maintain a database of interested individuals with view to matching them with a suitable vacancy at an appropriate time.
- 2.3.8 The Corporation and/or its committees have the opportunity to co-opt additional persons to serve on the Corporation's committees so as to enhance the mix of skills and interests without appointing them as full members of the Corporation and this may be offered to candidates or other appropriately qualified and experienced individuals, in line with Paragraph 12 of the College Standing Orders. Co-opted members (Associate Governors) will serve for a maximum period of four years, after which time their appointment will be reviewed by the Corporation.

### **3. RE-APPOINTMENT – GOVERNORS (other than the Principal, Staff & Student Governors)**

- 3.1 With the exception of the Student Governor and Principal, Governors shall be appointed for a four-year period and shall not normally be eligible to serve more than two terms (i.e., 8 years) except where they hold or are about to hold an "office" i.e., as Chair or Vice-Chair of the Corporation or a Committee.
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- 3.2 Before the expiry of a Governor's first term of office, the Director of Governance should contact the member concerned and ask if they are willing to continue into a second term of office. The member may request a shorter term than a four-year re-appointment and this will be reported to the Search & Governance Committee to consider alongside their other deliberations.
- 3.3 If the Governor is willing to continue, then the Search & Governance Committee will consider whether or not to re-appoint. Re-appointment will not be automatic. The Search & Governance Committee will consider each term of office a Governor serves on 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 re-appointment should be considered and approved at the meeting prior to the expiry of the first term.
- 3.4 Where the Governor concerned is a member of the Search & 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 Corporation.
- 3.5 The Search & Governance Committee will consider whether or not to recommend to the Corporation that the Governor be appointed for a further term of office (of four years or shorter if so requested by the member) considering factors including:
- the value and relevance of the Governor's skills, knowledge and experience to the work of the Corporation;
  - whether it would be appropriate to refresh the range of skills and experience available to the Corporation;
  - the Governor's contribution and commitment to the College and to the work of the Corporation (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 3.1).

The Director of Governance will report to the Corporation the Search & Governance Committee's recommendation for consideration and approval.

- 3.7 If the re-appointment is contested, then the Search & Governance Committee will consider the re-appointment in the light of the objection raised. If the Search & Governance Committee upholds the objection, then the Director of Governance will refer the decision to the Corporation. If the Corporation make the decision not to re-appoint, then the Director of Governance will communicate to the member that his/her appointment will not be continued into a second term. If the objection is rejected then the Corporation will approve the re-appointment at the meeting prior to the expiry of the first term.
- 3.8 Members will 'normally' not serve more than two consecutive terms of office, (see 3.1). This also applies to the co-opted members (Associate Governors). In exceptional circumstances a Governor may be re-appointed for a further period of time (not necessarily four years). Exceptional circumstances could include being a member of a working group where continuing membership would be beneficial until completion of the project. Alternatively, if the skills and expertise of a member were considered to be so valuable, they would be difficult to replace. In this latter example, the Search & Governance Committee would meet prior to the expiry of the governor's term of office, to consider recommending to the Corporation a short-term extension to the appointment whilst every opportunity was continued to be explored to recruit the skills and expertise required.
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- 3.9 A Governor's term of office will expire automatically unless the Search & Governance Committee decides to recommend a further appointment and the Corporation accepts the recommendation. The Director of Governance will advise the member of the Committee's decision.

#### **4. APPOINTMENT & RE-APPOINTMENT PROCESS – STAFF GOVERNORS**

- 4.1 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 seek expressions of interest from members of staff (both full-time and part-time) in either the academic staff or non-academic staff categories, whichever applies.
- 4.2 If there is only one nominee, that person's name will be put forward to the Corporation which will appoint that nominee (provided that they are otherwise eligible for Corporation membership).
- 4.3 In the event of there being more than one nomination, a ballot will be held in which either academic or non-academic staff (depending on the associated staff governor vacancy) will be entitled to vote.
- 4.4 The Director of Governance will determine and oversee the arrangements for the ballot. Nominees will be invited to produce a short statement in support of their candidature which will be circulated with the arrangements for the ballot.
- 4.5 After the closing date for the ballot, the Director of Governance will ask the Corporation to confirm the appointment at its next meeting (provided that they are eligible for Board membership).
- 4.6 Staff Governors will be appointed for no more than two terms of four years. Prior to the expiry of the first term of office, the Director of Governance will contact the staff member to ascertain whether they wish to serve another four-year term or not. If they wish to serve a further term the Director of Governance will report this to the Corporation prior to the expiry of their initial term of office who will confirm the second term (provided that they continue to be eligible for Corporation membership).

#### **5. STUDENT GOVERNOR AND STUDENT OBSERVER**

- 5.1 Nominations for Student Governor and Student Observer will be sought from the College Student's Representation process and overseen by the College Student Union & Enrichment Co-ordinator.
- 5.2 The Director of Governance will ask the Corporation to confirm the appointment at its next meeting (provided that they are eligible for Corporation membership).
- 5.3 Student governor's and observer's shall not hold office for more than one year, (usually to the end of the academic year in which they are appointed) or as determined by the Corporation.
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## **6. THE PRINCIPAL**

- 6.1 In accordance with the Instrument of Government, the Principal shall be a Governor of the College unless they choose otherwise.
- 6.2 Separate arrangements apply to the selection and appointment of the Principal.

## **7. CONDITIONS OF APPOINTMENT**

- 7.1 It is a condition of appointment for all governors that they must:
- declare their interests in the form prescribed by the Board
  - declare their eligibility for Board membership
  - agree to be bound by the Code of Conduct approved by the Board
- 7.2 It is a condition of appointment of external Governors that they must undertake a Standard DBS check and provide a suitable reference.
- 7.3 The Director of Governance may also undertake additional due diligence checks on behalf of the Board to confirm that a Governor is a fit and proper person and eligible to be appointed.
- 7.4 The Board shall only appoint external Governors having first considered the advice of the Search & Governance Committee.
- 7.5 The Board shall only appoint all Governors in accordance with the Instrument of Government of the College.

## **8. SUCCESSION PLANNING**

- 8.1 This policy will be operated in such a way as to keep to a minimum the length of time governor and committee member positions remain vacant.
- 8.2 The position of Vice Chair may be used in the context of succession planning although it is recognised that it will not always be the case or the intention that the Vice Chair succeeds the Chair.

## **9. TERMINATION OF MEMBERSHIP / REMOVAL OF GOVERNORS**

- 9.1 Clause 8 of the Instrument of Government states “that:
- if the Corporation is satisfied that:
- a. a member is unfit or unable to discharge the functions of a member; or
  - b. it is in the best interest of the Corporation that the member stand down (as an example, but not limited to, there being reasonable grounds for considering that the member is unsuitable to work with young people and/or vulnerable adults); or
  - c. a member has been absent without agreed cause from meetings of the Corporation for a period longer than four consecutive months.

the Corporation may by notice in writing either by hard copy or in electronic form to that member remove or suspend the member from office.

Any person who is a member of the Corporation by virtue of being a member of the staff at the College, including the Principal, shall cease to hold office upon ceasing to be a member of the staff.

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A Student Member shall cease to hold office:

- (a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide;  
or
- (b) if expelled from the College."

9.2 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 and would be considered by the Corporation as reasons that a Governor may be removed:

- 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, the Internet or social media (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

9.3 In addition to the above, there are other circumstances which may trigger an investigation into a Governor's performance and contribution including:

- **Attendance** - 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 four-month consecutive 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.
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- **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.

9.4 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 Corporation, taking into account the factors set out in section 9 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.
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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.
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