Corporation Appointment, Re-appointment and Succession Planning procedures

Approved by: Corporation
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1. Introduction

1.1 The purpose of this document is to set out Halesowen College Corporation's approach to the appointment, re-appointment and succession planning of Corporation members (also known as governors) and co-opted members of its committees.

1.2 The Instrument & Articles of Government, the governing document of the Corporation, states how its members should be appointed, which varies according to governor type. This document clarifies how these appointments are carried out in practice and ensures requirements set out in the Instruments & Articles of Government will be complied with.

1.3 As the governing body of the college, it is important the Corporation maintains sufficient, representative and appropriately skilled/experienced membership to undertake its role and responsibilities, and ensures continuity of leadership, especially when governors with additional roles (eg Chair, Vice Chair and Committee Chairs) resign or come to the end of their tenure. This will be achieved through structured recruitment activity and succession planning, as described in this policy

1.4 This document takes account of the statutory requirements set out in:

- FE and sixth-form college corporations: governance guide - GOV.UK
- Keeping children safe in education - GOV.UK

2. Corporation composition

2.1 The composition and the determination of the Corporation is defined in its Instrument & Articles of Government.

2.2 The Corporation comprises:

- Independent governors (no maximum number)
- Principal/CEO (one)
- Staff governor (one)
- Student governors (two)

2.3 The Corporation is the appointing authority for independent governors and the Principal/CEO (see Section 3).

2.4 Staff and student governors are appointed by their peers, via a process of expressions of interest and election (see Sections 5 and 6).

2.5 The Corporation may appoint a candidate as a co-opted committee member, which means they do not have the responsibilities of a college governor but are invited to meetings of their allocated committee and are able to engage, contribute and challenge in the same way a governor can.

2.6 The processes detailed in Sections 3-6 can be summarised as follows:

Governor type	Appointment process	Term of office	Appointing authority
Independent governor	Panel interview and recommendation to Corporation	1 year (3 years) (4 years)	Corporation
Principal/CEO	Ex-officio, linked to employment		Corporation
Staff governor	Expressions of interest and election	2 years	Staff
Student governor	Expressions of interest and election (aligned to the SU process)	2 years (overlapping)	Students
Co-opted committee member	Determined on a case-by-case basis	Determined on a case-by-case basis	Corporation

3. Independent governors

3.1 The Corporation is the appointing authority for independent governors; however, it will not make appointments without first consulting the advice of the Personnel Committee. The remit of the Personnel Committee includes the 'Search' function, which is to consider nominations/ applications and make recommendations to the Corporation on the appointment and re-appointment of members of the Corporation and co-opted members of committees.

3.2 The Director of Governance will monitor when terms of office will end. When an existing governor's term of office is due to end, the Director of Governance will speak with the governor regarding their intentions. If they would like to continue for a further term, the Personnel Committee will be asked to consider the recommendation for their re-appointment at its next meeting.

3.3 The Director of Governance will notify the Chair of the Corporation, Vice Chairs and Personnel Committee in the first instance in the event of a resignation, followed by the wider Corporation. The Director of Governance will lead the recruitment activity, with direction from the Personnel Committee, and will use a range of methods to raise awareness of any vacancies. This includes social media, press releases, internal communications, community newsletters, direct approach, networks/contacts, volunteer 'job boards' and skill-specific associations. The engagement of an external recruitment agency will be considered when all other recruitment methods have not been successful, particularly for specific roles such as Chair of the Corporation or Audit Committee.

3.4 The recruitment approach outlined in 3.3 will also be followed in the event of an identified skills/experience gap on the Corporation.

3.5 Expressions of interest are reviewed by the Director of Governance, who will invite prospective candidates to an informal 1-1 meeting to discuss the role and the reasons for their interest. The Director of Governance will then assess the suitability and eligibility of the prospective candidates. Suitable candidates will be asked to submit an application, in accordance with safer recruitment requirements for governors, and a signed declaration of eligibility.

3.6 Upon receipt of an application, the Director of Governance will organise an interview panel, including a shortlisting session. The panel will comprise at least three governors, drawn from the Personnel Committee where possible, and should include the Chair and/or one of the Vice Chairs of the Corporation. The Principal/CEO or another senior postholder will be invited to take part in the interview process; however, they will not be an official member of the panel. The Director of Governance will also be in attendance and will advise the panel throughout the process.

3.7 In accordance with safer recruitment requirements, at least one individual who has received appropriate training will be involved in every stage of the recruitment and selection process.

3.8 Where the meeting schedule allows, the Personnel Committee will discuss its appointment (and re-appointment) recommendations before formal presentation to the Corporation. The Corporation should only make appointment decisions during a formal minuted meeting. Written resolutions will only be used in exceptional circumstances.

3.9 Independent governor appointments are subject to receipt of satisfactory eligibility and suitability checks – DBS, s128, references, insolvency, director disqualification and trustee disqualification – and, for safeguarding reasons, appointees will be treated as a visitor until this has been received. Governors will be asked to sign up to the DBS update service (at no cost to them), which enables the college to undertake further DBS checks throughout their time as a governor.

3.10 Appointments are typically made for a term of 1 year in the first instance, with the potential for further terms of three and four years respectively. Unless in exceptional circumstances, it is good governance practice that governors do not serve more than eight years in total. As a rule, this relates to consecutive years; however, time previously served as a governor at the college will be taken into account during the appointment process.

3.11 A structured induction programme is in place for all newly appointed governors – this is outlined in the Corporation Induction & Training Policy.

3.12 The Personnel Committee will decide the selection process and propose a term of office for a prospective co-opted appointment on a case-by-case basis.

4. Chair of the Corporation – Internal appointment

4.1 In the first instance, existing Corporation members will be asked to submit an expression of interest for the role of Chair of the Corporation where either there is a vacancy due to immediate resignation or the existing Chair has given notice. A formal template will be circulated and a period of no less than 7 days will be given for expressions of interest to be submitted to the Director of Governance.

4.2 Where an expression of interest is received, this will be circulated to the Corporation for formal consideration. As per 3.8, this appointment decision will be made during a meeting of the Corporation, where a formal vote can be taken. A written resolution will only be used in exceptional circumstances. This will be the process regardless of the number of expressions of interest received

4.3 Only independent governors are eligible for the role of Chair of the Corporation

4.4 The governor(s) being considered for appointment will be asked to leave the room during the item where this is to be discussed and decided.

4.5 The Corporation may make an immediate appointment or decide when the appointment will take effect. In this case, the appointee is referred to as the Chair Designate.

5. Chair of the Corporation – external appointment

5.1 If there are no internal candidates for the role, the process described in Section 3 will be followed but specifically for the role of Chair of the Corporation

5.2 The Corporation may decide to follow traditional recruitment methods or immediately engage an external recruitment agency given the need for the role to filled.

6. Vice Chair(s) of the Corporation

6.1 Existing Corporation members will be asked to informally express their interest in the role of Vice Chair of the Corporation where either there is a vacancy due to immediate resignation or the existing Vice Chair has given notice.

6.2 As per 3.8, this appointment decision will be made during a meeting of the Corporation, where a formal vote can be taken. A written resolution will only be used in exceptional circumstances. This will be the process regardless of the number of expressions of interest received

6.3 Only independent governors are eligible for the role of Vice Chair of the Corporation

6.4 The governor(s) being considered for appointment will be asked to leave the room during the item where this is to be discussed and decided.

7. Committee chairs and link governors

7.1 The allocation of committee chair and link governor roles is determined annually by the Corporation at its last and first meeting of the academic year respectively.
7.2 The proposed allocations will be presented by the Director of Governance, after discussion with the Chair and those members involved, and will be based on governors' skills, expertise, experience and interests.
7.3 The Corporation Role Descriptors and Link Governor Guidance provide information about the expectations of the roles.

8. Principal/CEO

8.1 The Principal/CEO's appointment as an automatic/ex-officio governor is effective from their employment start date. There is no term of office end date, as their governor appointment continues for as long as they are in post.

9. Staff governor

9.1 The Director of Governance will notify the Chair of the Corporation, Vice Chairs, Principal/CEO and Personnel Committee in the first instance once a resignation is received or a term of office is due to end.

9.2 The Director of Governance will lead the recruitment process and work with college colleagues to inform staff members about the vacancy. The process comprises an invitation of expressions of interest and then election (if more than one expression of interest has been received). All staff members, both academic and non-academic, are eligible to put themselves forward for election <u>and</u> vote in the election. Ideally, a period of two weeks should be allowed for submission of expressions of interest and no less than one week's notice of the voting deadline provided. The Director of Governance will ensure the election process is accessible and inclusive.

9.3 As part of the process, the Director of Governance will provide information about the role, responsibilities and expectations, and make themselves available to respond to any questions. Staff governors must meet the same eligibility and suitability requirements for independent college governors and will be asked to confirm they meet the criteria upon appointment.

9.4 The appointment date is considered to be the date of the vote count (where an election has been held) or the closing date for expressions of interest (where only one expression has been received). The outcome of the appointment process will be shared with the Corporation and the college staff team at the earliest opportunity. Wherever possible, the appointment process will be made in time for there to be a handover period between the outgoing and incoming governors.

9.5 The term of office for a staff governor is two years. Unless in exceptional circumstances, it is good practice that governors do not serve more than eight years in total; therefore, a staff governor should not serve more than four terms (subject to re-election after each term ends).

9.6 A structured induction programme is in place for all newly appointed governors – this is outlined in the Corporation Induction & Training Policy and will be adapted as appropriate for staff governors.

10. Student governors

10.1 The term of office for the two student governors is 2 years and are overlapping, meaning there is an appointment process for one student governor each year.

10.2 The appointment process is aligned to the annual election process for the Students' Union that takes place at the start of the academic year, as set out in the Students' Union Constitution approved by the Corporation.

10.3 In the event of no appointment being made via the process stated in 10.2 or if a new student governor is required due to an in-year resignation, the Director of Governance will lead the process, working alongside colleagues in Student Services to inform all students about the vacancy and encourage applications. The process will comprise an invitation of expressions of interest, followed by an election when more than one expression of interest has been received. All students registered at the college are eligible to put themselves forward for election <u>and</u> vote in the election. A period of 2 weeks for submission of expressions of interest and no less than 1 week's notice of the voting deadline should be provided.

10.4 As part of the process, the Director of Governance will work with Student Services colleagues to ensure students are provided with information about the role, responsibilities and expectations, and make themselves available to respond to any questions. If under 18 years of age, student governors are not required to meet the same eligibility and suitability criteria and are therefore not asked to complete the declarations signed by other governors.

10.5 The appointment date is considered to be the date of the vote count (where an election has been held) or the closing date for expressions of interest (where only one expression has been received). The Director of Governance will ensure the election process is accessible and inclusive.

10.6 The outcome of an appointment process will be shared with the Corporation and the student body at the earliest opportunity.

10.7 A structured induction programme is in place for all newly appointed governors – this is outlined in the Corporation Induction & Training Policy. The programme will be adapted as appropriate for student governors and a mentor appointed, as per the policy for all governors.

11. Succession planning

11.1 Roles and responsibilities

- The Corporation: As the governing body of the college, it is ultimately the responsibility of the Corporation to ensure it has the required number of members with the skills needed for the role of governor. This involves, wherever possible, planning in advance for the appointment of new governors and governors with additional responsibilities, for example Chair of the Corporation, Vice Chair of the Corporation and Committee Chair. The Corporation is the appointing body for independent governors and the roles of Chair, Vice Chair and Committee Chair
- The Personnel Committee: As the committee with the delegated 'search' function, it is the responsibility of the Personnel Committee to advise the Corporation on succession planning, monitor membership and terms of office, and make recommendations regarding appointment and reappointment. The Personnel Committee forms the interview panel for new independent governor candidates and makes appointment recommendations to the Corporation
- The Director of Governance: As the governance professional, the Director of Governance will undertake more regular monitoring of the Corporation's membership and members' terms of office, and will draft the reports presented to the Personnel Committee (and subsequently Corporation). The Director of Governance will be advised of resignations (along with the Chair of the Corporation) in the first instance and will be the point of contact for recruitment activity. They will also liaise directly with governors to ascertain intent regarding continuation of office (where applicable) as the end of their term of office approaches.
- Corporation members: Governors are asked to provide advance notice of their intention to resign wherever possible to the Director of Governance and/or Chair of the Corporation, to allow vacancies to be reported promptly to the Chair and Personnel Committee and appropriate action taken. This is especially important for those governors holding the additional roles of Chair, Vice Chair and Committee Chair.

11.2 Monitoring and managing:

- The Director of Governance monitors membership, vacancies, and terms of office, and will provide reports to the Personnel Committee setting out recommended courses of action
- Succession planning is a standing item at each of the Personnel Committee's meetings. If required, a special meeting (outside of the agreed meeting calendar) will be called to consider any urgent and/or unforeseen vacancies
- When discussing succession for the roles of Chair, Vice Chair and Committee Chair, the Personnel Committee will consider the development of existing governors and appointment from within existing membership, taking into account the most recent skills and experience audit and feedback from governor 1-1s
- The end dates of terms of office, where appropriate, are staggered to avoid multiple vacancies at any one time. In accordance with good governance practice, terms of office are limited to a total of eight years
- A Written Resolution may be used to make an appointment recommendation in circumstances where it would not be expedient to delay the decision until the next scheduled meeting of the Corporation

11.3 Capacity building:

- There are two Vice Chairs of the Corporation. As well as having two governors who deputise for the Chair if needed, being a Vice Chair of the Corporation provides opportunities for shadowing, mentoring, training and knowledge sharing prior to the role of Chair of the Corporation becoming vacant

- Each committee has a Vice Chair who deputises for the Committee Chair if needed. This provides opportunities for shadowing, mentoring, training and knowledge sharing prior to the role of Committee Chair becoming vacant
- All governors have access to training and development opportunities provided by the AoC and ETF, some of which are specific to the role of Chair/Vice Chair/Committee Chair. Arrangements will be made to enable any governor interested in an additional role to shadow and be mentored by the existing 'postholder' over a period of time
- The Corporation may appoint individuals as co-opted members of a committee, which means they have the same support and challenge role in their allocated committee but do not have the full responsibilities of a governor. This allows interested individuals to gain insight into and experience of FE governance prior to applying to become a full governor of the college

11.4 Self-assessment:

- As part of the annual self-assessment process, governors will be involved in 1-1 meetings with the Chair or one of the Vice Chairs of the Corporation. This provides the opportunity for governors to discuss their development, aspirations as a governor and any support they might need
- The annual self-assessment process will also include a review of governance effectiveness that will help to highlight any imminent or future succession issues and identify actions to address them

11.5 Networks:

- Every effort will be made to build a broader range of candidates by linking to local, regional and national networks and communities that represent and include boards underrepresented on the Corporation. This includes local employers and professional organisations as well as geographical communities local to the college
- Information about governance vacancies is published within the college's stakeholder newsletters and via social media
- Governors are asked to circulate vacancy details within their own professional networks

11.6 Recruitment practice:

- Recruitment and selection procedures will be followed for all external appointments, as set out in previous sections of this document
- The diversity of our communities is celebrated and the Corporation is committed to ensuring its membership is representative of the communities it serves, not only in terms of Protected Characteristics but also diversity of thought and lived experience
- Where recruitment activity has failed to produce the required appointments, consideration will be given to engaging the services of external recruitment agencies. This may be via application to the DfE's governor recruitment support service or an external recruitment/executive search partner.

12. Monitoring and review

12.1 This document will be reviewed every three years by the Director of Governance, or sooner if required, and will be presented for approval by the Personnel Committee.

13. Links to other policy documents

13.1 This document links to the following policy documents:

- Corporation & Committee terms of reference
- Corporation Members' Code of Conduct
- Corporation Induction & Training Policy
- Corporation Role Descriptors
- Instrument & Articles of Government and Standing Orders
- Link Governor Guidance
- Safeguarding Policy