



**POLICY FOR THE
APPOINTMENT, RE-APPOINTMENT AND REMOVAL
OF
MEMBERS OF THE CORPORATION BOARD**

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1. STATEMENT OF POLICY

Interpretation of the Terms used:

- (a) "Member(s)" means Governor(s) who are appointed pursuant to Clause 2(1) of the Instrument of Government.

The Instrument and Articles of Government details the composition of the Corporation - Clause 2(1) of the statutory Instrument of Government.

Appointments to the Corporation are made by the Corporation, subject to assessment and recommendation by the Board Membership Committee. Every effort will be made by this committee to ensure that vacancies are filled as soon as possible.

Members are appointed for a term of office not exceeding 4 years and may resign at any time during their term of office by giving notice in writing to the Clerk to the Corporation.

Members reaching the end of their term of office may, be re-appointed for a further term, subject to the person continuing to be eligible, their contribution to the Board and after consideration of all applicants by the Board Membership Committee. Those considered to be ineligible are as follows:

- A person under 18, except as a student Member.
- The Clerk to the Corporation.
- A member of staff, except as a staff Member or in his/her capacity as CEO.
- A person adjudged bankrupt, or who is the subject of a bankruptcy restrictions order, interim order or undertaking within the meaning of the Insolvency Act 1986(2), or who has made an arrangement with creditors. This disqualification shall cease upon the discharge of the bankruptcy or annulment; or in the case of an arrangement with creditors, when the debt is paid in full, or their years have passed since the terms have been fulfilled.
- A person who, in the last 5 years, has been convicted of an offence and has received a sentence of imprisonment, suspended or not, of 3 months or more, or in the last 20 years of 2 ½ years.

The Corporation may decline to appoint a Member in the circumstances set out below.

- The Corporation may decline to appoint a person as a Member, if the person does not have the skills and experience specified by the Corporation. It is the responsibility of the Corporation to ensure the required skills and experience are specified, however, in practice, the Board Membership Committee may advise the Corporation on these matters. It is essential to specify the required skills and experience (other than professional qualifications) before nominations are sought. If the applicant is eligible and meets the specification of skills and experience, the Corporation has no grounds on which to decline to appoint. If the person does not meet the criteria specified, the Corporation may decline to appoint.

The Corporation may decline to appoint a person as a Member if:

- (i) They have been removed from office as a Member of a further education corporation in the last 10 years; or
- (ii) Their appointment would contradict any rules in place relating to the number of consecutive terms for which a Member can hold office (such rules must relate equally to all categories of Membership); or

(iii) Is a staff Member with a poor disciplinary or attendance record.

If a Member:

(i) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation; or

(ii) is unable or unfit to discharge the functions of a Member,

the Corporation may, by notice in writing to that Member, remove him from office and thereupon the office shall become vacant. The procedure to remove a Member is detailed on page 5.

Permission for absence must be clear and definite, i.e. merely accepting apologies for absence at meetings would not be considered giving permission for absence. Removal from office because the Member is unable or unfit to discharge the functions must be carefully considered by the Corporation, and a clear case be presented.

Any person who is a Member of the Corporation by virtue of being

(i) a member of staff (including the CEO), or

(ii) a student

shall cease to hold office if s/he/they cease to be a member of the staff (or as the case may be) a student at the College and thereupon the office shall become vacant.

In the case of the student Member, s/he/they will continue to be a student Member until the end of the academic year. The student's membership of the Corporation will cease if s/he/they is expelled. If the student is suspended, however, the membership will continue.

The Corporation cannot appoint any Member (other than the CEO, Staff, or Student Members) unless it has first considered the advice of the Board Membership Committee. The terms of reference of the Board Membership Committee are attached (see **Appendix 1**).

2. PROCEDURE TO APPOINT OR RE-APPOINT A MEMBER

2.1 The Clerk will keep records and inform the Chair of the Corporation when a Member's term of office is coming to an end. This will be reported, and the vacancy considered. Members may be re-appointed for a further term.

2.2 On receipt of a written resignation by a Member, the Clerk will inform the Chair of the Corporation. This will be reported, and the vacancy considered by the Board Membership Committee.

2.3 A vacancy which has come about because of the resignation of a Member of staff, or a student shall be referred to the Clerk to the Corporation, who will arrange an election amongst the relevant body. The results of the election will be reported to the Corporation.

2.3.1 When a Staff Member position becomes vacant, the Clerk will advise staff and invite nominations. All nominations must be countersigned by the nominee to show that they agree to the nomination. Advice will be given to the nominee regarding time commitment and responsibilities of the role. If there are multiple expressions of interest, then there will be an electronic ballot and staff will be notified if this is the case. Should there only be one nomination, that person will be elected automatically.

The results of the election will be reported to the Corporation Board and the elected staff Member will be invited to take up their position as a Corporation Board Member.

- 2.3.2 When the Student Member position becomes vacant, the Student Body will be contacted for them to go out for any nominations and then to arrange an election from amongst the student body.

The results of the election, or other means of identifying the Student Member, will be reported to the Corporation Board and the student will be invited to take up their positions as a Corporation Board Member.

- 2.4 If a Member has been removed from office or has become ineligible for any of the reasons listed above, the subsequent vacancy will then be referred to the Board Membership Committee.
- 2.5 The Board Membership Committee shall engage in various strategies to attract applications for Corporation Board Membership.
- 2.6 Upon receipt of a completed application, the Clerk will arrange for a panel of Board Membership Committee members to conduct an interview, following which, a recommendation may be made to the Corporation Board. Consideration will be given to the results of the latest skills audit and the agreed role specification to provide objective criteria against which applications can be assessed. The Board Membership Committee will seek to achieve a balance amongst the membership regarding gender, race, diversity and so forth.
- 2.7 The Board Membership Committee will evaluate the contribution made by existing individual Members before proposing their re-appointment.

3. PROCEDURE TO REMOVE A MEMBER

- 3.1 In accordance with the Instrument of Government, Clause 9.2, the Corporation Board may by notice in writing remove a Member from office and thereupon the office shall become vacant. A reason for such removal can be if a Member has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation or is unable or unfit to discharge the functions of a Member.
- 3.2 The following process will be followed to enable the Corporation to act in those circumstances. In all cases an informal discussion will be held with the Member by the Chair of the Corporation prior to any formal process being involved.
- 3.3 **Attendance** - If a Member has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation.
- 3.3.1 The Clerk or Chair of the Corporation will contact the Member by telephone, email or letter to express concern at their absence.
- 3.3.2 If absence continues, a formal letter will be sent from the Chair of the Corporation to ask if there is any specific reason for their poor attendance and explaining that poor attendance at meetings causes problems with quoracy and sometimes lack of relevant expertise at the meetings.
- 3.3.3 The Member may put forward a valid reason for absence which is acceptable to the Board Membership Committee and an extended absence may be agreed.

3.3.4 If no acceptable reason is given and the Member is continually absent from Corporation meetings the Board Membership Committee may decide to recommend to the Corporation Board that the Member should be removed for poor attendance.

3.4 **Unable or Unfit to Discharge Duties** - If a Member is unable or unfit to discharge the functions of a Member.

3.4.1 Chair of the Corporation or Vice-Chair of the Corporation to meet with the Member to tell them of the concerns. This is not to discuss the issues but to explain what the concerns are and what the next action will be.

3.4.3 Any issue to suspend or remove the Member from office will be an agenda item at a specially convened board meeting.

3.4.5 The Member has the right to explain their actions to the Board after which that member will be asked to temporarily leave the meeting so that the Board can consider the issues and a decision made.

3.4.6 The Member will be asked to return to the meeting and the Board will take such action as it considers appropriate and will communicate their decision to the Member without delay.

3.4.7 Alternatively, the Chair of the Corporation, or in the Chair's absence the Vice-Chair of the Corporation, may remove a Member with immediate effect, without any need for prior notice and without referral to a specially convened board, where the circumstances are so serious or constitute gross misconduct of the Member.

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:

- 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 College property;
- deliberate falsification of College records;
- bribery or corruption;
- refusal to comply with College rules;
- 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 College's rules and procedures concerning health and safety at work;
- violation of the College'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 College's reputation, the Member's suitability to carry out the Corporation Board's responsibilities or his /her /their 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; and
- misuse of e-mail (including college email) or of the Internet (including downloading or transmission of material, which is defamatory, offensive, obscene, malicious, sexist, racist or protected copyright material).

3.4.8 The decision to remove a Member to be reported at the next earliest Corporation Board meeting.

3.5 **Impropriety** - In the event of the suspicion of conduct, or intended conduct, that breaches the Code of Conduct for Governors, or in a situation where a Member or Members appear to be exceeding their powers “ultra vires”, or using them improperly, the Impropriety Procedure outlined at **Appendix 2** will be followed.

4. IMPLEMENTATION

This policy was drafted by the Clerk to the Corporation

Responsibility for implementation lies with the Clerk to the Corporation and the Members of the Corporation

Monitoring of the implementation of this policy will be the responsibility of the Clerk to the Corporation

5. REVIEW

The Policy will be reviewed every three years by the Clerk to the Corporation

APPENDIX 1

BOARD MEMBERSHIP COMMITTEE TERMS OF REFERENCE

Membership:	5 Members to include the Chair of the Board and CEO. Membership to include an appropriate mix of skills and experience to discharge the Committee's duties effectively
Quorum:	3
Chair:	To be appointed by the Board of the Corporation from amongst the Board Members
Clerking arrangements:	Clerk to the Board, all papers or presentations are to be received 7 days in advance of any meeting.
Meetings:	One per term, however ad hoc meetings can be called if required
Status:	Required Committee (<i>under College's Instrument and Articles of Government</i>)
Powers:	Advisory to the Board, to consider any matters within its set remit or as may be specifically delegated by the Board from time to time
Reporting arrangements:	Relevant matters and recommendations to be reported to the next suitable Board meeting (<i>The nature of the Committee's business is such that the minutes of each meeting will usually be classified as 'confidential'</i>)
Purpose:	To advise the Board on the appointment and any re-appointment of Board Members and Committee Membership.
Review:	The committee, including its terms of reference, will be reviewed and evaluated annually in relation to performance against the scheme's objectives, this to include the date of the last review

The responsibilities of this Committee will include:

- a) make arrangements for search and short-listing prospective candidates to fill vacancies or prospective vacancies on the Board;
- b) interview prospective candidates and existing Board members proposed for re-appointment;
- c) advise and make recommendations on appointments and re-appointments to the Board and its committees;
- d) conduct termly skills audits of the Board membership to ensure a balance of skills is available to the Corporation and its committees;
- e) recommend to the Board from time to time an appropriate "person specification" to be used in considering applications for membership and to make such changes to the person specification as are necessary and appropriate before recommending each appointment. Where appropriate, the

retrospective approval of the Corporation may be given to any such changes determined by the committee;

- f) where possible to ensure a diverse and inclusive Board to reflect the composition of the student population and the college's catchment area;
- g) establish policies and procedures for induction and development of members of the Board including the establishment of a training needs analysis and training programme;
- h) recommend to the Board for approval appropriate objectives for (i) the Board and/or the Chair of the Board for each academic year (August - July the following year). The Committee shall monitor the progress made in meeting those objectives and shall report annually to the Board on whether the objectives have been met;
- i) review the overall performance of the Board and its committees including receiving an attendance analysis and report the results to the Board;
- j) review and, if agreed, to approve expense payments to members of the Board not already covered by the approved expenses policy;
- k) recommend to the Board the composition of committees' link governorships and the appointment of Corporation members to particular roles including Safeguarding; Careers; and SEND;
- l) make recommendations to improve the efficient operation of the Board;
- m) review bi-annually the policy on Governor Succession Planning;
- n) recommend to the Board the appointment of a chair of a sub-committee; and
- o) recommend to the Board the appointment every three years of an External Board Effectiveness Review

APPENDIX 2

IMPROPRIETY PROCEDURE

- 1.1 This procedure has been devised to enable any complaint that may be made in the event of suspected impropriety by the Board of Governors, by a member of the Board of Governors or by a member of one of the standing committees to be dealt with transparently, promptly and effectively.
- 1.2 In the event of the suspicion of conduct, or intended conduct, that breaches the code, or in a situation where a governor or governors appear to be exceeding their powers “ultra vires” or using them improperly, the issue should be raised immediately with the Clerk to the governors. Alternatively, the Clerk may perceive that behaviour or procedure is improper and come to his/her own judgement.
- 1.3 The Clerk will consult with the Chair of the Board of Governors. The Chair of the Board has the Board’s authority to exercise Chair’s action to resolve an issue quickly, in order to prevent an improper action occurring, or to minimise its effect. The Clerk will inform the CEO of the concern that has been raised.
- 1.4. If the suspected impropriety involves the Chair, the Clerk may consult a range of alternates in the following order:
 - 1.4.1. The Vice Chair;
 - 1.4.2. The Chair of Audit committee;
 - 1.4.3. The CEO.
- 1.5 In the event of all these persons being suspected of involvement in improper behaviour, the Clerk is authorised, as of right, to convene a committee of investigation comprising four other governors to investigate the matter giving rise to concern.
- 1.6 If the Chair, or alternate, believes, after hearing the Clerk’s submission, that there is a case to investigate, the Chair will convene a committee of investigation. Normally the committee will consist of the Chair of the Board, the Chair of the Audit committee and the CEO or their substitutes. The committee will normally meet within ten working days of the Clerk formally raising the issue. The committee will initially determine whether there is a substantive case and whether an investigation is required.
- 1.7 During any investigation, the governor or governors suspected of improper behaviour may be suspended from taking part in the activities of the Board, if this is determined by the committee of investigation to be in the Board’s best interests. In any case, the governor or governors under investigation will receive from the committee a written account of the suspected impropriety within five working days of the decision of the committee to proceed.
- 1.8 If it is deemed that there is a case to answer a hearing will take place before the committee of investigation. The governor(s) under investigation will have the right to present their case in writing and directly to the committee.
- 1.9 The committee of investigation will communicate its findings to the Board with a recommendation of action, that may be:

- to exonerate the governor(s) concerned of the alleged impropriety;
- to agree any development actions required and reinstate the governor(s) concerned;
- to remove the governor(s) concerned.

- 1.10 The Board will consider the findings and agree a decision. The decision of the Board is final.
- 1.11 Whatever the outcome, the full Board will debate the circumstances and set in place remedial systems to ensure that the improprieties that occurred or were suspected as having occurred, do not arise again.
- 1.12 Where a criminal action appears to have taken place the matter will be reported to the relevant authority.
- 1.13 If at any stage, the Clerk is concerned that the process is not being followed with integrity, he/she may seek external advice.
- 1.14 If the Clerk perceives that, despite all attempts to resolve the matter, the Board is failing in its duty to act with propriety, he/she may, as a matter of last resort, communicate his/her concerns to the appropriate officers of the Education and Skills Funding Agency.
- 1.15 The Clerk's position will be protected from dismissal during any investigation of governor impropriety and no subsequent disciplinary action will be taken against the Clerk if it is determined that they acted in good faith.
- 1.16 If the suspected impropriety involves the CEO, this will be dealt with under the college's disciplinary procedure.
- 1.17 If the suspected impropriety involves the Clerk to the governors this will be dealt with under the college's disciplinary procedure.
- 1.18 In the event of a complete failure of the Board, including the Clerk, to address matters of impropriety, any governor or other complainant, may seek independent legal advice and/or consult with appropriate officers at the Education and Skills Funding Agency or other relevant authority.