

## Appointment and Term of Office Policy

### 1. Introduction

- 1.1 In this Policy “Committee” shall mean the Nominations and Governance Committee.
- 1.2 The Committee will advise the Corporation on all aspects of the Corporation’s membership, including the appointment and reappointment of Governor. It is the responsibility of the Governance Professional to alert the Committee when a Governor’s term of office is nearing expiry and the Committee will use this policy when arranging a reappointment or the recruitment of a replacement. This will include keeping the Corporation’s skill audit and diversity data under review with a view to aligning it with future needs and seeking appropriate improvements if possible.
- 1.3 The Committee will review on a regular basis those terms of office that are due to expire and will seek to ensure that periods of time when the Corporation is below full membership are minimised.

### 2. Appointments

- 2.1 It is a condition of appointment for all Governors and Committee Members that they must:
- i. Agree in writing to be bound by the College’s Code of Conduct, Instruments and Articles of Association, Scheme of Delegation, and the Policies and Procedures of the College
  - ii. Declare all relevant pecuniary and business interests annually, and in the event of any changes, to the Governance Professional
  - iii. Undertake suitable referencing checks to ensure their eligibility for membership
- 2.2 Pursuant to Instrument 6. *The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves. Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence. If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting. The Chair and Vice-Chair shall hold office for such period as the Corporation decides.*
- 2.3 The Corporation is responsible for appointments of Independent Governors and co-opted Governors to the Corporation and are responsible for the selection and appointment of Governor and Committee members, except the Staff and Student Governors which shall be elected (see 2.4).
- 2.4 Pursuant to Instrument 2.1e and 2.1f. The Corporation must include *at least one and not more than three members who are members of the institution’s staff and have a contract of employment with the institution and who have been nominated and elected [...] and at least one member who is a student at the institution and has been nominated and elected by their fellow students.*
- 2.5 The Corporation is responsible for the appointment and membership of Governors to its’ Committee structure and is responsible for agreeing the Chairs and Vice Chairs of each Committee for the forthcoming year at its final meeting of the current academic year, in July.
- 2.6 The Corporation may also appoint Co-opted Governors, for a 1-year term of office, to provide specific advice and expertise to contribute and enrich the work of its Committees. Requests for Co-opted appointments may be made by specific Committees, however must be approved by the Corporation and any reappointment decision should be recommended by the specific Committee with the support of the Committee.
- 2.7 As the College is the sponsor of Suffolk Academies Trust, Pursuant to Articles 12b and c. *The Members of the Academy Trust shall comprise:*
- b. *the College*
  - c. *up to three person(s) who may be appointed by the College*
- The Committee is responsible for recommending the appointment of Members to the Academy Trust to the Corporation.

### 3. **Term of Office**

- 3.1 Pursuant to Article 10.1 *A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.* The Corporation has determined that the standard term of office is 4 years.
- 3.2 In line with the report on Standards in Public Life (1996) the Corporation has agreed a maximum term (for Governor and Committee Members) in order to ensure good governance and maintain objectivity and independence. The Corporation has agreed a maximum term of 8 years, with an additional term of 4 years, a maximum cumulative total of 12 years in exceptional circumstances.
- 3.3 The Chair of the Corporation, whilst serving as Chair, may be permitted an extension of office up to a maximum cumulative total of 12 years subject to their reappointment as Chair of the Corporation being agreed annually by the Corporation.
- 3.4 Pursuant to Instrument 2.1d. [...] *the Corporation shall consist of [...] the Principal of the institution, unless the Principal chooses not to be a member.*

### 4. **Resignation and Removal**

- 4.1 Pursuant to Instrument 11.
- (1) *A member may resign from office at any time by giving notice in writing to the Clerk.*
- (2) *If at any time the Corporation is satisfied that any member –*
- (a) *is unfit or unable to discharge the functions of a member; or*
- (b) *has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may by notice in writing either suspend that member for a period not exceeding six calendar months from the date of such notice; or to remove the member from office and upon such notice of removal the office shall then be vacant.*
- (3) *Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.*
- (4) *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 institution, and the office shall then be vacant.*

### 5. **Disqualification and Removal of Governor**

- 5.1 Pursuant to Instrument 9.
- No one under the age of 18 years may be a member, except as a student member.*
- (2) *The Clerk may not be a member.*
- (3) *A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal.*
- (4) *Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.*
- (5) *Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986( ), or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.*
- (6) *Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease—*
- (a) *on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or*
- (b) *if the bankruptcy order is annulled, at the date of that annulment; or*
- (c) *if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or*

- (d) *if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or*
- (e) *if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.*
- (7) *Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.*
- (8) *Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if—*
- (a) *that person has at any time been cautioned or convicted of an offence that will be subject to consideration of representation where permitted automatically bar a person from working with children and vulnerable adults;*
- (b) *that person has at any time been convicted of fraud, or has received a sentence of imprisonment, whether suspended or not;*
- (c) *the appointment of a person who has been convicted and received a sentence of imprisonment for other offences or where consideration or representation may be made under paragraph (a) any decision shall be based upon an appropriate risk assessment.*
- (9) *For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.*
- (10) *Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Clerk.*

## **6. Disqualification and Removal of Co-opted Committee Members**

- 6.1 In line with good governance Instrument 9 shall also apply to all Co-opted Committee Members.
- 6.2 Co-opted Committee Members may also be removed by the Corporation from their role if they do not demonstrate to be acting in the best interests of the College, in support of the College's ethos, vision, mission and strategic objectives, and/or do not comply with the College's Code of Conduct.

## **7. Expiry of the Term of Office of an existing Governor**

- 7.1 The Governance Professional shall report to the Committee the name of any Governor whose term of office is nearing its expiry. This must be done in sufficient time for the Committee to report to the next Corporation meeting before the term of office expires.
- 7.2 The Chair of the Corporation and/or Governance Professional will ascertain in advance of the Committee meeting whether the Governor in question is willing to be reappointed.
- 7.3 The Committee will consider whether the Governor is appropriate for reappointment, based on the following criteria:
- i. The Governor's contribution and commitment to the College.
  - ii. The Governor's length of service, inclusive of previous reappointments.
  - iii. The Governor's skills and experience and the alignment of these to the future needs required by the Corporation and/or its Committees.
  - iv. Whether it would be more beneficial and/or appropriate to appoint a new Governor to refresh the range of skills, experience and diversity of the Corporation.
- 7.4 A Governor's term of office will expire automatically unless the Committee recommends the reappointment *and* the Corporation accept the recommendation.
- 7.5 If the Governor is not willing and able to serve for a further term of office, a vacancy arises.

## **8. Expiry of the Term of Office of an existing Co-opted Committee Member**

- 8.1 The Governance Professional shall report to the Committee the name of any Co-opted Committee Member whose term of office is nearing its expiry. This must be done in sufficient time for the Committee to report to the next Corporation meeting before the term of office expires.
- 8.2 The Governance Professional will ascertain in advance of the Committee meeting whether the Co-opted Committee Member in question is willing to be reappointed.
- 8.3 The Committee will consider whether the Co-opted Committee Member is appropriate for reappointment, based on the following criteria:
- i. The Co-opted Committee Member's contribution and commitment to the College.
  - ii. The Co-opted Committee Member's length of service, inclusive of previous reappointments.
  - iii. The Co-opted Committee Member's skills and experience and the alignment of these to the future needs required by the specific Committee.
  - iv. Whether it would be more beneficial and/or appropriate to appoint a new Co-opted Committee Member to refresh the range of skills, experience and diversity of the specific Committee.
- 8.4 A Co-opted Committee Member's term of office will expire automatically unless the Committee recommends the reappointment *and* the Corporation accept the recommendation.
- 8.5 If the Co-opted Committee Member is not willing and able to serve for a further term of office, a vacancy arises.

## **9. Filling of Governor Vacancies**

- 9.1 When a Governor vacancy arises, the Committee will review the current skill mix and diversity of Corporation and its Committees along with the anticipated requirements of the Corporation, note any Governor Lead responsibilities the outgoing Governor may be vacating and note how the vacancy affects the independence of the Corporation.
- 9.2 The Committee may employ a variety of recruitment methods including advertisements, head hunting, direct approaches and recommendations in order to source a suitably qualified Governor. The method employed will depend upon need but will always be open to scrutiny.
- 9.3 Applications shall be submitted in writing to the Governance Professional, who will also collate referencing and EDI data as appropriate.
- 9.4 A panel consisting of at least 2 members of the Committee including the Governance Professional will be convened to shortlist and interview suitable candidates and will advise the Committee of any recommended appointment.
- 9.5 The Governance Professional will inform the names of the candidates appointed, to the Corporation at their next meeting.
- 9.6 The Governance Professional will also file the necessary documents to confirm the appointment.

## **10. Filling of Student / Staff Governor Vacancies (elected roles)**

- 10.1 When a Student Governor vacancy arises, the Governance Professional will advertise the role to the student body and invite students to apply. Interested students will be asked to be nominated by two people in the College and providing a personal statement outlining why they are applying for the role.
- 10.2 When a Staff Governor vacancy arises, the Governance Professional will advertise the role to the student body and invite students to apply. Interested staff members will be asked to provide a personal statement outlining why they are applying for the role.
- 10.3 Applications shall be submitted in writing to the Governance Professional, who will also collate referencing and EDI data as appropriate.
- 10.4 A panel consisting of at least 2 members of the Committee including the Governance Professional will be convened to interview the applicants and shortlist 3 suitable candidates, upon which the student / staffing body will vote to elect the student / staff member to fill the role.

- 10.5 The Governance Professional will inform the names of the candidates elected, to the Corporation at their next meeting.
- 10.6 The Governance Professional will also file the necessary documents to confirm the appointment.

## **11. Appointment of the Chair and Vice Chair**

- 11.1 The Chair and Vice-Chair(s) shall be elected for a term of office of 3 years.
- 11.2 The CEO, Staff and Student Governor may not serve or be appointed as Chair or a Vice-chair.
- 11.3 The Chair will undertake an annual appraisal in a format deemed appropriate by the Corporation; as recommended and overseen by the Nominations and Governance Committee.
- 11.4 The Governance Professional, one month prior to the end of term of the Chair or Vice Chair(s) appointment will seek nominations from Governors.
- 11.5 Interested Governors will be asked to be nominated by two Governors and to provide a personal statement outlining their skills and experience to hold the post of Chair or Vice-Chair and their reasons for applying for the role.
- 11.6 Applications shall be submitted in writing to the Governance Professional.
- 11.7 The Governance Professional will table the details of the nominees at the Corporation meeting and Chair during the election portion of the meeting.
- 11.8 In the event of only one nomination being received, the method of election shall be by consensus or a show of hands. All members will be entitled to vote. A member will be entitled to vote for themselves.
- 11.9 In the event of more than one nomination being received, the method of election shall be by secret ballot. All members shall be entitled to vote and to cast a single vote. A member will be entitled to vote for themselves.
- 11.10 The method of election shall be that of simple majority of those voting. In the event of a tie, each nominee will be given the opportunity to withdraw their nomination; if no-one withdraws, a further ballot shall be conducted and the process will be repeated until the matter is resolved.
- 11.11 The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Governance Professional.