

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 advises the Corporation on all aspects of Governance and the Corporation’s membership. A key role is to advise on the appointment and reappointment of Governors and Committee members, keeping the Corporation’s skill audit and diversity and inclusion policy under review to inform new appointments.
- 1.3 The Committee will review terms of office that are due to expire and will seek to ensure that the new appointments/reappointments are made to Corporation and its Committees to ensure they are always able to operate effectively.

2. Composition of the Corporation

- 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, Instrument 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 any changes, to the Governance Professional
 - iii. Accept suitable referencing checks on their eligibility for membership
- 2.2 Pursuant to Instrument 2.1.1 *“The Corporation shall consist of at least seven and up to sixteen external members who are judged by the Corporation to have the necessary skills to ensure that the Corporation carries out its functions and responsibilities”*.
- 2.3 The Corporation is ultimately responsible for the appointment of External and Staff Governors to the Corporation and its Committees, and for endorsing the Student Governors who have been elected (see 2.6).
- 2.4 Pursuant to Instrument 2.1.2. *“The Corporation shall consist of [...] the Chief Executive of the Institution, unless they chooses not to serve”*.
- 2.5 Pursuant to Instrument 2.1.3 *“The Corporation shall consist of [...] one staff members who has a contract of employment with the Corporation, and who has been appointed by the Corporation”*.
- 2.6 Pursuant to Instrument 2.1.5 *“The Corporation shall consist of [...] at least one and up to two student members who are enrolled as students at the Institution and have been nominated and elected by their fellow students, or if the Corporation so decides, by the recognised body representing such students”*.
- 2.7 The Corporation is responsible for appointing a Chair and Vice Chair(s) of the Corporation from among themselves (see 11).
- 2.8 The Corporation is responsible for appointing the Chair and Vice Chair of each Committee for the forthcoming year at its final meeting of the current academic year (see 12).
- 2.9 The Corporation may also appoint External Members to the Committees for a 1-year term of office (renewable) to provide specific advice and expertise to contribute and enrich the work of its Committees.

3. Terms of Office

- 3.1 Pursuant to Article 3.5 *“The term of office for a member of the Corporation and the rules by which they may be considered eligible for reappointment shall be determined by the Corporation”*. The Corporation has determined that the standard term of office shall be 4 years.

- 3.2 In line with the report on Standards in Public Life (1996) the Corporation has agreed a maximum term (for Governors 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 in exceptional circumstances, a maximum cumulative total of 12 years.
- 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 16 years subject to their reappointment as Chair of the Corporation being agreed annually by the Corporation.
- 3.4 The Corporation has determined that the standard term of office for Student Governors shall be 2 years, to coincide with the planned final year of their studies at the College.
- 3.5 The Corporation has determined that the standard term of office for Staff Governors shall be 3 years; though will automatically end if they cease to be an employee of the College.

4. Resignation, Termination and Removal

4.1 Pursuant to Article 5:

“5.1 A member may resign from office at any time by giving notice in writing to the Clerk.

5.2 If at any time the Corporation is satisfied that it would be in the best interest of the Corporation for a member’s appointment to the Corporation to be terminated or that any member, or:

5.2.1 is unfit or unable to discharge the functions of a member; or

5.2.2 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 remove the member from office by notice in writing to that member and the office shall then be vacant.

5.3 Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Chief Executive, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

5.4 A student member shall cease to hold office:

5.4.1 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

5.4.2 if expelled from the Institution, and the office shall then be vacant.”

5. Disqualification and Removal of Governor

5.1 Pursuant to Article 4:

“4.1 No one under the age of 18 years may be a member, except as a student member.

4.2 The Clerk may not be a member.

4.3 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 Chief Executive. This 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.

4.4 A person shall be disqualified from holding or from continuing to hold office as a member if that person:

4.4.1 is disqualified from acting as a Charity Trustee under the Charities Act 2011 (as amended from time to time).

4.4.2 has 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.
- 4.4.3 has 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.
- 4.4.4 has (within the previous five years) been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
- 4.4.5 has (within the previous twenty years) been convicted as set out in subparagraph 4.4.5 and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
- 4.4.6 has at any time been convicted as set out in subparagraph 4.4.5 and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- 4.4.7 is certified by a Registered Medical Practitioner as being physically or mentally incapable of discharging their duties and will remain so for 3 months or more and the Corporation resolves to remove that person from office;
- 4.4.8 is unfit or unable to discharge their functions as a Governor or their conduct calls themselves or the Corporation into disrepute and the Corporation resolves to remove that person from office;
- 4.4.9 is absent from meetings, without the consent of the Corporation, for 6 months or more and the Corporation resolves to remove that person from office;
- 4.4.10 breaches the Corporation's Code of Conduct and the Corporation resolves to remove that person from office.
- 4.4.11 if they are not considered by the Institution or by its regulators to be a 'fit and proper person'. The Guidance issued by HMRC and the regulatory advice issued by the Office for Students will be used to determine whether a serving or prospective member is a 'fit and proper person'.
- 4.5 Upon a member becoming disqualified from continuing to hold office, the member shall immediately give notice of that fact to the Clerk.

6. Disqualification and Removal of Committee Members

- 6.1 In line with good governance Article 4 shall also apply to all Committee Members.
- 6.2 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, in a timely manner so that reappointment/expiration can be recommended to the Corporation.
- 7.2 The Chair of the Corporation and/or Governance Professional will ascertain 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 Committee Member

- 8.1 The Governance Professional shall report to the Committee the name of any Committee Member whose term of office is nearing its expiry, in a timely manner so that renewal/expiration can be recommended to the Corporation.
- 8.2 The Governance Professional will ascertain in advance of the Committee meeting whether the Committee Member in question is willing to be reappointed.
- 8.3 The Committee will consider whether the Committee Member is appropriate for reappointment, based on the following criteria:
- i. The Committee Member's contribution and commitment to the College.
 - ii. The Committee Member's length of service, inclusive of previous reappointments.
 - iii. The 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 Committee Member to refresh the range of skills, experience and diversity of the specific Committee.
- 8.4 A 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 Committee Member is not willing and able to serve for a further term of office, a vacancy arises.

9. Filling Independent Governor Vacancies

- 9.1 When a 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, noting any Governor Lead responsibilities being vacated and whether 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 applicants for the vacancy. The method employed will depend upon need but must always be open and transparent.

- 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, as well as the Governance Professional, will be convened to shortlist and interview suitable candidates and advise the Committee of any recommended appointment.
- 9.5 The names of recommended candidates will be submitted to the Corporation for approval.
- 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 should provide 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 all staff and invite staff 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, as well as 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 recommend the names of the candidates elected, to the Corporation for formal endorsement.
- 10.6 The Governance Professional will also file the necessary documents to confirm the appointment.

11. Appointment of the Chair and Vice Chair(s) of the Corporation

- 11.1 The Chair and Vice-Chair(s) of the Corporation shall be elected for a term of office of 4 years. There may be up to two Vice Chairs
- 11.2 Pursuant to Instrument 6(2) neither the CEO, Staff and Student Governors may serve or be appointed as Chair or a Vice-Chair, or act as Chair in their absence.
- 11.3 The Chair will undergo an annual appraisal in a format deemed appropriate by the Corporation; as recommended and overseen by the Committee.
- 11.4 The Governance Professional, sixth months prior to the Chair or Vice Chair(s) end of term shall ascertain whether they would like to serve a further term of office if so appointed by the Corporation.
- 11.5 If they would like to serve a further term of office, if so appointed by the Corporation, and have sufficient time left to serve in accordance with sections 3.2 and 3.3; the Governance Professional will seek nominations from Independent Governors.
- 11.6 If they would not like to serve a further term of office and/or do not have sufficient time left to serve in accordance with sections 3.2 and 3.3; the Governance Professional will immediately seek nominations from Independent Governors to ascertain if the Corporation has suitably skilled and willing members to fill these roles; and if not to enable time to appoint additional Independent Governors with the skillset to fill these roles.

- 11.7 Interested Governors will be asked 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.
- 11.8 Applications shall be submitted in writing to the Governance Professional.
- 11.9 The Governance Professional will table the details of the nominees at the Corporation meeting and Chair during the election portion of the meeting.
- 11.10 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.
- 11.11 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.
- 11.12 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.
- 11.13 The Chair or Vice-Chair of the Corporation may resign from office at any time by giving notice in writing to the Governance Professional.

12. Appointment of the Chair and Vice Chair of each Committee

- 12.1 Pursuant to section 2.5, the Chair and Vice-Chair of each Committee shall be appointed annually for a term of office of 1 year.
- 12.2 As part of the Chair of the Corporation's annuals meetings with Corporation members, they will gather feedback on the Chair and Vice Chair of each Committee (to inform considerations about their re-appointment) as well as discuss individual members' interest in being considered as a future Chair or Vice-Chair.
- 12.3 The Chair of the Corporation will feedback this information to the Committee to inform decisions about the Committee's recommendation on the appointment of Chair and Vice-Chair of each Committee or to future succession planning activity.

13. Succession Planning

- 13.1 Priority is given to the development and promotion of existing Corporation members and, where possible, a Vice-Chair (whether of a Committee or of the Corporation) should be developed to be able to fulfil the role of Chair in the future.
- 13.2 Corporation members will be asked (in their annual meeting with the Chair of the Corporation) to declare their interest in being considered as a future Chair or Vice-Chair.
- 13.3 If Corporation members indicate their interest in these roles, then the Corporation member will be offered the opportunity to shadow the existing Chair and Vice-Chair and to chair a Committee, if they do not already do so, to gain experience in chairing meetings.
- 13.4 Should there be no expressions of interest received but there be Corporation members who have the appropriate skills and expertise to undertake the duties of Chair or Vice-Chair, then the Chair and Governance Professional will work with Corporation members to actively persuade such members to take on the role.
- 13.5 Should there be no expressions of interest received and no Corporation members with the appropriate skills and expertise to undertake the duties of Chair or Vice-Chair, then the Nominations and Governance Committee will begin a search to recruit a suitable Chair or Vice Chair.

14. Induction and Training

- 14.1 Upon appointment new Corporation members will complete an eligibility to serve declaration, declare any interests, confirm they have read and understood the key governance documents of the College on GovernorHub and complete a skills assessment to identify any areas for development.
- 14.2 New Corporation members will be invited to attend and observe each Committee to understand how the governance structure works and to identify which Committees they might like to join.
- 14.3 New Corporation members will be expected to complete online training modules (on Prevent, Safeguarding, EDI, etc.) and to attend induction sessions with:
- the Chair and CEO to understand the College’s strategy
 - the Governance Professional to understand the Corporation’s governance
 - the Chair of any Committees they attend to understand the Committees purpose
 - members of the Senior Executive Team to understand the College’s operations
- 14.4 New Corporation members will also be offered a mentor who will provide support to the new Corporation member and go through the agenda and papers before their first Corporation meeting; and be available throughout their first year to help and explain any terminology, procedures and/or decision-making processes.
- 14.5 Existing Corporation members will be expected to complete additional training throughout their term of office to increase their skills, understanding and behaviours. This training will be offered to Corporation members by the Governance Professional and may include internally run activities, externally run activities, tours and social events, strategy sessions, webinars and briefings, reference and policy documents and other support and training as required.

15. Role Descriptions and Governor Leads

- 15.1 The Corporation determines and approves role descriptions for Governors (including student and staff governors), the Governance Professional and the CEO (Accounting Officer).
- 15.2 The Corporation determines and approves the role descriptions for the Chair and Vice Chair(s).
- 15.3 The Corporation determines and approves the role description for any ‘Governor Lead’ roles.
- 15.4 These role descriptions are available for review on GovernorHub and any member who agrees to fulfil these roles is thereby agreeing to adhere to the expectations set out in the description.
- 15.5 In instances where a Governor has been delegated additional responsibility (such as being a Chair or Vice Chair or a Governor Lead) is due to undertake a temporary period of absence (for example due to health reasons, parental leave or other sabbatical) the Nominations and Governance Committee will recommend to the Corporation who shall deputise to fill their role. Note: all such temporary periods of absence require the prior approval of the Chair of the Trust Board.

16. Relationship with Suffolk Academies Trust

- 16.1 The College in its role as the sponsor of Suffolk Academies Trust and pursuant to the Trust’s Articles of Association (Articles 12b and c), is both a Corporate sponsor of the Trust and is

able to appoint “*up to three person(s) who may be appointed by the College*” as Members of the Academy Trust.

- 16.2 The Committee is responsible for recommending to the Corporation, the appointment of the Corporation’s *representative Member* and up to three *Members* to the Academy Trust.