**

# **GOVERNOR APPOINTMENT PROCESS**

1. **Purpose** 
   1. This document sets out the normal process for how appointments to the position of governor are made at Bath Spa University. This is a publicly available document.
2. **Background** 
   1. The Nolan Committee on Standards in Public Life recommends that best practice on public appointments should include the following steps in the process:
   * A publicly available written appointments process
   * A role description and person specification
   * The use of advertisements and/or consultation with other interested bodies
   * The encouragement of nominations, including self-nominations
   * The sifting of candidates by a nominations committee.
   * Defined terms of appointment beyond which reappointment should not be automatic
   1. The above process also corresponds with good practice in relation to recruitment of trustees identified by the Charity Commission.
3. **Membership of the Board of Governors** 
   1. The Board of Governors is the supreme governing body of the University, responsible for the strategic direction of the University and for determining its character and mission. It currently has up to 25 members known as governors, comprising: the Vice-Chancellor (ex officio); the President of the Students’ Union (ex officio); two staff governors; one student governor; and a majority of independent governors.
   2. All governors are charity trustees as the University is an exempt charity[[1]](#footnote-1). An exempt charity is exempt from registration with and direct regulation by the Charity Commission. The University’s principal regulator is the Office for Students.
   3. The Board of Governors must agree the appointment of all members.
4. **Timetable** 
   1. Vacancies for independent members of the governing body are first considered by the Nominations and Governance Committee, a governor level committee established by the Board of Governors. The Nominations and Governance Committee will make recommendations to the Board of Governors on the filling of vacancies. The membership of the Committee is as set out on the University’s website[[2]](#footnote-2).
   2. The Nominations and Governance Committee meets, on average, two times each academic year, usually in autumn and spring, to consider and make recommendations about new appointments and the reappointment of existing governors. The normal aim is for decisions to be made by the end of the summer with a view to new governors commencing their first term of office on 1 September. However, appointments may be made more swiftly or take longer in certain circumstances, or where the Nominations and Governance Committee or the Board of Governors consider it appropriate.
5. **Skills and Expertise**
   1. At its meetings, the Nominations and Governance Committee carries out a review of the governors’ skills audit. It reflects on the shape and profile of the governing body in relation to experience, expertise and skills. The Committee identifies any existing skills gaps and considers future gaps which are likely to arise (e.g., where a governor’s term of office is coming to an end). The recruitment of independent governors is based on strengthening any identified gaps in skills and expertise.
6. **Equality, Diversity and Inclusion**
   1. In considering the profile of the governing body and any future recruitment the Nominations and Governance Committee will follow the University’s Equality Policy[[3]](#footnote-3) and any agreed equality objectives. The Committee will seek to promote diversity in all of its forms in its nominations and appointments. The Committee will also have an awareness of the University’s overall current and future student and staff profile in making its recommendations. Candidates will normally be invited to complete an equality monitoring form.
7. **Governor Role Description** 
   1. A governor role description, incorporating a person specification, is available in respect of all board vacancies. The standard role description is kept under review and applicable to any governor appointment; however, where a vacancy requires particular expertise, an additional provision in relation to that expertise may be added to the role description if necessary.
8. **Recruitment Methods (Independent Governors)** 
   1. The University encourages self-nomination from prospective external candidates. Alongside this the University publishes links to useful information for prospective candidates including the history of the University[[4]](#footnote-4), the University’s financial statements[[5]](#footnote-5), the Charity Commission’s Guidance Note: “The Essential Trustee”, and guidance on eligibility to act as a trustee.
   2. The University may also advertise governor vacancies in the local or national press, or on relevant external websites, where this is deemed to be beneficial (for example, where seeking a particular background or a high number of applicants). External search agencies may be used where required.
   3. In addition, as part of its search for suitable candidates, the Nominations and Governance Committee makes use of existing contacts: the University’s senior staff and its existing governors may be asked to recommend potential candidates, where relevant. The University’s alumni networks may also be used in seeking nominations.
9. **Process for Considering Potential Candidates (Independent Governors)** 
   1. Following the advertisement of a vacancy, the Nominations and Governance Committee (or a sub-group thereof) considers the resulting list of candidates at a meeting. The Committee reviews the profile of each candidate and decides whether any candidate should be interviewed. This decision is based on the relevant skills and experience of each candidate and how they meet the requirements of the role. The Committee will also consider how best to promote equality, diversity and inclusion when it makes this decision. The Committee may decide that a candidate has a strong CV/profile but that their particular specialism is not required at that time: in this case the candidate’s details may be retained (with their consent) for future consideration.
   2. Shortlisted candidates are invited to attend an interview with a panel drawn from among the membership of the Nominations and Governance Committee. Other governors may be invited to join the panel if required (e.g., a Chair of a committee which the new governor is likely to sit on). At this interview, candidates will be invited to respond to questions about their interest in the role and their suitability for the role; they are also provided with an opportunity to ask questions about the role.
   3. Following interviews, the panel will make a decision about its preferred candidate(s). Unsuccessful applicants are notified in writing as soon as is practicable (as is also the case for those applicants not selected for an interview). In the case of successful candidates, the panel convened on behalf of the Nominations and Governance Committee makes a recommendation of appointment to the Board of Governors.
10. **Process for Appointment of the Student Governor and Staff Governors**

*Student Governor*

* 1. In addition to the President of the Students’ Union who is an ex officio governor, the Board of Governors appoints one student governor normally for a term of one year, nominated by the Students’ Union. The Students’ Union is responsible for promoting the vacancy to all students (undergraduate and postgraduate) at the University, receiving applications, and shortlisting candidates for interview with at least one member of the Nominations and Governance Committee (nominated by the Committee Chair) who then proposes a nomination for appointment to the Board of Governors. A role description outlining the responsibilities of the role and time commitment is provided by the University Secretary (or their nominee).

*Staff Governor (Academic)*

* 1. On behalf of the staff of the University, the Academic Board will nominate a staff governor (academic) for a three-year term, subject to the approval of the Board of Governors. The Secretary to the Academic Board is responsible for promoting the vacancy to members of the Academic Board and for presenting the nominated candidate to the Board of Governors.

*Staff Governor (Professional Services)*

* 1. Where a vacancy for a staff governor (professional services) arises, the University Secretary (or their nominee) is responsible for promoting the role and receiving applications. The Nominations and Governance Committee (or sub-group thereof) will select a shortlist from among the applications for interview before making a recommendation for appointment to the Board of Governors.

1. **Eligibility and Due Diligence**
   1. The University carries out checks of prospective governors’ eligibility to be charity trustees through relevant registers maintained by the Insolvency Service, Companies House and by the Charity Commission. Prospective governors are required to declare any actual or perceived conflicts upfront and sign a form declaring that they are eligible to be a trustee and that they meet the ‘fit and proper’ person requirements set out by the Office for Students prior to appointment. Governors are required to re-confirm that they meet the ‘fit and proper’ person requirements on an annual basis.
2. **Induction** 
   1. An induction for new governors, including follow-up sessions, is arranged by the University Secretary (or their nominee). As standard, the induction will include information about university governance, introductory meetings with key members of staff, and tours of the University’s main campuses. A ‘board buddy’ arrangement is also offered to new governors for the first 12 months. Ongoing development is available through a variety of methods, including external seminars with sector groups and briefings delivered through a programme of Board Awareness Sessions.
3. **Policy on Terms of Office** 
   1. The current policy of the Board of Governors on independent governor terms of office is that:
   * Reappointment of governors for subsequent terms is not automatic and is based on an assessment by the Nominations and Governance Committee of the attendance record and contribution made by the governor concerned during their first term. Governors with poor records of attendance and contribution will be asked to step down.
   * The maximum period an independent governor may serve for is six years (3+3), unless very exceptional circumstances require the governors’ service for one further year (for example, where the governor is a committee chair and a replacement has yet to be appointed).
4. **Review of Process** 
   1. The appointments process for governors is reviewed by the Nominations and Governance Committee who may recommend amendments to the process where required.

**RECORD OF AMENDMENTS**

| **Version** | **Date** | **Author** | **Changes** |
| --- | --- | --- | --- |
| 1 | 28 September 2022 | David Newman, University Secretary / Lucy Barling, Governance Manager | First version approved by Board of Governors |

1. [OfS Regulatory Advice 5: Exempt Charities](https://www.officeforstudents.org.uk/media/2a1c8d7f-9ff1-4de9-989d-a22608e43dc6/ofs2018__23.pdf) [↑](#footnote-ref-1)
2. <https://www.bathspa.ac.uk/about-us/governance/board-of-governors/> [↑](#footnote-ref-2)
3. <https://www.bathspa.ac.uk/media/bathspaacuk/about-us/policies/staff/Equality-Policy.pdf> [↑](#footnote-ref-3)
4. <https://www.bathspa.ac.uk/about-us/culture-and-values/history/> [↑](#footnote-ref-4)
5. <https://www.bathspa.ac.uk/about-us/governance/financial-governance/> [↑](#footnote-ref-5)