



**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).

The Instrument and Articles of Government details the composition of the Corporation - Clause 2(1) of the statutory Instrument of Government. The Corporation at their meeting in March 2017 determined the number of Members to be between 12 and 22.

Appointments to the Corporation are made by the Corporation, subject to assessment and recommendation by the Governance & Search 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 and after consideration of all applicants by the Governance & Search 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 Principal.
- 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 Governance & Search 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 Principal), or
- (ii) a student,

shall cease to hold office if s/he ceases 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 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 is expelled. If the student is suspended, however, the membership will continue.

The Corporation cannot appoint any Member (other than the Principal or Student Members) unless it has first considered the advice of the Governance & Search Committee. The terms of reference of the Governance & Search Committee are attached (see Appendix 9).

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 Governance & Search 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. All

nominated staff will be interviewed by a panel from the Governance & Search Committee, taking into consideration the results of the latest skills audit, the agreed role specification and HR records e.g. absence, disciplinary, CPD, current job role etc. Advice will be given to the nominee regarding time commitment and responsibilities of the role.

If considered suitable for the role of Corporation Board Member, the names of the nominees will be released for election purposes.

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

2.3.2 When the Student Member positions become vacant, the Students Union will be contacted for them to notify the Clerk of the student taking the position of President of the Students Union as this position carries with it the responsibility of taking one of the Student Member positions.

The second Student Member position can be filled by nomination from the student body.

The results of the election, or other means of identifying the student Members, will be reported to the Corporation Board and the students will be invited to take up their positions as 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 Governance & Search Committee.
- 2.5 The Governance & Search 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 Governance & Search 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 Governance & Search Committee will seek to achieve a balance amongst the membership regarding gender, race etc.
- 2.7 The Governance & Search 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. (Sample letter Appendix 1)

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. (Sample letter Appendix 2).

3.3.3 The Member may put forward a valid reason for absence which is acceptable to the Governance & Search 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 Governance & Search Committee may decide to recommend to the Corporation Board that the Member should be removed for poor attendance. (Sample letter Appendix 3).

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(s) 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. The Member to be informed that they can have someone with them in support, ideally a fellow Member, but not a member of the Governance & Search Committee nor a legal or professional adviser. Confirmation of what was said at the meeting will be sent in writing.

3.4.2 An investigation will be undertaken if appropriate, and consideration given to whether the Member should be suspended from the College premises whilst the process takes place. If necessary, the Chair of the Corporation will write to the Member to inform them of the terms of the suspension. If the investigation shows that the concerns are unfounded, then there is no case to answer and the Member will be informed accordingly. If the issues merit further action, a hearing will be convened.

3.4.3 A mutually convenient and acceptable hearing date will be set giving the Member sufficient notice of the action proposed, and inviting representations either in writing or at the meeting. Any documentation in support of the concerns will be sent to the Member prior to the hearing.

3.4.4 A hearing will be held, conducted by a nominated member of the Governance & Search Committee, accompanied by the Clerk.

3.4.5 The Member should be accompanied; this should be ideally by a fellow Member, but not a member of the Governance & Search Committee, and not a legal or professional adviser. If the Member chooses not to be accompanied, a member of the staff welfare team should be brought in as an independent observer.

3.4.6 If the Member fails to attend without good reason, the meeting will go ahead in their absence. The meeting can be delayed if requested but only by up to a further 5 days.

3.4.7 The hearing will consider the following:

- 3.4.7.1 That the Corporation is satisfied that X is unfit/unable to discharge the functions of a Member of the Corporation, and that the Chair of the Corporation is authorised to give notice to that effect in writing to X to remove him/her from office in accordance with Clause 9(2) of the statutory Instrument of Government, this decision to take effect from (time) on (date of meeting).
- 3.4.7.2 If the Chair of the Governance & Search Committee has had any direct participation or personal involvement in the debate over the individual concerned, the resolution should be proposed by a Member of the Governance & Search Committee other than the Chair.
- 3.4.8 The Member has the right to reply, either by written or personal representation.
- 3.4.9 The Member and supporting colleague will withdraw allowing the hearing to consider the concerns and what action should be taken.
- 3.4.10 The Governance & Search Committee shall take all representations into account and shall take such action as it considers appropriate.
- 3.4.11 The Member will be allowed back into the hearing to be informed of the decision whether or not a recommendation to remove will be made to the Corporation Board.
- 3.4.12 The Corporation Board will be asked to consider a recommendation to remove the Member concerned. Written confirmation of the decision will be sent to both parties within 10 working days of the meeting.
- 3.4.13 The Member will be advised of their right to appeal against the decision; an appeal, stating reasons, should be made in writing to the Clerk to the Corporation within 10 working days of receipt of the decision.
- 3.4.14 Any recommendation to suspend or remove the Member from office will be in place until after the appeal is heard and the final decision determined.
- 3.4.15 An appeal will be heard by a panel from the Corporation Board, not including Governance & Search Committee members, when the decision of the Governance & Search Committee and representations from the Member will be considered. A recommendation will be considered by the Corporation Board at a specially convened meeting. The Corporation Board will take such action as it considers appropriate and will communicate their decision to the Member without delay.
- 3.4.16 The Chair of the Corporation, or in the Chair's absence the Vice-Chair(s) of the Corporation, may remove a Member with immediate effect, without any need for prior notice and without referral to a Special Committee, where the circumstances are such that the Chair of the Corporation, or in the Chair's absence the Vice-Chair(s) of the Corporation, is/are entitled to do so by reason of the serious or gross misconduct of the Member and in such a case details of this procedure shall not apply.

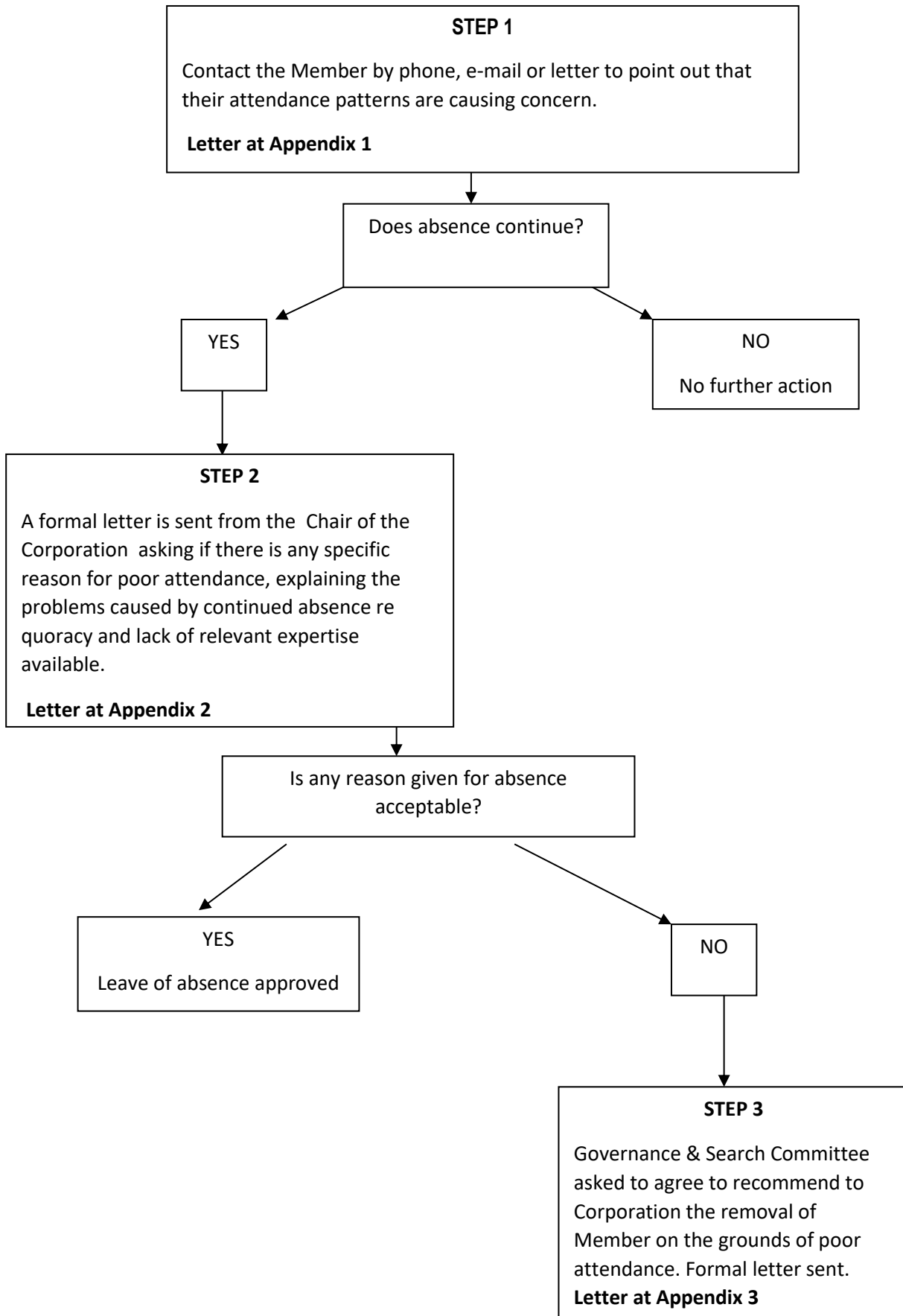
To avoid ambiguity, the following is a non-exhaustive list of offences of gross misconduct, gross incompetence or gross negligence, which are normally regarded as grounds for summary removal:

- 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;

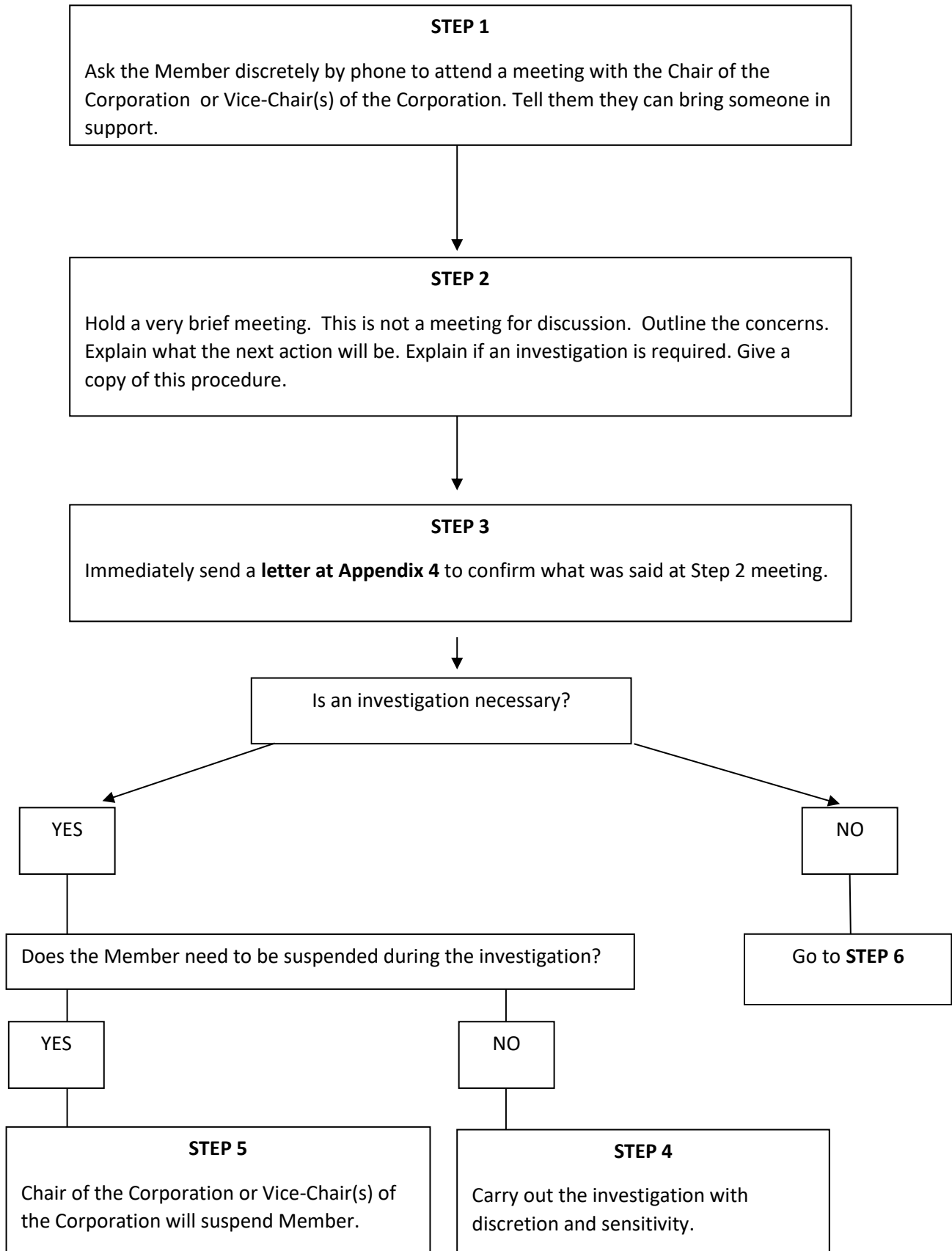
- deliberate falsification of College records
- bribery or corruption;
- refusal to comply with College rules
- gross negligence or incompetence;
- serious incapability as a result of being intoxicated by reason of alcohol or drugs;
- violent, dangerous or intimidatory conduct;
- violation of the College's 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 or her 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;
- misuse of e-mail or of the Internet (including downloading or transmission of material which is defamatory, offensive, obscene, malicious, sexist, racist or protected copyright material).

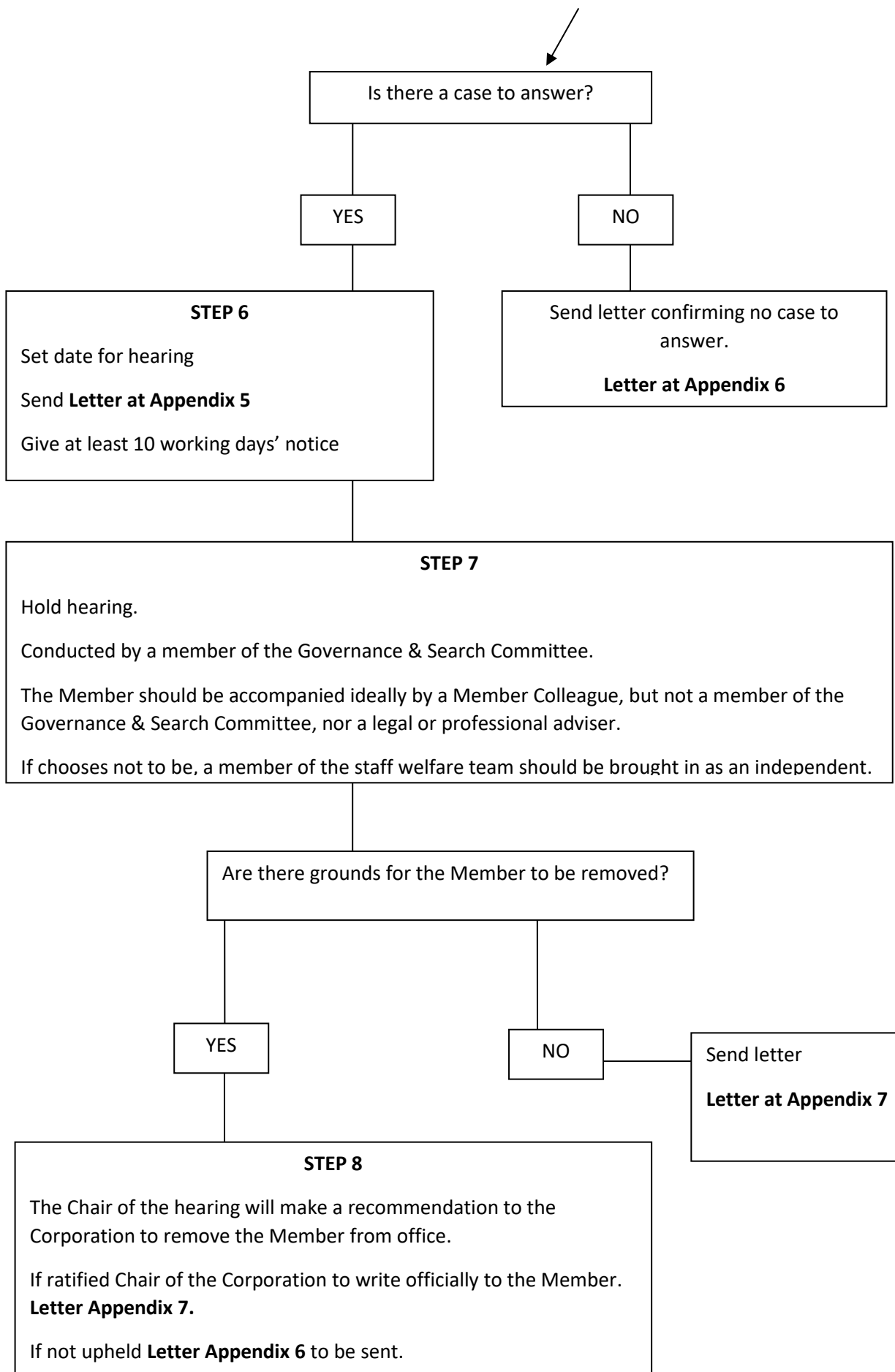
3.4.17 The decision to remove a Member to be reported will the next earliest Corporation Board meeting.

ISSUES OF ATTENDANCE



UNABLE OR UNFIT TO DISCHARGE DUTIES





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. DATE OF POLICY

March 2019

6. REVIEW

The Policy will be reviewed annually by the Clerk to the Corporation.

APPENDIX 1

SAMPLE LETTER TO WARN MEMBER THAT ATTENDANCE IS BECOMING AN ISSUE

Private and Confidential

It has been noted that you have not been present at Corporation Board or Committee meetings recently (time scales), and I have not received any communication from you. I do hope that you are well and that it is not ill health that is preventing you from fulfilling the responsibilities of Corporation Board Membership. Your attendance and contribution at these meetings is most valued. If it is not possible for you to be at the meeting, could you please let the Clerk know in advance to ensure that the if committee is not going to be quorate, others can be informed and the meeting postponed.

If you have any concerns regarding the Corporation Board meetings and your attendance, please do not hesitate to speak to either the Clerk or myself and we will do our best to assist you.

APPENDIX 2

SAMPLE LETTER TO INFORM MEMBER THAT ATTENDANCE IS UNACCEPTABLE

Private and Confidential

The Clerk to the Corporation has brought to my attention that you have not attended any of the Corporation meetings in the past (how many) months and (number of) Committee meetings this academic year. Non-attendance for such a period brings into question your continued membership of the Board. Your attendance and contribution at these meetings is most valued and it would be appreciated if you could attend if you possibly can.

Obviously as Chair of the Corporation, I have a degree of discretion and because of that, I am writing to you to determine whether or not you wish to remain on the Board or whether your obviously high work involvement is preventing you from giving the position its proper attention.

If after consideration you feel that the duties are too onerous in the circumstances, please feel free to discuss the matter with the Clerk.

APPENDIX 3

SAMPLE LETTER TO REMOVE MEMBER FOR POOR ATTENDANCE

Following consideration of your attendance patterns, the Corporation Board have determined that your continued absence makes it impossible for you to discharge the functions of a Member of the Corporation. Therefore, I am writing to give notice that you have been removed from office in accordance with Clause 9(2) of the Statutory Instrument of Government, with effect from (time) on (date).

I am very sorry that your membership has ended in this way; your contribution to the business of the Corporation has been valued and your expertise considered to be extremely useful during your collaboration with the College over the past few years.

If you would like to appeal against the decision to terminate your membership, please write to the Clerk to the Corporation within 10 working days stating your reasons. On receipt of your letter, a meeting will be convened to hear your appeal, according to the College's appeals procedure.

I would like to take this opportunity of thanking you for your association and contribution to the work of the Corporation Board during your time as a Member.

APPENDIX 4

SAMPLE LETTER INFORMING A MEMBER THAT THEY FACE AN INVESTIGATION

Private and Confidential

This is to confirm what was said at our meeting on (date of meeting). The meeting took place in (room); (name) was present as your (colleague/support).

You face the possibility of being removed as a Member of the Corporation Board on account of (brief description of the matters of concern). This/these matters will now be investigated further. It is anticipated that the investigation will be completed within (timescale). If there is some good reason for it not to be complete within that timescale, I will write to you again with an explanation.

At the end of the investigation the outcome could be that, there is no case to answer and in those circumstances, I will inform you in writing at the earliest opportunity. Otherwise, you will be given 10 days' notice of the requirement for you to attend a hearing at which you will have the opportunity to respond.

Please treat this matter as confidential, it is not appropriate that it should be discussed at anything other than a formal meeting called for that specific purpose

It is requested that you do not attend Corporation Board meetings or conduct other Governance business whilst this process is on going. This is not meant to infer that there has been any judgement made (explanation given here of circumstances of request not to attend meetings etc).

APPENDIX 5

SAMPLE LETTER INFORMING A MEMBER OF A HEARING

Private and Confidential

Further to our meeting on (date when Member was informed that they might face a hearing), I am now writing to inform you that a hearing is to be held.

This is scheduled to take place at (time) on (date) in (room). You should report to (room) where you should wait until invited into the hearing.

If this date is not convenient for you then you should contact (name) immediately to arrange an alternative. Please note that the time delay is to give you an opportunity to prepare; the hearing can be held sooner by mutual agreement.

If you fail to attend without good reason, the meeting will go ahead in your absence. If you seek to delay the meeting, you can do so but only by up to a further 5 working days.

The hearing is being called to consider (specific nature of the concern). The meeting will be chaired by (name). Copies of all documents that will be considered at the hearing are enclosed. Any documents that you intend to refer to should be forwarded immediately, addressed to me.

You have a right to be accompanied. This should ideally be by a fellow Member, but not a member of the Governance & Search Committee nor a legal or professional adviser unless the College agrees otherwise having received such a request in advance or if the College intends to be legally represented itself. Members of the staff welfare team are available on request to support and accompany you.

It is the College's policy that if you choose not to be accompanied, then a member of the staff welfare team will be asked to attend the hearing as an independent observer. I would therefore appreciate it if you would confirm that you would make your own arrangements to be accompanied and the name of the person accompanying you.

Please remember that this matter is confidential; it is not appropriate that it should be discussed at anything other than a formal meeting called for that specific purpose.

APPENDIX 6

SAMPLE 'NO CASE TO ANSWER' LETTER

Private and Confidential

I am writing to inform you of the outcome of the investigation/hearing.

It has been determined that there is no case for you to answer. This is because (brief explanation).

This means that the matter is now formally closed.

I would like to thank you for your assistance during this process. I realise that this has been a difficult time for you and would like to assure you that your contribution and expertise as a Member is very much appreciated. I would like to thank you for our co-operation and forbearance during this investigation and look forward to your continued involvement. Please do not hesitate to contact me if you would like further clarification on any of the points made.

APPENDIX 7

SAMPLE LETTER TO REMOVE A MEMBER WHO IS UNFIT OR UNABLE TO DISCHARGE THE DUTIES OF A MEMBER

Private and Confidential

A hearing has been held to consider a number of concerns raised regarding your fitness or ability to discharge the functions of a Member, consideration was given to (concerns, e.g. health or conduct)

At the hearing to consider these issues, the Corporation Board were satisfied that you are unfit/unable to discharge the functions of a Member of the Corporation. Consequently, notice is to be given that you have been removed from office in accordance with Clause 9(2) of the Statutory Instrument of Government, this decision to take effect from (time) on (date of meeting).

I am very sorry that your Membership has ended in this way; your contribution to the business of the Corporation has been valued and your expertise considered being extremely useful during your collaboration with the College over the past few years.

If you would like to appeal against the decision to terminate your Membership, please write to the Clerk to the Corporation Board within 10 working days, stating your reasons for appeal. On receipt of your letter, a meeting will be convened to hear your appeal, according to the College's appeals procedure. I would like to take this opportunity of thanking you for your association and contribution to the work of the Corporation Board during your time as a Member.

APPENDIX 8

Determination of Membership Numbers

The Corporation has established that the total number of Members should be a minimum of 12 and a maximum of 22 comprising of:

- the Principal;
- At least one and not more than three staff Members;
- At least two and not more than three students;
- Up to three parent Members;
- Up to 14 independent Members appointed by the Corporation Board following recommendation from the Governance & Search Committee and who in the opinion of the Governance & Search Committee have the necessary experience and expertise to fulfill the responsibilities of the Corporation Board.

APPENDIX 9

TERMS OF REFERENCE OF GOVERNANCE & SEARCH COMMITTEE

In carrying out its responsibilities set out below, the Committee will have proper regard to health and safety, safeguarding learners/vulnerable adults, Prevent and promoting equality and respecting the diversity of the College community.

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 Corporation;
- b) interview prospective candidates and existing Corporation members proposed for re-appointment;
- c) advise and make recommendations on appointments and re-appointments to the Corporation and its committees;
- d) conduct periodic skills audits of the Corporation membership to ensure a balance of skills is available to the Corporation and its committees;
- e) recommend to the Corporation 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 Corporation 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 Corporation including the establishment of a training needs analysis and training programme;
- h) recommend to the Corporation for approval appropriate objectives for (i) the Corporation and (ii) the Chair of the Corporation 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 Corporation on whether the objectives have been met;
- i) review the overall performance of the Corporation and its committees including receiving an attendance analysis and report the results to the Corporation;
- j) recommend to the Corporation candidates for the post of College Ombudsman;
- k) review and, if agreed, to approve expense payments to members of the Corporation not already covered by the approved expenses policy;
- l) to recommend to the Corporation the composition of committees, “Link Memberships” and the appointment of Corporation members to particular roles including membership of the College’s Risk Management Committee, and as Safeguarding; PREVENT; SEN; EDI; and Information Security Members;
- m) to make recommendations to improve the efficient operation of the Corporation.
- n) review bi-annually the policy on Member Succession Planning.

Membership	At least four Members (including the ex officio members: the Chair of the Corporation and the Principal). One member may be a co-opted person with relevant recruitment or governance expertise who need not be a Corporation member
Quorum	The greater of two members or 40% of membership
Chair	To be elected by the Committee and report to the Corporation
Vice Chair	To be appointed if required
Period of office	To be determined by the Corporation but not to exceed six years in aggregate.
Frequency of	One ordinary meeting each term
In attendance	Clerk

APPENDIX 10

MEMBER ROLE DESCRIPTION

JOB TITLE: MEMBER

RESPONSIBLE TO: THE GOVERNING BODY

RESPONSIBILITIES: To take responsibility, as a member of the governing body, for the:

- determination of the educational character and mission of the institution and the oversight of its activities;
- approving the quality strategy of the institution;
- for ensuring the effective and efficient use of its resources, the solvency of the institution and Corporation and safeguarding their assets;
- for approving annual estimates of income and expenditure;
- for the terms of employment (appointment, grading, suspension, dismissal and determination of pay and conditions of service) of Senior Post Holders (currently the Principal, Deputy Principal and Clerk to the Corporation) and for setting a framework for the pay and conditions of service of all other staff.

PERSON SPECIFICATION:

- To have an interest in further education;
- To empathise with the culture and ethos of a sixth form college;
- To be able to understand complex issues;
- To be willing to attend approximately five evening meetings a year;
- To be willing to read a considerable amount of paperwork;
- To be able to work as part of a team of Members for the benefit of the College and its various stakeholders;
- To have a willingness and ability to be challenging and enquiring but also to know when to be supportive of senior management and fellow Members;
- To be willing to comply with the Code of Conduct for Governors
- To be willing to join at least one Corporation Sub Committee of which there are four – these meet once per term.