



GOVERNOR APPOINTMENT PROCESS

1. Purpose

This note sets out how appointments to the position of governor (charity trustee) are made at the University of the Arts London. This is a publicly available document.

2. Background

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 job description and person specification i.e. a role description.
- 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.

The above process also corresponds with best practice in relation to recruitment of trustees identified by the Charity Commission.

3. Membership of the Court of Governors

3.1 The Court of Governors is the governing body of the University, responsible for the strategic direction of the University and for determining its overall mission and values. It currently has up to 25 members known as governors, comprising: nineteen external members, five staff members, and one student member*. External members fall into two categories: independent and co-opted. All governors are charity trustees as the University is an exempt charity established under education legislation.

3.2 The Court of Governors must agree the appointment of all members except the Vice-Chancellor who may choose to be a governor by virtue of his/her office. In addition, the appointment of independent governors must be approved by the Committee of Independent Governors in certain circumstances.

4. Timetable

4.1 Vacancies for external members of the governing body are first considered by the Nominations Committee, a governor level committee set up by the Court of Governors. The Nominations Committee will make recommendations to the Court of Governors on the filling of vacancies. The membership of the Committee is as set out in documents available on the University's website.

* At its meeting on 26 March 2018, the Court of Governors agreed to reduce its membership from 25 to 17 governors (from 19 to 12 external governors and from 4 to 3 staff governors; plus the Vice-Chancellor and one student governor) over the following 18 – 24 months.

- 4.2 The Nominations Committee meets, on average, three times each academic year in autumn, spring and summer 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 a longer period of time in certain circumstances where the Nominations Committee or the Court of Governors think it appropriate.

5. Skills, Background, Equality and Diversity

- 5.1 At its meetings, the Nominations Committee carries out a governors' skills audit. It reflects on the "shape" or profile of the governing body in relation to experience, expertise and skills. The Committee identifies any existing skills gaps and identifies future gaps which are likely to arise (where a governor's term of office is coming to an end). Recruitment of new external governors is based on strengthening any identified gaps in skills and expertise.
- 5.2 In considering the profile of the governing body and any future recruitment the Nominations Committee will have regard to the University's Equal Opportunities Policy as set out within the Equality and Diversity Framework. The Committee will seek to promote gender balance and ethnic diversity in its nominations and appointments. The Committee will also have an awareness of the student and staff profile in making its recommendations. Governors are asked to complete an equal opportunities monitoring form upon appointment.

6. Governor Role Description

- 6.1 A governor role description, incorporating a job description and person specification, is available on the University's website. This document has been approved by the Court of Governors and reflects the guidance of the Committee of University Chairmen, the Institute of Chartered Secretaries (ICSA) and the Charity Commission. The standard role description is applicable to any governor appointment; however, where a vacancy requires a particular expertise or profession, an additional provision in relation to that expertise may be added to the role description if necessary.

7. Recruitment Methods (External Governors)

- 7.1 The University publishes a permanent advertisement on its website encouraging self-nomination from prospective external candidates. Alongside this the University publishes links to useful information for prospective candidates including the history of the University, the University's financial statements, the Charity Commission's Guidance Note: "The Essential Trustee", and guidance on eligibility to act as a trustee.
- 7.2 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 in more exceptional cases, such as for the recruitment of a new Chair of the Court.
- 7.3 In addition, as part of its search for suitable candidates, the Nominations Committee makes use of existing contacts: the University's senior management group, its Colleges and its existing governors are asked to recommend potential candidates, where relevant. Alumni Networks may also be used in seeking nominations.

8. Process for Considering Potential Candidates (External Governors)

- 8.1 Following the advertisement of a vacancy, the Nominations Committee considers the resulting list of candidates at its next scheduled 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 background of each candidate and how these meet the requirements of the Court of Governors. The Committee will also consider how best to maintain gender balance and diversity 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 for future consideration.
- 8.2 Shortlisted candidates are invited to attend an informal interview with a panel consisting of members of the Nominations 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 are made aware of the requirements of the governor role; the responsibilities of a trustee; and the time commitment involved.
- 8.3 Following interviews the panel will make a recommendation and the Nominations Committee will then 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 Nominations Committee makes a recommendation of appointment to the Court of Governors (and, where relevant, the Committee of Independent Governors).

9. Process for Appointment of the Student Governor and Staff Governors

- 9.1 The Court of Governors appoints one student governor on an annual basis: this is normally an elected Sabbatical Officer who has been nominated by his/her fellow officers. In addition, the University's Academic Board will nominate a governor for a three-year term, subject to the approval of the Court of Governors.
- 9.2 Two further staff governor nominations are subject to an elections process and are advertised through all-staff emails as well as via the University's intranet. In accordance with its Terms of Reference, the Nominations Committee is kept up to date with potential vacancies in this category. Members of staff interested in standing as a candidate for a staff governor position should contact the University Secretary and Registrar's Office. These positions arise once every three years. Following an election the appointment of these staff governors is also subject to the approval of the Court of Governors.

10. Eligibility

- 10.1 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. New governors are required to 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 and by HMRC. The declared interests of prospective governors are also subject to checks by the Finance Department to ensure that there is no serious conflict with the interests of the University. Further information on eligibility to serve as a trustee is set out in the University's "Guidance on Eligibility" document.

11. Induction

11.1 An induction for new governors, including follow up sessions, is provided through the University Secretary and Registrar's Office. Ongoing development is available through a variety of methods including appropriate external seminars and topic briefings made at governor meetings.

12. Policy on Terms of Office

12.1 Excepting the Student Governor and the Vice-Chancellor, the term of office for governors is three years, usually commencing on 1 September.

12.2 The current policy of the Court of Governors on terms of office for external governors is that:

- Reappointment of governors for a second (three-year) term is based on an assessment by the Nominations Committee of the attendance record and contribution made by the governor concerned during his/her first term. Governors with poor records of attendance and contribution will be asked to step down at the end of their first term.
- The normal expectation of the length of service as a governor is six years (i.e. two terms) but governors who are making a significant contribution can be offered a third term of three years. This is most likely to apply to governors who are chairs of committees but governors with an exceptionally strong record of effective contribution to Court and its committees, attendance at university events or other productive engagement with the University can also be considered for a third term.
- The maximum period a governor may serve for is nine years (three terms), unless very exceptional circumstances require the governors' service for one further year (e.g. where the governor is a committee chair and a replacement has yet to be appointed).

12.3 For staff governors, two consecutive terms of office is the maximum permitted: appointment or reappointment is based on the nominations and elections processes set out above.

13. Appointment of the Chair of the Court of Governors

13.1 The University's governing document requires that "each year normally at the first ordinary meeting in the academic session the Board of Governors shall elect a Chair and a Deputy Chair from among their number. A member of the corporation who is employed at the University or is a student at the University shall not be eligible for election as Chair." (Article 7.7)

13.2 However, given that the Chair role has additional responsibilities and involves additional time commitment, the University chooses to advertise the role publicly, on the understanding that the Chair will serve in that capacity for the duration of their term as governor. The requirement to reappoint the Chair on an annual basis provides a mechanism by which the incumbent could be replaced, in the unlikely event of the Court requiring the Chair to stand down from the role at an earlier point.

- 13.3 When seeking a new Chair, the Court of Governors shall appoint a Chair's Search Committee. This Committee shall consist of external members of the Court of Governors and shall be advised by the University Secretary and Registrar. The Committee will approve a role description for the Chair and will arrange for the role to be advertised in the national press. Normally an Executive Search Agency will be appointed to assist with the identification of candidates. Nominations of potential candidates are accepted from existing members of the Court (who are also welcome to self-nominate for the role).
- 13.4 The Search Committee shall carry out formal interviews and candidates will be subject to the same eligibility checks as set out above for all governors. Once a preferred candidate is identified, the Court of Governors will be asked to approve the appointment of that individual as governor and Chair of the Court.
- 14. Appointment of the Deputy Chair of the Court of Governors**
- 14.1 Whilst the Deputy Chair does not have the same responsibilities as the Chair of Court, this role is likely to require increased time commitment and the Deputy Chair may be expected to attend a higher number of committee meetings than most governors. For this reason, external advertisement for the Deputy Chair role may be required if there is no suitable candidate amongst the existing Court members. This is a decision for the Nominations Committee. If external advertisement is deemed appropriate then the methods set out at paragraph 7 will be followed, with the use of a specialised Deputy Chair Role Description. Interviews would be carried out by members of the Nominations Committee.
- 14.2 The Court of Governors will be asked to approve the appointment of the Nominations Committee's preferred candidate for Deputy Chair. In normal circumstances it will be expected that the Deputy Chair will serve in this role for at least one term of office (i.e. three years), subject to annual appointment at the Court of Governors' meetings, as required by the governing document.
- 15. Appointment of Committee Chairs and other Committee Members**
- The Nominations Committee will keep under review the membership of each of the Court's committees and will make recommendations on committee membership to the Court of Governors. Committee chairs and members are appointed on an annual basis by the Court of Governors; however, in order to provide consistency it is expected that most committee chairs will serve in this role for more than one year. In certain cases where a more specialist background or qualification is required, e.g. for the Chair of Audit Committee, the role may be advertised externally, with the understanding that this governor is likely to fulfil this role throughout the duration of their term of office; this advertisement is a decision for the Nominations Committee.
- 16. Review of Process**
- The appointments process for governors is reviewed by the Nominations Committee who may recommend amendments to the process where required.

Latest version approved by UAL's Nominations Committee on 23 May 2018.
Next review due: May 2019

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