

## Board of Governors Recruitment Policy

<b>Responsibility for Policy:</b>	University Secretary
<b>Relevant to:</b>	Board of Governors, Nominations Committee
<b>Approved by:</b>	Nominations Committee on 9 <sup>th</sup> March 2020
<b>Responsibility for Document Review:</b>	Clerk to the Board of Governors
<b>Date introduced:</b>	October 2015, July 2017
<b>Date(s) modified:</b>	July 2017, March 2020
<b>Next Review Date:</b>	March 2022

### RELEVANT DOCUMENTS

- The Articles and Instrument of Government
- The Higher Education Code of Governance
- Leadership Foundation for Higher Education – Resource for Governors

### RELATED POLICIES & DOCUMENTS

- Equality & Diversity Policy
- Membership and Terms of Office Policy
- Nominations Committee Terms of Reference
- The Role of Governor
- Membership and Terms of Office: Board of Governors

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## **1. Introduction**

Liverpool John Moores University is a modern civic university delivering solutions to the challenges of the 21st century. Firmly established in the city of Liverpool and with ambitious plans to develop a connected village campus in the heart of the city, the University is committed to its local environment. The University is headed by an effective governing body, which is unambiguously and collectively responsible for overseeing the Institution's activities, determining its future direction and fostering an environment in which the University's mission is achieved and the potential of all learners is maximised.

All persons appointed to the Board are expected to be committed to the Institution's values and to observe the highest standard of corporate governance in the exercising of their responsibilities, in particular the 'Seven Principles of Public Life' drawn up by the Committee on Standards in Public Life, namely: selflessness; integrity; objectivity; accountability; openness; honesty and leadership. The governance practices of the University are consistent with 'The Higher Education Code of Governance' published by the Committee of University Chairs (CUC) in June 2018.

## **2. Scope**

This policy and procedure is designed to facilitate the appointment of governors to the governing body at Liverpool John Moores University (LJMU). The Board of Governors' membership consists of independent/external or 'lay' members and co-opted members, staff governors and student governors. The University's Secretariat will provide support and advice on the process for recruiting governors.

This policy pertains to the recruitment of external governors only. There is a formal selection process for the nomination of staff and student governors to membership of the Board of Governors.

## **3. The Role of External Governor**

The Board of Governors carries responsibility for ensuring the effective management of the University and for planning its future development. It is made up of individuals drawn from outside the University with experience in the areas of education, finance, business, industry and commerce, but this is not an exhaustive list. The role of governor is not salaried, but offers the opportunity to contribute to the development of the University, working with other members of the Board, the Vice-Chancellor & Chief Executive and other senior staff.

The responsibilities of governors are set out within the University's Articles of Government; the Board of Governors' Terms of Reference; the Higher Education Code of Governance published by the Committee of University Chairs (CUC); and the Memorandum of assurance and accountability between HEFCE and institutions.

The Board of Governors has six formal Committees as below:

- Audit (meets a minimum of 4 times a year)
- Employment (meets a minimum of 3 times a year)
- Finance (meets a minimum of 3 times a year)
- Infrastructure (meets a minimum of 4 times a year)
- Nominations (meets a minimum of once a year)
- Remuneration (meets a minimum of once a year)

External governors are expected to serve on at least one committee and the Board will endeavour to appoint a governor to a committee where their skills and experience can make the most positive contribution. Governors may also have an opportunity to contribute to areas needing specific expertise by serving on working groups established for specific purposes from time to time by the Board.

#### 4. Structure of the Board of Governors

The structure of the Board of Governors may be varied but must at all times be consistent with the composition arrangements defined in the University's Statutory Instrument. The maximum numbers permitted in each category of membership is shown below. The agreed current practice is shown in brackets:

<b>External Governors</b>	<b>Maximum</b>	<b>Current Practice</b>	
Independent	13	(13)	
Co-opted	9	(1)	At least one must be connected with 'education'
<b>Internal Governors</b>			
Co-opted Staff	2	(2)	By election (one teaching and one non-teaching)
Nominated by the Academic Board	2	(2)	By nomination
Vice-Chancellor	1	(1)	Ex-officio
Student Governor(s)	2	(2)	Ex-officio
<b>Total</b>	29	(21)	

## **5. External Governors' Terms of Office (Independent and Co-opted Members)**

Each term of office is for a period of three years. An immediate second three-year term is acceptable by mutual agreement of the individual and the Chair of the Board and subject to a joint review by parties noted.

A further three-year term is possible by exception, although such continuance must be considered alongside other potential nominees and determined on the basis of the balance required on the Board at that time and through the established nominations process.

Nine years represents the maximum service possible on a continuous basis, although there are exceptional circumstances where this may be extended by the Board of Governors.

Governors who have served before can be re-appointed to the Board at a later date, provided that the appointment suits the balance required on the Board at that time, that the appointment occurs as a result of the established nominations process, and that there has been an identifiable break in service of at least four years following a continuous period of office.

## **6. Nominations Committee**

The appointment of governors is overseen on behalf of the Board by the Nominations Committee, supported by the Secretariat. As part of this duty, the Nominations Committee must ensure that candidates are able to fulfil approved nomination criteria (see point 8 below).

### Terms of Reference

1. To regularly review, on behalf of the Board of Governors, the general size and balance, including the equality and diversity of membership of the Board of Governors on an annual basis, in line with best practice.
2. To regularly review, on behalf of the Board of Governors, the skills, knowledge and experience of the Board of Governors on an annual basis
3. To examine potential vacancies and to define appropriate criteria for the filling of such vacancies, in particular to examine any individual term of office that is due to expire within 12-18 months and to make recommendations to the Board of Governors concerning the replacement or continuation of members in accordance with the emerging needs of the Board of Governors and the extant membership policy (including a review of the skills, knowledge and experience of the Board).
4. To set in train the recruitment process of securing nominations to the Board of Governors and to consider individual nominations arising from that process
5. To supervise any selection process(es) linked to the nomination of Board members by:
  - a. Considering all proposed candidates for selection to ensure that they meet to the terms of reference for qualification (the 'Nomination Criteria') to be a member of the Board as prescribed by the Board of Governors from time to time.

- b. Regularly reviewing the Nominations Criteria and make any appropriate recommendations to the Board for their amendment and alteration as the Committee shall in its absolute discretion see fit.
  - c. Monitoring the process of selection and appointment in accordance with all proper selection procedures in force from time to time of all and any staff or external governor and report to the Board of Governors in relation to the same.
6. To recommend to the Board of Governors the continuation or termination of existing members and the appointment of prospective new members.
  7. To review annually the policies in respect of the recruitment, induction, development and performance review of governors, and to make recommendations to the Board accordingly.
  8. To review periodically the process for securing nominations to the Board of Governors and to consider individual nominations arising from that process, including where necessary, the process of the selection for nomination of staff governors pursuant to bullet point 5 above.
  9. To review annually the policies in respect of Membership & Terms of Office and Attendance and to make recommendations as appropriate to the Board
  10. To receive annually the statistics for individual governor attendance at Board and committee meetings, prior to dissemination to individual Governors and prior to presentation at the November meeting of the Board of Governors.
  11. To review selection criteria and procedures for membership of the Academic Board and make recommendations on same to the Board of Governors.
  12. To keep under review the general membership of the committees of the Board of Governors.
  13. To oversee the arrangements for succession planning for the Chair, Deputy Chair, and the committee Chairs and Deputy Chairs.
  14. To keep under review, the risks associated with those matters considered the responsibility of the Committee, as determined by these Terms of Reference.
  15. To keep under review its own performance and effectiveness against the terms of reference of the Nominations Committee and the Higher Education Code of Governance on an annual basis.
  16. To reflect on the Board's own composition and consider taking steps to ensure that it reflects societal norms and values.

## **7. Recruitment Procedure**

When appointing external members to the Board of Governors the procedure below is to be followed:

- a. The recruitment process should not proceed until a full evaluation of the composition of the Board of Governors has been undertaken. In so doing the governing body must reflect on its current composition and consider taking steps to ensure that it reflects societal norms and values.
- b. A skills matrix should be considered to balance existing skills and expertise amongst serving members of the governing body against additional skills and

expertise required for breadth and depth to the Board's skills base. It is essential to agree the precise requirements expected of potential governors to align the governing body's skills base with the strategic priorities of the University.

- c. A meeting of the Nominations Committee must be convened to discuss the vacancy on the Board of Governors.
- d. Using the skills matrix the Nominations Committee will consider the skills, knowledge and experience required and determine the skills profile for the vacancy.
- e. The Nominations Committee will agree a timetable and process for the recruitment of the new governor(s). This can be via a call for nominations from key stakeholders; general advertising in the media and press; or through the recruitment of external independent consultants; or any other such way as prescribed by the Nominations Committee.
- f. Consultation with key stakeholders can assist in identifying potential candidates who may be approached.
- g. The Equality Act places a responsibility on organisations to monitor, amongst other things, their recruitment processes to ensure that they are not discriminatory. This also applies to the recruitment of governors to the University's governing body.
- h. The Board of Governors should demonstrate through its recruitment policy for new members its commitment to equality and diversity, for example: advertising vacancies locally and nationally, including in local ethnic minority publications and via social media; using alumni, particularly as they may give access to a more diverse and a younger pool of potential candidates; drawing on search consultancies who can sometimes access a broader pool.
- i. Prospective candidates/nominees for the Board of Governors will submit their curriculum vitae, supporting documentation to the Secretariat or external independent recruitment consultants by a given deadline.
- j. The Secretariat is the main point of contact, when not appointing external consultants, for the receipt of initial enquiries and applications and will manage the recruitment and selection process via the Nominations Committee.
- k. A meeting of the Nominations Committee will be convened to consider the applications/supporting documentation against the agreed criteria at the start of the recruitment process.
- l. Following the meeting of the Nominations Committee the Secretariat will contact both the unsuccessful candidates informing them of the decision of the Nominations Committee. In some circumstances it may be that the candidate/nominee does not satisfy the skills required at a particular point in

time, but may be eligible for a future appointment. In such cases, the Secretariat will seek permission to hold the candidate/nominee details on file.

- m. The Secretariat will contact the successful candidates inviting them to participate in the selection process. This will be carried out by way of an informal discussion with the Chair/man of the Board, the Deputy Chair/man of the Board, and wherever possible, the Vice-Chancellor & Chief Executive.
- n. In the event that there are no successful candidates/nominees, the Nominations Committee will consider the action to be taken.

## **8. Selection Process**

- a. The Nominations Committee is required to apply agreed Nominations Criteria in selecting and recommending nominees to the Board of Governors.
- b. Following approval by the Nominations Committee of prospective external governors, candidates/nominees are invited to attend an informal interview with the Chair, the Deputy Chair, and wherever possible, the Vice-Chancellor & Chief Executive, coordinated by the Secretariat. The interview is a two-way process for both sides to get to know one another and determine whether they can work in partnership in discharging the responsibilities of the Board of Governors, and to ensure the necessary time commitments can be realized.
- c. On those occasions where a possible candidate is known to the Chair or Deputy Chair consideration will be given as to the attendance of another Independent Governor.
- d. The Secretariat is responsible for all arrangements for the interview process.
- e. On completion of the selection process, candidates will be contacted by the Secretariat to advise of the University's decision and establish that the candidate remains interested in becoming a member of the Board of Governors, subject to satisfaction of the provisions relating to the appointment of Governors.

## **9. Eligibility for Appointment**

Provisions relating to the appointment of governors are outlined in the University's Articles of Government and in 'The Code of Conduct for Governors'.

Members of the Board of Governors must comply with legislation governing charities and the requirements of the Companies Act. Restrictions on eligibility for appointment to the Board of Governors are:

- Must not be disqualified from acting as a director of a company
- Must not be an undischarged bankrupt
- Must not be under the age of 18
- Must not have an unspent conviction for an offence involving deception or

- dishonesty
- Must not have been removed from a charity trusteeship by a court of the Charity Commission

## **10. Appointment Process**

- a. Provided that the stipulations outlined above have been satisfied, the Secretariat is responsible for arranging the induction of newly appointed Governors to the University.
- b. The outcome of the recruitment and selection of new Governors must be formally reported to the Board of Governors for approval and for the record.