

Board of Governors' Membership and Terms of Office Policy

Responsibility for Policy:	Registrar & Chief Operating Officer
Relevant to:	Board of Governors
Approved by:	Board of Governors 6 July 2015
Responsibility for Document Review:	University Secretary
Date introduced:	Long standing Policy
Date(s) modified:	November 2015, June 2016, June 2017, November 2019
Next Review Date:	November 2023

RELEVANT DOCUMENTS

- Higher Education Code of Governance
- Articles and Instrument of Government

RELATED POLICIES & DOCUMENTS

- Board of Governors' Attendance Policy
- Board of Governors' Recruitment Policy

Board of Governors Membership and Terms of Office

1. STRUCTURE OF THE BOARD

- 1.1 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 agreed current practice is shown below in brackets. The maximum numbers permitted in each category of membership is shown below.

External Governors

Independent	13	(14)	At least half of the Governors must be independent
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Co-opted	9	(1)	At least one must be connected with 'education'
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Internal Governors

Co-opted Staff	2	(2)	By election (one teaching, one non-teaching)
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Nominated

by the Academic

Board

Vice-Chancellor	1	(1)	Nomination by the Academic Board
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Student Governor	2	(2)
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TOTAL	29	(21)	With facility to increase to 24 by inclusion of further independent Governors as business needs dictate
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2. EXTERNAL GOVERNORS

- 2.1 The Board Policy on terms of office is as follows:

External Governors (Independent & Co-opted Governors):

Each term of office is for a period of 3 years. An immediate second 3-year term is acceptable by mutual agreement of the individual and the Chair of the Board and subject to a performance review of the individual Governor by the Chair of the Board or a Committee Chair.

A further 3-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 in the Board at that time and through the established nominations process.

Nine years represents the maximum service possible on a continuous basis unless an extension is required as per 4.5 below (appointment of Chair) or for exceptional circumstances as agreed by the Board of Governors.

3. QUORUM

- 3.1 The Quorum for meetings of the Board of Governors and its committees is defined in the Articles of Government and is specified against each Board and Committee Terms of Reference.
- 3.2 The Clerk to the Board will advise the Chair of the Board or any Committee if any meeting is inquorate, based on the prevailing membership levels.
- 3.3 It is essential for the effective governance of the University that Governors are able to make regular attendance at meetings. A separate Attendance Policy is defined in order to support this objective.

4. CHAIR & DEPUTY CHAIR

It is Board policy to maintain fair and consistent procedures for the election of the Chair & Deputy Chair. The procedure ensures a finite limit on the terms of office of both Chair and Deputy Chair whilst maintaining an effective approach to succession planning.

Chair

- 4.1 The Chair will be elected to serve in that office for a period of 4 years with no extension, unless under exceptional circumstances and approved by the Board of Governors.
- 4.2 An election will take place at least 3 months before the incumbent Chair is due to stand down to elect his/her replacement. Where there is only one candidate, the incumbent Chair will seek the approval of the Independent Governors for the appointment without the need for formal election.
- 4.3 Only Independent Governors are eligible to be elected as Chair. Only Independent Governors may elect the Chair, although Ex-officio, Staff and Student Governors' views may be sought.
- 4.4 The successful candidate will serve on the Board in the capacity of 'Chair Elect', and will automatically take office at the time that the incumbent Chair stands down.
- 4.5 The term of office of the Chair will run concurrently with his/her term of office as Governor. Any Chair whose 4-year term of office takes him/her beyond the maximum term of office for a Governor of 9 years will be allowed to complete the full term of 4 years as Chair.

Deputy Chair

- 4.6 Elections for the office of Deputy Chair will take place biennially. Where there is only one nominee, the Chair will seek approval of Independent Governors for the appointment to be made without the need for a formal election.
- 4.7 Only Independent Governors can be elected to serve as Deputy Chair. A retiring Chair may not stand for Deputy Chair (but may be eligible to serve as Chair of a Committee).

- 4.8 The Deputy Chair may also stand for the office of Chair Elect, such that for a 3-month period the Deputy Chair and the Chair Elect roles are undertaken by the same person. Upon commencement of the role of Chair, a new Deputy Chair will be elected.
- 4.9 The Deputy Chair will be elected to serve in that office for a period of 2 years with no extension, unless under exceptional circumstances and approved by the Board of Governors.
- 4.10 In the absence of the Chair at any meeting, the Deputy Chair shall chair the meeting (and if both are absent the Governors present shall choose an Independent Governor from amongst their number, being eligible, to chair the meeting).
- 4.11 The Deputy Chair will be appointed as Chair of the Remuneration Committee and will stand down from any other previous committee membership other than the Nominations Committee.

Retiring Chair or Deputy Chair

- 4.11 Any Governor who has completed a 4-year term of office as Chair or a 2-year term of office as Deputy Chair, but has not reached the maximum 9-year term of office for a Governor, will be eligible to continue their term of office, subject to the requirements of Section 2 of the Membership and Terms of Office Policy.

5. CHAIR OF COMMITTEES

- 5.1 The appointment of a Chair of a Committee of the Board is approved by the Board of Governors.

6. INTERNAL GOVERNORS CO-OPTED THROUGH ELECTION OR ACADEMIC BOARD NOMINATION

- 6.1 Staff Governors on the Board, other than those nominated by the Academic Board, are, under the terms of the Instrument of Government, categorised as Co-opted Governors. The method of selection however, is currently through election or nomination from within the individual's grouping (i.e. academic staff, professional services staff or nomination from the Academic Board).

- 6.2 Within this category Governors are selected as follows:

* Professional services (non-teaching) staff: election every three years by all full-time and part-time professional services staff in the University.

* Academic staff: election every three years by all full-time and part-time (but not sessional), teaching staff in the University.

* Academic Board: nominations every three years by the Academic Board received by the Nominations Committee for approval on behalf of the Board of Governors.

- 6.3 The process of governance benefits from the appointment of staff Governors by ensuring that there is a continuous internal perspective represented in the decision making process. In the same way that the profile of independent and external co-

opted Governors changes over time, so it is considered desirable for this internal perspective to be 'refreshed' periodically.

6.4 Whilst staff Governors are elected by their peers, they specifically do not perform a representative role or hold a mandate for the group of staff to whom they belong. Staff governorship is designed to provide a staff perspective based on the opinions and experience of the individual Governor.

6.5 Recognising that it takes a reasonable period of time, any limitation on their period of office should not be set too short for staff Governors to become fully effective in their role, and familiar with their governance responsibilities; neither should it be set at a period which denies opportunity for other staff to be brought on to the Board.

It is therefore agreed that (staff) Governors should have a period of office limited to three years from their initial appointment, with the possibility of a further three years (if standing and re-elected) as a second term (i.e. up to six successive years in total). The nominated Academic Board Governor should also have a period of office limited to three years but if re-appointed for a further three years may be re-nominated by the Academic Board, in consultation with the Nominations Committee, if required.

7. **GENERAL** (Applies to all categories of Governor, excluding the Vice Chancellor & Chief Executive and the Student Representatives).

7.1 Governors who have served before can be re-appointed to the Board at a later date, provided that the appointment suits the balance required in 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 4 years following a continuous period of office.

8. **POLICY REVIEW**

8.1 This policy will be reviewed as part of the Governance Effectiveness Review conducted every four years, or sooner should governance or business matters dictate.