

GOVERNING BODY APPOINTMENT POLICY

1. Purpose of Policy

The Governing Body of the University are committed to ensuring that appointments to the Board and its Committees are conducted with full regard to the University's governing documents, the strategic aims of the organisation and in accordance with legislative and regulatory requirements. A particular focus is placed on equality and diversity in that the Governing Body is committed to the achievement of equality of opportunity and diversity throughout the University, and has particular responsibilities in relation to its own operation including appointments.

This policy will be the responsibility of the Chairs Committee acting as the Nominations Committee on behalf of the Governing Body, and will be reviewed at least every 3 years.

2. Standards in Public Life

It is important that all public appointees such as Governors and Trustees uphold the standards of conduct set out in the Committee on Standards in Public Life's Seven Principles of Public Life (appended to this policy). The Chairs Committee must satisfy itself that all candidates for appointment can meet these standards and have no conflicts of interest that would call into question their ability to perform the role. There is further discussion on eligibility below.

3. Constitution of the Governing Body

The constitution of the Governing Body is set out in the governing documents which were last amended with the approval of the Privy Council in 2013. This resulted in a reduction of the number of individual members on the Board from 24 to 18 in order to promote effective governance.

The Governing Body consists of a majority of Independent Governors and, when complete, normally consists of not fewer than 18 and not more than 21 persons. At least 10 Governors shall be members of the Church of England and at least 8 shall have skills & experience in industrial, commercial or employment matters or in the practice of any profession including the following:

- Four Nominative Governors of the Church of England of whom (i) one shall be appointed by the Archbishop of Canterbury (ii) one shall be appointed by the Diocesan Boards of Education of Canterbury and Rochester dioceses acting jointly (iii) one shall be appointed by the Bishop of Dover or his nominee and (iv) one shall be appointed by the Archbishops' Council
- One being the Vice-Chancellor appointed by the Governing Body
- Three Staff Governors appointed to serve four year terms of office by the Academic Board, Teaching Staff and Professional Services Staff respectively
- One Student Governor elected annually by members of the Students' Union as their President

This appointments policy therefore applies primarily in relation to the appointment of independent or co-opted Governors of whom there are currently nine on the Board, although considerations of eligibility, diversity and conflicts of interest apply more generally.

4. Identification of vacancies

The Clerk to the Governing Body will identify the need for new Governors as they arise in consultation with the Vice-Chancellor and the Pro-Chancellor. This may arise from completion of a term of office, resignations by individual members, or because particular skills or areas of knowledge are required to ensure that the Board operates effectively. The Chairs Committee will receive a paper from the Clerk at each meeting regarding membership of the Governing Body including identification of gaps and vacancies together with options for consideration. Although the nominations process is delegated to the Chairs Committee, who will make individual recommendations to the Board for approval, the Governing Body retains overall responsibility for decision making.

5. Skills and experience

The Deputy Clerk will maintain and regularly update a background governor skills and experience matrix in conjunction with all members of the Governing Body together with rotational retirement dates and membership and Committee lists. The skills and experience matrix is a background tool which is used by the Chairs Committee to inform its overall consideration of the range of skills and areas of expertise within the Governing Body, particularly in the context of new appointments. The skills profiling process will be valuable in informing these considerations and an annual regular review of the existing skills of the Governing Body will be carried out to inform the appointment (and development) needs of the Governing Body.

Consideration is given to those with public and private sector experience or knowledge in areas such as education including higher education, health, finance, property, accountancy, law and marketing, with a particular preference for those with leadership and strategic management experience. Appointing Governors who reflect, and have knowledge of the communities and the areas that the University exists to serve, will be an objective of this policy where possible.

6. Church of England Foundation

As a Church of England Foundation with a continuing commitment to its Christian distinctiveness and values the Governing Body is responsible for determining and maintaining the ethos of the University. This is reflected in the governing documents of the University which require there to be four Nominative Governors of the Church of England; the Vice-Chancellor to be a practising Christian; and for six of the ten independent Governors to be members of the Church of England. The appointment of Nominative Governors is conducted in consultation with Church partners who are responsible for nominating individuals. The Clerk to the Governing Body maintains oversight of the Church of England membership requirements through the appointment and induction process for new members and through regular updating of the skills and experience matrix which makes explicit reference to this matter.

7. Conflicts of Interest

The Chairs Committee will consider any existing conflicts of interest before the appointment of a Governor. It is inevitable that conflicts of interest will emerge from time to time, particularly in local communities where interests may overlap and the University consider it is important to identify the conflicts of interest as they arise, and to make sure that they are properly managed.

Consideration will be given to the ability of prospective Governors to act in the best interests of the University as opposed to the interests of representative groups. On appointment, Governors assume legal responsibilities in this regard as Directors of the University Company and Trustees of a registered charity.

Prospective Governors will be asked about potential conflicts of interest, and these should be declared by way of a Declaration of Interests form provided at the offer of an appointment. As a matter of best practice, the University ask Governors to submit an annual declaration of actual or potential conflicts of interest at the start of each new academic year. As well as each Governor being required to annually declare any changes in circumstance, conflicts of interest with items on the agenda at each meeting should also be declared.

If such conflicts are likely to arise frequently, the University consider that this may affect the ability of the Governor to perform their duties. This is particularly important where personal interests may be significant enough to make it necessary for the Governor to withdraw from meetings so often that they are unable to make a useful contribution. If this is the case the Governor should consider standing down, but should consult first with the Chair of the Governing Body and Clerk to the Governing Body to reach an understanding on the management of the conflict. The University will publish the declared interests of Governors on their website as a matter of transparency and good public sector practice.

8. Due diligence

When preparing to appoint a new Governor, the University will ensure that the person is qualified to act as a Governor, Trustee and Director. The Clerk to the Governing Body will check that candidates have not been disqualified from acting as Governors, Trustees or Directors, and candidates are asked to confirm in writing to the Clerk if this is the case.

Governors/Trustees

No-one under the age of 18 can be a Trustee of a charitable trust or unincorporated association, however 16 years is the minimum age for the appointment of a Director, and so a Trustee of a charitable company such as the University (registration number 1098136).

Some people are disqualified by law from acting as Trustees, including anyone described in sections 178 to 180 of the Charities Act 2011. This includes:

- anyone who has an unspent conviction for an offence involving deception or dishonesty;
- anyone who is an undischarged bankrupt;
- anyone who has been removed from trusteeship of a charity or University for misconduct or mismanagement; and

- anyone under a disqualification order under the Company Directors Disqualification Act 1986;
- anyone who has entered into a composition or arrangement with their creditors which includes an individual voluntary arrangement (IVA), and is currently on the Insolvency Service Register.

It is normally an offence to act as a Trustee while disqualified unless the Charity Commission have given a waiver under section 181 of the Charities Act 2011 (there are some special provisions applying to the administration of charitable companies and the Clerk to the Governing Body should be consulted in this event).

Directors

An order for disqualification can be made under a number of different sections of the Company Director Disqualification Act 1986. The order will specify the period of disqualification. For orders made against an unfit director of an insolvent company, there is a minimum period of 2 years and a maximum of 15 years. Disqualification undertakings are an administrative equivalent of a disqualification order. An undertaking may be given to the Secretary of State which has the same effect as a disqualification order, but do not involve court proceedings. In either event the potential appointee would be unable to act as a Director of Canterbury Christ Church University (a registered company limited by guarantee under number 4793659). Any such disqualification should be declared at the earliest opportunity to the Clerk to the Governing Body.

9. Diversity

The University believe that the governance of the University is enhanced and will be seen to be enhanced where Governors are appointed from a wide range of backgrounds. This includes Governors with experience of the education sector, the University community, those from minority and ethnic communities and people with disabilities. The University will at all times be mindful of maintaining a good gender balance on the Governing Body. The University is committed to the notion that a diverse board can help to increase accountability, public confidence and reputation amongst its stakeholders as well as encouraging well informed broad based decision making.

There are also legislative requirements with which the University as a public body must comply; the Equality Act 2010 gives public authorities a general duty to eliminate discrimination on certain grounds, and to advance equality of opportunity. An organisation which is not a public authority, but which exercises public functions such as the University, must also have due regard to these matters.

The Governing Body will look to appoint members in areas where it is under represented, for example by advertising and by making specific efforts to assist people who might otherwise have difficulties in attending board meetings.

The Governing Body have an Equality & Diversity Governor Champion role to assist in the Board's responsibilities for holding to account and supporting the Executive in promoting equality of opportunity and diversity throughout the University. An Equality & Diversity Executive Committee report to the Governing Body via the Human Resources Committee on the promotion, implementation and monitoring of policy and practice in the University. This includes presentation of an annual Equality & Diversity Report which is considered by

the Senior Management Team and by Governors. In addition a development and support programme for Governors provides regular briefings on the responsibilities of Governors for equality and diversity in the University. Governors also have the opportunity to participate in a visits programme within the University to inform them of culture, values and practice on a first hand basis.

Practical ways the University looks to increase diversity on the Governing Body include:

- making use of more active, open and inclusive methods of appointment, such as advertising;
- seeking expressions of interest from individuals with requisite skills & experience who have equality and diversity characteristics which are underrepresented on the Board
- taking active steps to address under representation through the nomination and appointments process
- organising governance board meetings at times which are more convenient to those with outside commitments;
- hosting governance board meetings at a venue which is accessible for people with ambulatory disabilities;
- operating an expenses policy which is available for the reimbursement of travel and childcare expenses
- considering individual requests for translators or sign language interpreters, or for documents available in large print, tape, CD or Braille;

10. Process for appointing Independent Members

The membership and overall process for appointment of the Governing Body is set out in the governing documents and appointments will be for four years, with the exception of the Student Governor who is elected annually and those members including the Vice-Chancellor who are appointed by virtue of office. This section of the appointments policy deals with the appointment of independent members who are nominated by the Chairs Committee for approval by the full Governing Body. Three alternative methods of appointment are available. This Policy is intended to provide the Chairs Committee with flexibility to consider which of the following approaches are the most appropriate to adopt when considering vacancies. These approaches may be run singularly or in parallel with each other. The Clerk to the Governing Body shall draft and keep updated a governor role description specification for use in the following processes:

a) Appointment following Internally Managed Search -

An internally managed search for candidates will involve members of the Governing Body and the Executive being asked to recommend suitable candidates based on particular skills and experience identified as being required on the Board. Suitable candidates may be identified from within existing networks and stakeholder groups and knowledge of specific individuals. The Vice-Chancellor and Clerk to the Governing Body will, following consultation with the Pro-Chancellor, draw up a long list of recommended candidates for presentation to the Chairs Committee. This paper will include details of candidates CVs, potential willingness to serve as a Governor, the outcome of due diligence enquiries and considerations around skills and experience profiling. The Chairs Committee will consider the options and make recommendations to the Governing Body.

b) Appointment after advertisement and expression of interest

The Chairs Committee may place an advertisement seeking expressions of interest from candidates wishing to join the Board. The advert may target particular skills and areas of expertise or may invite expressions of interest from candidates who would enhance aspects of the Boards diversity where it is underrepresented. Expressions of interest will be presented to the Chairs Committee and a short list of suitable candidates identified. Shortlisted candidates will be interviewed by a panel consisting of the Vice-Chancellor, the Pro-Chancellor, an independent governor and Clerk or Deputy Clerk to the Governing Body, and a preferred candidate or candidates will be recommended for appointment by the Governing Body via the Chairs Committee. Considerations of equality and diversity will be taken into account in the composition of the panel.

c) Appointment after Externally Assisted Search

The University may use an appointed firm of consultants (acting in accordance with the University's internal procurement rules) to seek out a candidate as a potential governor. The consultant will agree the parameters of the search with the Clerk to the Governing Body, will place a public advertisement, and conduct initial interviews to form a long list. The long list will be presented to Members of the Chairs Committee for shortlisting.

11. Process for appointing the Chair and Deputy Chairs

The appointment process for the Chair of the Governing Body is set out in the governing documents , and forms part of the University's processes around succession planning. The governing documents sets out the requirement for the Governing Body to elect a Chair from among its existing members. Where possible therefore, the Governing Body will elect as Chair one of their number who has been appointed under the usual mechanisms for the appointment of ordinary members.

The Chairs Committee on behalf of the Governing Body will, as part of a succession plan, consider 12 months in advance (before the retirement of the current Chair), what appointment process it thinks appropriate in the circumstances. The Vice- Chancellor will consult with members in order for the Chairs Committee to make formal recommendations to the Governing Body about the process. The process may involve the placement of a public advertisement, but it is not mandatory and will be relied upon where deemed appropriate for specific skills and/or equality and diversity reasons.

The appointment process for Deputy Chairs is subject to what is said in the governing documents and will follow the same process outlined above for the Chair's appointment.

11.1 Reappointment of existing Chair

If the current Chair wishes to stand for a further term of office he or she may express an interest in doing so to the Vice-Chancellor or the Clerk to the Governing Body. The Vice-Chancellor will then consult with all members of the Governing Body on the expression of interest and will then advise the Chairs Committee at their next meeting (in their capacity as Nominations Committee). The Chairs Committee will consider the nominee and make a recommendation to the full Governing Body at the first meeting of the new academic year.

During the considerations on appointing a new Chair, the proposed nominee will not participate in the discussions or take part in the voting and shall withdraw from the meeting at which the matter is discussed: At any such times the Deputy Chair or designated Independent Governor shall act as Chair of the meeting for that item when seeking a decision on the appointment.

11.2. Appointment of existing member

The process for appointing a Chair from amongst the current membership will be by an expression of interest from the member to the Vice-Chancellor or Clerk to the Governing Body or from the Vice-Chancellor or Clerk to the Governing Body approaching the member to assess their interest. The Vice-Chancellor will then consult with members of the Governing Body of the interest expressed and then advise the Chairs Committee (in their capacity as Nominations Committee). The Chairs Committee will consider the nominee for Chair and make a recommendation to the full Governing Body at the next meeting.

During the considerations on appointing a new Chair, the proposed nominee will not participate in the discussions or take part in the voting and shall withdraw from the meeting at which the matter is discussed: At any such times the Deputy Chair or designated Independent Governor shall act as Chair of the meeting for that item when seeking a decision on the appointment.

11.3 Election after Externally-Assisted Search

The University may use an appointed firm of consultants (acting in accordance with the University's internal procurement rules) to seek out a candidate as a potential Chair. The consultant will agree parameters of the search, place a public advertisement, and conducted formal interviews. The person identified through this process will then be formally elected as an ordinary member and Chair Elect under a succession plan for a minimum period of one calendar year, and thereafter formally elected by the Governing Body.

12. Feedback on the appointment policy of the University

If you have feedback on the policy and processes of Governor appointment at the University please contact the Clerk to the Governing Body at the University Solicitor's Office, Fourth Floor, Rochester House, St George's Place, Canterbury, Kent CT1 1UT (paul.bogle@canterbury.ac.uk) 01227 782202.

Annex 1

THE COMMITTEE ON STANDARDS IN PUBLIC LIFE

THE SEVEN PRINCIPLES OF PUBLIC LIFE

Selflessness

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.