

SHEFFIELD HALLAM UNIVERSITY

PROCEDURES FOR THE APPOINTMENT OF MEMBERS OF THE BOARD OF GOVERNORS AND ITS COMMITTEES

- 1 In accordance with the Articles of Government members of the Board of Governors shall be appointed by the Board under procedures determined by it which shall be subject to the provisions of the Instrument of Government.
- 2 The procedures for the appointments are detailed in the appendices listed below. In accordance with the Articles of Government the Board, shall at the time of appointment of a member determine his or her term of office. The periods of office for each category of appointment are also contained in each appendix.

Appointments to the Board of Governors

- Appendix 1: The search for and selection of potential independent and co-opted governors who are not staff or students at the University.
- Appendix 2: Election of two academic staff co-opted to the Board on the nomination of the Academic Board
- Appendix 3: Election of one member of non-academic staff by and from a University wide non-academic staff constituency
- Appendix 4: Appointment of up to two students nominated by the Students' Union

Appointments to the Committees of the Board of Governors

- Appendix 5: Appointment of Chairs to the committees of the Board of Governors
- Appendix 6: Appointment to the Nominations Committee of one of the academic staff who is co-opted to the Board of Governors on the nomination of the Academic Board.
- Appendix 7: Election of a senior member of the University's academic staff to the Nominations Committee
- Appendix 8: External co-option on the Audit Committee

Representation of the Governing Body of Sheffield Hallam University on other bodies

- Appendix 9: Honorary Awards Committee of the Academic Board
- Appendix 10: Military Education Committee (University of Sheffield)

Election of Chair and Deputy Chair

- Appendix 11: Election of the Chair of the Board of Governors
- Appendix 12: Election of the Deputy Chair of the Board of Governors
- Appendix 13: Election of Deputy Chair of the Board's Committees

THE SEARCH FOR AND SELECTION OF POTENTIAL INDEPENDENT AND CO-OPTED MEMBERS OF THE BOARD OF GOVERNORS WHO ARE NOT STAFF OR STUDENTS AT THE UNIVERSITY

INTRODUCTION

- 1 The Instrument of Government states that *'of the appointed members, up to thirteen shall be independent members who shall be persons appearing to the appointing authority to have experience of, and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession. At least one and not more than nine shall be co-opted members. The co-opted member shall be a person who has experience in the provision of education.'*

SPECIFIC CRITERIA FOR APPOINTMENT: INDEPENDENT GOVERNORS

- 2 Independent governors must be over 18 years of age. A person who is employed at the University (whether or not as a teacher), a full time student at the University or an elected member of any local authority is not eligible for appointment as an independent member of the Board of Governors. A local authority is defined as a county council, a district council, a London borough council or the Common council of the City of London. The definition does not include parish councils.
- 3 Independent members of the Board should possess expertise in an area of relevance to the University's activities. The Instrument of Government states that "independent members shall be persons appearing to the appointing authority to have experience of and to have shown capacity in, industrial, commercial or employment matters or the practice of any profession".

GENERAL CRITERIA FOR APPOINTMENT: INDEPENDENT GOVERNORS AND CO-OPTED GOVERNORS WHO ARE NOT STAFF OR STUDENTS AT THE UNIVERSITY

- 4 Potential governors are likely to be senior, multi-skilled managers working in external organisations in relevant sectors of the business, public sector or voluntary sector environment who are able to take an independent, objective and strategic view, to contribute ideas and an innovative approach and possess analytical skills.
- 5 Board members are required to engage quickly with the issues facing the higher education sector and should have an understanding of and commitment to the purposes of higher education so that they can make an effective contribution at strategic level to the University's development and the achievement of its overall mission. There is an onus on members of the Board to keep themselves informed so that they can engage constructively in debate and play an active role on the Board of Governors.
- 6 As holders of public office they are expected to embrace the seven principles of public life as expressed by the Nolan Committee on Standards in Public Life. These are selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

Commitment

- 7 The successful candidate needs to be able to make a full contribution and commitment to the Board which normally meets six times per year in the University. Members of the Board may also be appointed as members of the Board's committees following a

recommendation to the Board by the Nominations Committee. Committee membership normally involves a minimum of four and a maximum of eight additional meetings in the University. The Board holds regular strategy days in addition to its scheduled business meetings.

- 8 Governors are invited to participate in a number of regular and ad hoc University events. These include the annual graduation ceremonies, civic functions such as the Annual Judges Services held at Sheffield Cathedral, professorial and public lectures.
- 9 Governors are encouraged to act as ambassadors for the University.

Age

- 10 [Note: advice is being sought on this provision in the light of recent legislation on age discrimination]
- 11 Governors are generally expected to be active in their respective occupation, professional area or community role and, though a person over the age of seventy is not disqualified for appointment as a member of the Board, his/her appointment is subject to a vote representing an absolute majority of all the members of the Board of Governors.

Balance of experience and expertise

- 12 Some individuals meeting the criteria for appointment may not be available for appointment or may not be suitable given the balance of experience and expertise on the Board at a particular time. Such individuals may be noted by the Nominations Committee and considered in the light of the contribution that they could make to the University, for example as members of a time limited working group which the Board may create from time to time.

PROCEDURES FOR THE APPOINTMENT OF INDEPENDENT AND CO-OPTED GOVERNORS

- 13 The procedures for the advertisement, nomination, recruitment and selection of governors shall be in line with the University's equality and diversity statement. Prior to commencing its search for potential independent and co-opted Board members the Nominations Committee shall review the vacancies on the Board of Governors and consider the balance of Board membership in terms of the experience and expertise which it needs in order to fulfil its responsibilities. The Committee should consider the key areas to address in terms of new Governors' experience and expertise, bearing in mind the specific areas of expertise being lost through retirement or resignation. The Committee should also consider the Board's needs in terms of gender and diversity and the balance between locally and regionally and national and international based governors. The Committee should also consider any vacancies on the Board's committees and implications for skills, experience and expertise needed on the Board.
- 14 For each vacancy on the Board for an independent or co-opted member who is not a member of staff or student at the University the Nominations Committee shall prepare a written brief which specifies the experience and expertise required by potential Board members and any other recruitment and selection factors.
- 15 Subject to the details specified in the brief there may be several search procedures which may be used to identify potential Board members. The Nominations Committee shall

advise the Clerk to the Board of Governors on which procedures to use and they are detailed in the paragraphs below.

Nominations made by the Nominations Committee

- 16 At a meeting of the Nominations Committee, members are invited to put forward the names of potential Board members for an initial discussion by the Committee in the context of the written brief. Following the meeting further information and initial research on each name shall be carried out by the Clerk to the Board of Governors and considered by the Nominations Committee at its next meeting.

Advertisement in the press

- 17 The Nominations Committee may decide to place an advertisement in the local/national/specialist press, subject to the Board's needs, inviting expressions of interest in becoming a member of the Board of Governors. The process of advertisement, shall be in line with the University's equality and diversity statement.
- 18 The advertisement should state that the appointment of a governor is unpaid although governors may claim direct expenses incurred in attending meetings and activities in their capacity as governors of the University.
- 19 The advertisement should clearly state the closing date for expressions of interest and the closing date for completed application forms. When expressions of interest are received by the Clerk to the Board of Governors an information pack should immediately be sent to the individual. The information pack should, as a minimum contain the current financial statements, a list of current Board membership, a summary of the role and responsibilities of a governor and any other details considered relevant by the Nominations Committee.

Calls for Nominations made within the University

- 20 The Nominations Committee may request the Clerk to the Board of Governors to invite nominations from within the University and this may be from the following:
 - all University staff
 - members of the Academic Board
 - members of the University Executive Group
 - members of the Board of Governors
 - the University's alumni.
 - Others, where relevant
- 21 Nominations shall be treated in the strictest confidence and those nominating shall be advised that the matter should not be discussed with the nominee. Following a meeting of the Nominations Committee at which nominations are considered, the Clerk to the Board should advise those who have made a nomination of the Committee's next steps with their nominee(s).
- 22 Each notice inviting nominations should clearly state the deadline for receipt of responses by the Clerk to the Board of Governors.
- 23 Names received by the closing date for the call for nominations should be researched as far as possible by the Clerk to the Board of Governors and considered by the Nominations Committee at its next meeting.

Shortlisting the nominees and applications received by the closing date

- 24 The individuals who complete and return an application form and those nominated via the procedures in the paragraphs above are shortlisted, with reference to the written brief, by the Nominations Committee which receives the application forms and nominee research carried out by the Clerk to the Board of Governors.

Potential Board members: Interviews

- 25 Those individuals who meet the criteria specified in the written brief may be invited to discuss further their application to join the Board so that their suitability for appointment to the Board can be assessed. If the individual invited for interview is a nomination they will be asked to complete an application form. Where appropriate a member of the Nominations Committee may, on the advice of the Committee, make an initial informal approach to an individual to confirm an interest in being considered for a vacancy on the Board of Governors.
- 26 Individuals who are being considered may be invited to a formal selection interview. The composition of the interview panel should be three members: the Vice-Chancellor, Chair of the Board and Deputy Chair of the Board. The quorum for the interview panel should be two of whom one should be the Vice-Chancellor.
- 27 Following the interviews of the potential Board members the interview panel shall report outcomes to the Nominations Committee.

Recommendations for appointment by the Nominations Committee to the Board of Governors

- 28 The Nominations Committee shall consider the outcome of the interviews, review them in the context of the written brief, and subject to the vacancies arising on the Board and the principles adopted by the Board which are detailed in the paragraph below on turnover of members of the Board of Governors, the Nominations Committee may recommend appointments to the Board of Governors. The recommendations to the Board shall include the start and end dates of the period of office. The Board of Governors usually receives an Appointments paper at its meeting in July which should include brief biographical/career details of the individual(s) to be appointed.
- 29 Subject to the advice of the Nominations Committee the Clerk to the Board of Governors shall write to those individuals who are not considered to be suitable for appointment to the Board of Governors thanking them for the interest they have shown in membership of the Board.

Four weeks notice of a Board meeting at which appointments are to be made

- 30 In accordance with the Articles of Government¹ *'At least four weeks notice in writing shall be given of a meeting of the Board of Governors or of the committee established under Article 5.4 at which appointments of members of the Board of Governors are to be made.'* The Clerk to the Board shall write to the Board giving all members the required four weeks notice.

¹ Article 7.20

Following approval of the appointment by the Board of Governors

- 31 The Clerk to the Board of Governors shall confirm in writing with each appointee their appointment, their period of office and any other matters relevant to meetings of the Board of Governors immediately following the Board meeting at which their appointments were approved.
- 32 The Clerk to the Board of Governors shall send new members of the Board an information file and arrange an induction session and other training and continuing development workshops for new governors.

PERIOD OF OFFICE

- 33 Members of the Board are appointed initially for up to four years subject to a mutual review of a governor's role and contribution, with the Chair, after the first two years.
- 34 At the end of the first four year term, members of the Board are eligible for re-appointment, to serve no more than two, four year terms.
- 35 Appointments to the Board are usually effective from 1 August until 31 July. The re-appointment is not automatic and is subject to the advice of the Nominations Committee as part of its recommendations to the Board of Governors on filling vacancies.

TURNOVER OF MEMBERS OF THE BOARD OF GOVERNORS

- 36 In making its recommendations for appointment to the Board, the Nominations Committee should take cognisance of the procedures approved by the Board on 26 July 1994 (Minute BG/94/17.1 refers) which were designed to ensure a regular turnover of members. The principles adopted were:
 - the retirement/replacement of independent members will be phased such that turnover does not exceed about 25%;
 - independent and co-opted members will be appointed for an initial four year period terminating on 31 July which may be extended up to a maximum of eight years.

ELECTION OF TWO ACADEMIC STAFF CO-OPTED TO THE BOARD ON THE NOMINATION OF THE ACADEMIC BOARD

CRITERIA FOR APPOINTMENT

- 1 The Instrument of Government of the University provides for two members of academic staff, nominated by the Academic Board, to be members of the Board of Governors.
- 2 Being a Governor is an important role and the successful candidate needs to be able to make a full contribution to the Board which normally meets six times per year and has a wide range of responsibilities for the strategic development of the University and oversight of its resources.
- 3 The skills and qualities necessary to enable academic staff nominees to fulfil their responsibilities to the Board of Governors are best defined in terms of motivation in regard to corporate governance, coupled with adhering to the seven principles of public life drawn up by the Committee on Standards in Public Life (the Nolan Committee)², which are: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 4 Those offering themselves for election will be required to provide a statement to the electorate as to why they are a suitable candidate for the Board of Governors.
- 5 For the purposes of this election academic staff are defined as all staff employed on academic terms and conditions i.e. teaching, research, foreign language assistants and associate lecturers. Everyone in the academic staff constituency is eligible to participate but those wishing to nominate themselves should normally be in a position to make an active contribution for the full period of office on the Board of Governors, which is two years, usually from 1 August until 31 July.

PROCEDURES FOR APPOINTMENT

- 6 At an appropriate time before the end of a period of office, or as soon as possible in the event of a vacancy during a period of office, the Clerk to the Board of Governors will start the election process and invite nominations from academic staff in the University.
- 7 A notice inviting expressions of interest from the academic staff constituency should include the above criteria for appointment.
- 8 The call for nominations shall be for a period of at least 20 days from the date on which the call is announced to the electorate. Members of academic staff are eligible to nominate themselves and should provide a statement, of no more than 250 words, to the Returning Officer on how they meet the criteria for appointment.
- 9 If more than one nomination is received a ballot will be held. Following the deadline for the call for nominations there shall be seven days in which the electorate shall be informed of the nominees and their statements. The Returning Officer, appointed by the Clerk to the Board of Governors, shall circulate ballot papers to the electorate after this seven day

² *Committee on Standards in Public Life, Second Report, Local Public Spending Bodies, (Chair Lord Nolan), HMSO, May 1996*

period. The statements from the nominees shall also be reproduced on the ballot form where they can be considered by the electorate.

- 10 At least 15 days, from the day of circulation of ballot forms, will be allowed for the electorate to return their completed ballot form to the Returning Officer. The ballot form shall clearly state the deadline by which the Returning Officer must receive the completed ballot form and the Returning Officer's address.
- 11 The Returning Officer shall disregard any nomination forms or ballot forms received after each of the closing dates.
- 12 If there are more nominees than candidates required a ballot will be conducted according to the principles of the Single Transferable Vote System in which a candidate is elected by achieving a majority of the total vote.
- 13 Subject to the timing of the election process the Clerk to the Board of Governors may make a progress report to a meeting of the Nominations Committee on the election and its outcome, for information, if known.
- 14 The Returning Officer should inform the Clerk to the Board of the election outcome and written recommendations should be made to the Board of Governors to approve the appointments to the Board of the successful candidates. The recommendations to the Board should include the start and end dates of the period of office.
- 15 The Clerk to the Board of Governors should confirm the appointment, the period of office and any other matters relevant to meetings of the Board of Governors with each of the elected academic staff members immediately following the Board meeting at which their appointments are approved.

PERIOD OF OFFICE

- 16 Four years, usually from 1 August and ending on 31 July, subject to a mutual review of a governor's role and contribution, with the Chair, after the first two years.
- 17 Following the completion of their period of office on the Board of Governors the two members of academic staff may stand again for election but may not serve for longer than eight years in total, ie a maximum of two consecutive periods of office of four years. The Clerk to the Board of Governors should inform the individuals of this prior to the next call for nominations.

ELECTION OF ONE MEMBER OF NON-ACADEMIC STAFF BY AND FROM A UNIVERSITY WIDE NON ACADEMIC STAFF CONSTITUENCY

CRITERIA FOR APPOINTMENT

- 1 At its meeting in December 1999 the Board of Governors approved a recommendation that one of its seats be reserved for the co-option of a member of staff elected by and from a University-wide non-academic staff constituency.
- 2 Being a Governor is an important role and the successful candidate needs to be able to make a full contribution to the Board which normally meets six times per year and has a wide range of responsibilities for the strategic development of the University and oversight of its resources.
- 3 The skills and qualities necessary to enable staff nominees to fulfil their responsibilities to the Board of Governors are best defined in terms of motivation in regard to corporate governance, coupled with adhering to the seven principles of public life drawn up by the Committee on Standards in Public Life (the Nolan Committee)³, which are: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 4 Those offering themselves for election will be required to provide a statement to the electorate as to why they are a suitable candidate for the Board of Governors.
- 5 Everyone in the Administrative, Professional, Clerical, Technical, Manual and Support staff groups is eligible to participate but those wishing to nominate themselves should normally be in a position to make an active contribution for the full period of office on the Board, which is four years, usually from 1 August until 31 July.

PROCEDURES FOR APPOINTMENT

- 6 At an appropriate time before the end of a period of office, or as soon as possible in the event of a vacancy during a period of office, the Clerk to the Board of Governors will start the election process and invite nominations from non-academic staff in the University.
- 7 A notice inviting expressions of interest from the non-academic staff constituency should include the above criteria for appointment.
- 8 The call for nominations shall be for a period of at least 20 days from the date on which the call is announced to the electorate. Members of non-academic staff are eligible to nominate themselves and should provide a statement, of no more than 250 words, to the Returning Officer on how they meet the criteria for appointment.
- 9 If more than one nomination is received a ballot will be held. Following the deadline for the call for nominations there shall be seven days in which the electorate shall be informed of the nominees and their statements. The Returning Officer, appointed by the Clerk to the Board of Governors, shall circulate ballot papers to the electorate after this seven day

³ *Committee on Standards in Public Life, Second Report, Local Public Spending Bodies, (Chair Lord Nolan), HMSO, May 1996*

period. The statements from the nominees shall also be reproduced on the ballot form where they can be considered by the electorate.

- 10 At least 15 days, from the day of circulation of ballot forms, will be allowed for the electorate to return their completed ballot form to the Returning Officer. The ballot form shall clearly state the deadline by which the Returning Officer must receive the completed ballot form and the Returning Officer's address.
- 11 The Returning Officer shall disregard any nomination forms or ballot forms received after each of the closing dates.
- 12 If there are more nominees than candidates required a ballot will be conducted according to the principles of the Single Transferable Vote System in which a candidate is elected by achieving a majority of the total vote.
- 13 Subject to the timing of the election process the Clerk to the Board of Governors may make a progress report to a meeting of the Nominations Committee on the election and its outcome, for information, if known.
- 14 The Returning Officer should inform the Clerk to the Board of the election outcome and a written recommendation should be made to the Board of Governors to approve the appointment to the Board of the successful candidate. The recommendation to the Board should include the start and end dates of the period of office.
- 15 The Clerk to the Board of Governors should confirm the appointment, the period of office and any other matters relevant to meetings of the Board of Governors with the elected non-academic staff member immediately following the Board meeting at which their appointment was approved.

PERIOD OF OFFICE

- 16 Four years, usually from 1 August and ending on 31 July, subject to a mutual review of a governor's role and contribution, with the Chair, after the first two years.
- 17 Following the completion of their period of office on the Board of Governors the member of non-academic staff may stand again for election but may not serve for longer than eight years in total, ie a maximum of two consecutive periods of office of four years. The Clerk to the Board of Governors should inform the individual of this prior to the next call for nominations.

APPOINTMENT OF UP TO TWO STUDENTS NOMINATED BY THE STUDENTS' UNION

CRITERIA FOR APPOINTMENT

- 1 The Instrument of Government provides that '*of the appointed members up to two may be students of the University nominated by the students thereof.....*'.

PROCEDURES FOR APPOINTMENT

- 2 The elections are held in the spring and are managed by the Students' Union in accordance with its constitution.
- 3 The Students' Union shall inform the Clerk to the Board of Governors of the names of the two student nominees and recommendations to appoint the nominees to the Board should be made to the Board of Governors for approval. The recommendations shall include the start and end dates of the periods of office.
- 4 The Clerk to the Board of Governors shall confirm the appointment, the period of office and any other matters relevant to meetings of the Board with each of the student nominees immediately following the Board meeting at which their appointments were approved.

PERIOD OF OFFICE

- 5 The period of office of each of the nominees appointed to the Board shall be for the twelve months starting in July to the end of the following June.

OTHER REQUIREMENTS

- 6 Prior to the start of their period of office on the Board of Governors the Chair of the Board may invite the two student nominees to attend a Board of Governors meeting as observers.
- 7 The July Board meeting is the first meeting for the student nominees as appointed Board members.

APPOINTMENT OF CHAIR TO THE COMMITTEES OF THE BOARD OF GOVERNORS**CRITERIA FOR APPOINTMENT**

- 1 In line with the Standing Orders (paragraph 12.9) approved by the Board in December 2003, the Board of Governors shall appoint the Chair of each committee of the Board following a recommendation from the Nominations Committee.
- 2 Those eligible to be a Chair of a Committee of the Board are as follows:
 - i) Nominations Committee: as stated in the guidance of the Committee of University Chairs⁴ the membership of the Nominations Committee should include the chair of the governing body who should normally chair the Committee.
 - ii) Remuneration Committee: in accordance with the guidance of the Committee of University Chairs the membership of the Remuneration Committee should include the chair of the governing body, at least three other members of the Board of Governors and the treasurer if such an office exists, from among whom a committee chair should be appointed. The three members of the Board and the treasurer, if such an office exists, shall not be staff or students at the University.
 - iii) Audit Committee: as stated in the HEFCE Accountability and Audit Code of Practice, a co-opted member of the audit committee should not normally be appointed as its chair, since the chair has to be able to attend, as of right, all meetings of the governing body. Where this is unavoidable, arrangements should be made to ensure the chair has full access to the governing body for reporting purposes.
 - iv) Finance and Employment Committee: one member of the Committee which consists of independent and co-opted governors who are not staff or students at the University.

PROCEDURES FOR APPOINTMENT

- 3 At an appropriate time before the end of a Chair's period of office on a committee, or as soon as possible in the event of a vacancy during a period of office, the Nominations Committee shall consider the experience and expertise of members on the committee with a view to selecting a suitable individual to be Chair.
- 4 In reaching its decision the Nominations Committee should take cognisance of the individual's existing commitments as a member of the Board of Governors.
- 5 The Nominations Committee shall recommend the appointment of a committee Chair to the Board of Governors. The recommendation should include the start and end dates of the period of office.
- 6 The Clerk to the Board of Governors should confirm the appointment, the period of office and any other matters relevant to the meetings of the committee with the committee Chair

⁴ Committee of University Chairs: Guide for Members of Higher Education Governing Bodies in the UK (November 2004/40)

immediately following the Board of Governors meeting at which the appointment was approved.

PERIOD OF OFFICE

- 7 The Chair of the Board of Governors shall, whilst ever he remains in office as Chair of the Board, be the Chair of the Nominations Committee and Chair of the Remuneration Committee.
- 8 The Chair of the other committees may serve for a period of two years, usually from 1 August to 31 July. Chair may be re-appointed for a further two years but re-appointment is not automatic and is subject to the advice of the Nominations Committee who shall make a recommendation to the Board of Governors to fill a vacancy for a committee Chair.

APPOINTMENT TO THE NOMINATIONS COMMITTEE OF ONE OF THE ACADEMIC STAFF WHO IS CO-OPTED TO THE BOARD OF GOVERNORS ON THE NOMINATION OF THE ACADEMIC BOARD

CRITERIA FOR APPOINTMENT

- 1 Those eligible for appointment to the Nominations Committee are the two academic staff who have been co-opted to the Board of Governors on the nomination of the Academic Board.
- 2 The successful candidate should be able to make a full contribution and commitment to the Nominations Committee which normally meets three times in the academic year.

PROCEDURE FOR APPOINTMENT

- 3 Following approval by the Board of Governors of the appointment of the two members of academic staff elected by and from a University-wide academic staff constituency the Clerk to the Board of Governors shall inform the two members of academic staff about the vacancy on the Nominations Committee.
- 4 The two academic staff shall be invited to agree between themselves which one of them will serve on the Nominations Committee and to inform the Clerk to the Board of Governors of their decision.
- 5 If a decision cannot be reached, the Clerk to the Board of Governors may arrange the drawing of lots.
- 6 The Clerk to the Board of Governors shall make a written report to the Board of Governors to note the appointment of one of the academic staff to the Nominations Committee. The report to the Board should include the start and end dates of the period of office.
- 7 The Clerk to the Board of Governors should confirm the appointment, period of office and any other matters relevant to meetings of the Nominations Committee with the academic staff member immediately following the Board of Governors meeting at which their appointment was reported

PERIOD OF OFFICE

- 8 Two years, usually from 1 August until 31 July.
- 9 Following the completion of their period of office on the Board of Governors the academic staff may stand again for election to the Board. If re-elected to the Board the academic staff are eligible to be a member of the Nominations Committee.

ELECTION OF A SENIOR MEMBER OF ACADEMIC STAFF TO THE NOMINATIONS COMMITTEE

CRITERIA FOR APPOINTMENT

- 1 In accordance with the guidance of the Committee of University Chairs⁵ the membership of the Nominations Committee should include at least one senior member of the academic staff of the University.
- 2 At its meeting in December 2000 (minute BG/00/50 refers) the Board of Governors approved a recommendation that the vacancy for one senior member of academic staff on its Nominations Committee should be selected by and from the senior members of academic staff of the University, decided by ballot if necessary.
- 3 Those eligible for membership of the Nominations Committee are the senior members of academic staff in the University. The constituency is defined as those academic staff above the national bargaining grade structure.
- 4 The successful candidate should be able to make a full contribution and commitment to the Nominations Committee which normally meets three times in the academic year. Everyone in the senior academic staff constituency is eligible to participate but those wishing to nominate themselves should normally be in a position to make an active contribution for the full period of office on the Nominations Committee, which is two years, usually from 1 August until 31 July.
- 5 A member of the Nominations Committee should have an interest in promoting effective corporate governance and should possess the motivation to contribute, in terms of time and effort, to the selection of candidates with the skills and qualities necessary to be a Governor at Sheffield Hallam University. The best way to define the requirements of a member of the Board of Governors is in terms of motivation in regard to corporate governance, coupled with espousing the seven principles of public life drawn up by the Committee on Standards in Public Life (the Nolan Committee)⁶, which are: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 6 By definition an academic member of staff brings a staff and academic perspective to the search for potential Governors. It is important to have knowledge of a wide range of prominent people in the public and private sectors on both a local and national basis.

PROCEDURES FOR APPOINTMENT

- 7 At an appropriate time before the end of a period of office, or as soon as possible in the event of a vacancy during a period of office, the Clerk to the Board of Governors will start the election process and invite nominations from senior academic staff in the University.

⁵ Committee of University Chairs: Guide for Members of Higher Education Governing Bodies in the UK (November 2004/40)

⁶ *Committee on Standards in Public Life, Second Report, Local Public Spending Bodies*, (Chair Lord Nolan), HMSO, May 1996

- 8 The notice inviting nominations should include the above criteria for appointment.
- 9 The call for nominations shall be for a period of at least 20 days from the date on which the call is announced to the electorate. Members of senior academic staff are eligible to nominate themselves and should provide a statement, of no more than 250 words, to the Returning Officer on how they meet the criteria for appointment
- 10 If more than one nomination is received a ballot will be held. Following the deadline for the call for nominations there shall be seven days in which the electorate shall be informed of the nominees and their statements. The Returning Officer, appointed by the Clerk to the Board of Governors, shall circulate ballot papers to the electorate after this seven day period. The statements from the nominees shall also be reproduced on the ballot form where they can be considered by the electorate.
- 11 At least 15 days, from the day of circulation of the ballot forms, will be allowed for the electorate to return their completed ballot form to the Returning Officer. The ballot form shall clearly state the deadline by which the Returning Officer must receive the completed ballot form and the Returning Officer's address.
- 12 The Returning Officer shall disregard any nomination forms or ballot forms received after each of the closing dates.
- 13 If there are more nominees than candidates required a ballot will be conducted according to the principles of the Single Transferable Vote System in which a candidate is elected by achieving a majority of the total vote.
- 14 Subject to the timing of the election process the Clerk to the Board of Governors may make a progress report to a meeting of the Nominations Committee on the election and its outcome, for information, if known.
- 15 The Returning Officer should inform the Clerk to the Board of Governors of the election outcome and a written report should be made to the Board of Governors to note the appointment of the elected candidate to the Nominations Committee. The report to the Board should include the start and end dates of the period of office.
- 16 The Clerk to the Board of Governors should confirm the appointment, period of office and any other matters relevant to meetings of the Nominations Committee with the elected senior academic staff member immediately following the Board of Governors meeting at which their appointment was reported.

PERIOD OF OFFICE

- 17 Two years, usually from 1 August and ending on 31 July.
- 18 Following the completion of their period of office on the Nominations Committee the member of senior academic staff may stand again for election. The Clerk to the Board of Governors should inform the individual of this prior to the next call for nominations.

APPOINTMENT OF EXTERNALLY CO-OPTED MEMBERS OF THE AUDIT COMMITTEE

CRITERIA FOR APPOINTMENT

- 1 The HEFCE Audit Code of Practice (paragraph 72) requires that at least one audit committee member should have a background in finance, accounting or auditing and states (paragraph 70) that the Audit Committee should be able to co-opt members with particular expertise or interests who are not members of the governing body.
- 2 As holders of public office members of the Audit Committee are expected to embrace the seven principles of public life as expressed by the Nolan Committee on Standards in Public Life. These are selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 3 Experience of the broad audit role in public bodies is required, along with a commitment to the development of higher education, awareness of its social and economic role, and of regional and local issues.
- 4 The external co-opted members of the Audit Committee may be invited to participate in a number of regular and ad hoc University events.
- 5 Externally co-opted members of the Audit Committee members may find themselves in a position to act as ambassadors for the University.
- 6 The successful candidate needs to be able to make a full contribution and commitment to the Audit Committee which normally meets four times per year in the University. Members of the Audit Committee may be invited to attend some University functions and keep up to date with University affairs.

PROCEDURES FOR APPOINTMENT

- 7 The procedures for the advertisement, nomination, recruitment and selection of external co-opted members of the Audit Committee shall be in line with the University's equality and diversity statement. Prior to commencing its search for potential external co-opted members of the Audit Committee the Nominations Committee shall review the vacancies on the Audit Committee and consider the balance of Committee membership in terms of the experience and expertise which it needs in order to fulfil its responsibilities. The Committee should consider the key areas to address in terms of new members' experience and expertise, bearing in mind the specific areas of expertise being lost through retirement or resignation.
- 8 At a meeting of the Nominations Committee, members are invited to put forward possible names of potential external co-opted members of the Audit Committee which are discussed by the Committee. Following the meeting further information and initial research on each name is carried out by the Clerk to the Board of Governors and considered by the Nominations Committee at its next meeting.

Advertisement

- 9 The Nominations Committee may decide to place an advertisement in the accountancy/audit press, subject to the Audit Committee's needs, inviting expressions of interest in becoming an external co-opted member of the Audit Committee. The

advertisement should state that the appointment of an external co-option to the Audit Committee is unpaid although members may claim direct expenses incurred in attending meetings and activities in their capacity as a member of the Audit Committee of the University. The process of advertisement, shall be in line with the University's equality and diversity statement.

- 10 The advertisement should clearly state the closing date for expressions of interest and the closing date for completed application forms. When expressions of interest are received by the Clerk to the Board of Governors an information pack should immediately be sent to the individual. The information pack should, as a minimum, contain the current financial statements, a list of current membership of the Audit Committee and its terms of reference and the current HEFCE Audit Code of Practice and any other details considered relevant by the Nominations Committee.

Calls for Nominations

- 11 Subject to the advice of the Nominations Committee the Clerk to the Board shall issue a notice inviting nominations from members of the Board of Governors
- 12 Nominations shall be treated in the strictest confidence and those nominating shall be advised that the matter should not be discussed with the nominee. Following a meeting of the Nominations Committee at which nominations are considered, the Clerk to the Board should advise those who have made a nomination of the Committee's next steps with their nominee(s).
- 13 Each notice inviting nominations should clearly state the deadline for receipt of responses by the Clerk to the Board.
- 14 Names received by the closing date for the call for nominations should be researched as far as possible by the Clerk to the Board of Governors and considered by the Nominations Committee at its next meeting.

Shortlisting the nominees and applications

- 15 The individuals who complete and return an application form in response to an advertisement and those nominated via the procedures in the paragraphs above are shortlisted, with reference to the criteria for appointment, by the Nominations Committee which receives the application forms and nominee research carried out by the Clerk to the Board of Governors.

Potential External Co-opted Members of the Audit Committee: Interviews

- 16 Those individuals who meet the criteria for appointment should be invited to meet with the Vice-Chancellor and the Chair of the Nominations Committee and the Chair of the Audit Committee to discuss further their applications to join the Audit Committee so that their suitability for appointment can be assessed. If the individual invited for interview is a nominee they should be invited to complete an application form prior to the interview. Where appropriate a member of the Nominations Committee may, on the advice of the Nominations Committee make an initial informal approach to confirm an interest in being considered for a vacancy on the Audit Committee.
- 17 Following the interviews of the potential Audit Committee external co-opted members the outcomes shall be reported to the Nominations Committee.

Recommendations for appointment to the Audit Committee by the Nominations Committee to the Board of Governors

- 18 The Nominations Committee shall consider the outcome of the interviews, review them in the context of the criteria for appointment, and subject to the vacancies arising on the Audit Committee the Nominations Committee may recommend Audit Committee external co-opted appointments to the Board of Governors. The recommendations to the Board shall include the start and end dates of the period of office. The Board of Governors usually receives an Appointments paper at its meeting in July which should include brief biographical/career details of the individual(s) to be appointed to the Audit Committee.
- 19 Subject to the advice of the Nominations Committee the Clerk to the Board of Governors shall write to those individuals who are not considered to be suitable for appointment to the Audit Committee thanking them for the interest they have shown in membership of the Audit Committee.

Following approval of the appointment by the Board of Governors

- 20 The Clerk to the Board of Governors shall confirm in writing with the appointee their appointment, their period of office and any other matters relevant to meetings of the Audit Committee immediately following the Board of Governors meeting at which their appointments were approved.
- 21 The Clerk to the Board shall arrange an induction session and other training and continuing development workshops for new members of the Audit Committee.

PERIOD OF OFFICE

- 22 External co-opted members of the Audit Committee are appointed initially for two years and are eligible for re-appointment but may not serve for longer than eight years in total ie a maximum of four, two year terms. Appointments to the Audit Committee are usually effective from 1 August until 31 July. The renewal is not automatic and is subject to the advice of the Nominations Committee as part of its recommendations to the Board of Governors on filling vacancies on the Audit Committee.

**REPRESENTATION OF THE GOVERNING BODY OF SHEFFIELD HALLAM UNIVERSITY
ON OTHER BODIES**

**HONORARY AWARDS COMMITTEE OF THE ACADEMIC BOARD AT SHEFFIELD HALLAM
UNIVERSITY**

CRITERIA FOR APPOINTMENT

- 1 The constitution of the Honorary Awards Committee of the Academic Board provides for two seats for members of the Board of Governors to be nominated by the Chair of the Board of Governors.

PROCEDURES FOR APPOINTMENT

- 2 The Chair of the Board of Governors should report the names of his nominees to the Nominations Committee, for information. In reaching his decision the Chair of the Board should take cognisance of the individuals existing commitments as members of the Board of Governors.
- 3 A written report should be made to the Board of Governors by the Clerk to the Board of the name of each nominee and the start and end dates of their periods of office on the Honorary Awards Committee.
- 4 The Clerk to the Board of Governors should confirm the appointment, the period of office and any other matters relevant to the meetings of the Honorary Awards Committee with each of the nominees immediately following the Board of Governors meeting at which details of the appointment were received.

PERIOD OF OFFICE

- 5 Taking cognisance of the nominees commitments as members of the Board of Governors, the period of office on the Honorary Awards Committee will normally be for three years in the first instance. The period of office is renewable, at the discretion of the Chair of the Board of Governors, whilst ever the nominees are members of the Board of Governors.

**REPRESENTATION OF THE GOVERNING BODY OF SHEFFIELD HALLAM UNIVERSITY
ON OTHER BODIES**

MILITARY EDUCATION COMMITTEE (UNIVERSITY OF SHEFFIELD)

- 1 The Military Education Committee advises the University of Sheffield on matters of military education and supports and encourages interest in defence studies.
- 2 The constitution of the Military Education Committee allows for one representative of the Sheffield Hallam University governing body.

CRITERIA FOR APPOINTMENT

- 3 An independent or co-opted member of the Sheffield Hallam University governing body who is not a member of staff or student at the University who has experience, expertise or interest in military education matters.

PROCEDURES FOR APPOINTMENT

- 4 At an appropriate time before the end of a period of office, or as appropriate in the event of a vacancy during a period of office, the Clerk to the Board of Governors shall liaise with the Secretary of the Military Education Committee at the University of Sheffield.
- 5 The Nominations Committee should consider the experience and expertise of members on the Board of Governors with a view to selecting a suitable individual for membership of the Military Education Committee. In reaching its decision the Nominations Committee should take cognisance of the individual's existing commitments as a member of the Sheffield Hallam University governing body.
- 6 The Nominations Committee should make a recommendation to the Board of Governors to appoint one governor to the Military Education Committee. The recommendation should include the start and end dates of the period of office.
- 7 Following approval by the Sheffield Hallam University governing body, the Clerk to the Board of Governors should confirm the name and contact details of the Sheffield Hallam University governing body representative to the Secretary of the Military Education Committee at the University of Sheffield.
- 8 Following approval by the Sheffield Hallam University governing body, the Clerk to the Board of Governors should confirm the appointment and the period of office with the appointee in writing.

PERIOD OF OFFICE

- 9 The period of office is for three years in the first instance and may be renewable whilst ever the individual is a member of the Sheffield Hallam University governing body, subject to the advice of the Secretary of the Committee at University of Sheffield and as recommended by the Sheffield Hallam University Nominations Committee to the Board of Governors.

ELECTION OF THE CHAIR OF THE BOARD OF GOVERNORS

- 1 The Articles of Government (Article 7.5) state that:

The Board of Governors shall at its inaugural meeting and triennially thereafter, elect a member to be Chair and shall elect annually another member to be Deputy Chair. A member of the Board of Governors who is employed at the University or who is a student at the University shall not be eligible for such election. In the event of a vacancy in the office of Chair or Deputy Chair, the Clerk shall put in hand arrangements for the election of a successor and in either case such person shall serve only for the remainder of the period of office.

- 2 The guidance of the Committee of University Chairs⁷ states that ‘*The chair of the governing body is appointed by the governing body from among its independent members.*’
- 3 Those eligible to be Chair of the Board of Governors are the thirteen independent members of the Board of Governors and those co-opted members who are not staff or students at the University.

PROCEDURE FOR THE ELECTION OF THE CHAIR OF THE BOARD OF GOVERNORS

- 4 The Clerk to the Board of Governors shall be responsible for the conduct of the election of the Chair of the Board of Governors in accordance with the Articles of Government.
- 5 The retiring Chair shall announce his/her intention to retire and the date of his retirement to the Board of Governors.
- 6 At an appropriate time before the end of a period of office, or as soon as possible in the event of a vacancy during a period of office, the Clerk to the Board of Governors will start the election process.
- 7 The Clerk to the Board of Governors shall invite those members of the Board who are eligible for election as Chair of the Board to submit a self nomination form or they may nominate another eligible member of the Board with their written consent.
- 8 Immediately after the closing date for the call for nominations, the Clerk to the Board of Governors shall pass the nominations to a senior member of the Board designated by the Board who shall discuss the nominations received with each member of the Board with a view to identifying a consensus on the nomination(s) for the next Chair of the Board. The outcome shall be reported to the Clerk to the Board of Governors.
- 9 At the next meeting of the Board the Clerk to the Board of Governors shall announce the nomination(s) for the Chair of the Board and the Board shall be asked to elect the next Chair.
- 10 If the outgoing Chair is a nominee the meeting shall be chaired by the Deputy Chair for the duration of the item relating to election of the Chair.
- 11 If a vote is required on the nominations the successful candidate will be that nominee who has the majority of the votes.
- 12 In the event of a tie the Clerk to the Board shall arrange the drawing of lots.

⁷ Committee of University Chairs: Guide for Members of Higher Education Governing Bodies in the UK (November 2004/40)

PERIOD OF OFFICE OF THE CHAIR OF THE BOARD OF GOVERNORS

- 13 The period of office of the Chair of the Board shall be for three years in accordance with the Articles of Government (Article 7.5)

ELECTION OF THE DEPUTY CHAIR OF THE BOARD OF GOVERNORS

- 1 The Articles of Government state that:

The Board of Governors shall at its inaugural meeting and triennially thereafter, elect a member to be Chair and shall elect annually another member to be Deputy Chair. A member of the Board of Governors who is employed at the University or who is a student at the University shall not be eligible for such election. In the event of a vacancy in the office of Chair or Deputy Chair, the Clerk shall put in hand arrangements for the election of a successor and in either case such person shall serve only for the remainder of the period of office.

- 2 Those eligible to be the Deputy Chair of the Board of Governors are the thirteen independent members of the Board of Governors and those co-opted members who are not staff or students at the University.

PROCEDURES FOR THE ANNUAL ELECTION OF A DEPUTY CHAIR OF THE BOARD OF GOVERNORS

- 3 At an appropriate time before the end of a period of office, or as soon as possible in the event of a vacancy during a period of office, the Chair of the Board of Governors will start the election process.
- 4 The Chair shall invite those members of the Board who are eligible for election as Deputy Chair of the Board to submit to the Chair a self nomination or they may nominate another eligible member of the Board with their consent.
- 5 The Chair of the Board shall discuss the nominations received with each member of the Board with a view to identifying a consensus on the nomination(s) for the next Deputy Chair of the Board. At the first meeting of the Board of Governors in each academic year the Chair of the Board shall put the nomination(s) to the Board and the Board shall be asked to elect the next Deputy Chair.
- 6 If a vote is required on the nominations the successful candidate will be that nominee who has the majority of the votes.
- 7 In the event of a tie the Clerk to the Board shall arrange the drawing of lots.

PERIOD OF OFFICE OF THE DEPUTY CHAIR OF THE BOARD OF GOVERNORS

- 8 The period of office of the Deputy Chair of the Board shall be for one year in accordance with the Articles of Government (Article 7.5).

ELECTION OF DEPUTY CHAIR OF THE BOARD'S COMMITTEES.

- 1 In line with the Standing Orders (paragraph12.9) approved by the Board in December 2003, the Board of Governors shall appoint the Chair of each committee of the Board following a recommendation from the Nominations Committee.
- 2 Each committee may appoint a deputy who will chair meetings in the absence of the Chair of the committee. If both the Chair and a designated deputy are absent from any meeting, the members present shall choose one of their number to preside at the meeting.
- 3 In line with the Articles of Government for the election of a deputy chair of the Board of Governors, the election of deputy Chair to each of the Board's committees shall take place annually. The election will take place at the first meeting of the Committee in each academic year. The Chair of the Committee shall invite nominations from members prior to the meeting. At the meeting the Chair will put the nomination(s) to the Committee, will ask if the nomination(s) is seconded and the Committee will proceed to elect the Deputy Chair. The name of the Deputy Chair and the start and end dates of his/her period of office shall be recorded in the minutes of the meeting.
- 4 In the event of there being more than one nominee the Chair shall invite members to vote. The individual elected as Deputy Chair shall be that individual who has a simple majority of the votes. In the event of a tie the Clerk to the Board of Governors shall arrange the drawing of lots.

PERIOD OF OFFICE

- 5 For one year in line with the advice in the Articles of Government on the election of a Deputy Chair of the Board of Governors.