

SELECTION PROCESS FOR NEW INDEPENDENT MEMBERS OF THE BOARD¹			
Department	Governance		
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1. CONTEXT AND CUC GUIDE REQUIREMENTS

The Higher Education Code of Governance states that the Board must establish a Nominations and Governance Committee to provide advice on the appointment of new members and the terms of existing members as well as the perceived skills balance required by the Board.

It must be ensured that the Board has sufficient skills, knowledge and independence, including through the appointment of an independent chair, to enable it to discharge its responsibilities.

The Governance Code states that Governors must protect the reputation of the University and in doing so the Board will want to ensure the highest standards of behavior amongst its members, who must act ethically at all times and within the accepted standards of behavior in public life and in the interests of the Institution. To this end the Board has a Code of Conduct in place for Governors.

The Board has in place a role description for governors as well as for the Committee Chairs, the Chair and the Vice Chair of the Board.

2. SELECTION ARRANGEMENTS FOR SHORTLISTED PERSONS: PROCESS

2.1 The following process shall be followed where a need to recruit new independent members of the governing body or external co-opted members has been identified by the Board, for example

- through vacancies arising due the end of a member's term of office or

¹ This includes external co-opted members such as the co-opted member with experience of education.

- a member's resignation or
 - where the Board makes a fresh determination to increase the number of membership numbers in any category.
- 2.2 The Nominations and Governance Committee shall, as appropriate approve the placement of a public advertisement requesting expressions of interest from the wider community in being appointed to the Board. The Board shall also retain a permanent open invitation on the University's web pages for expressions of interest to be received in order to build up a pool of interested people who may be considered as vacancies arise.
- 2.3 The Nominations and Governance Committee will have established any specific skills and experience required in seeking to fill vacancies and these will be articulated in any advertisements or calls for expressions of interest.
- 2.4 Following nominations or expressions of interest received, the Nominations and Governance Committee, or the Chair of the Committee, acting on behalf of the Committee, in consultation with the Vice Chancellor and Chief Executive and the Vice Chair or a member of the Nominations and Governance Committee, shall review the applications.
- 2.5 The skills and expertise of nominees or people who have expressed an interest shall be evaluated against the skills and experience sought and the Nominations and Governance Committee, or where relevant the Chair of the Committee acting on behalf of the Committee, and shall confirm a final shortlist.
- 2.6 Shortlisted persons shall be provided with a copy of the role description for members of the Board and other relevant information.
- 2.7 An initial meeting will be arranged with the Vice Chancellor and Chief Executive to provide the opportunity for applicants to find out more about the University and to come to mutual agreement as to whether to take the applicants' interest to the second stage meeting described below.
- 2.8 Individual meetings with shortlisted persons, shall be arranged with the Chair of the Board, the Vice Chancellor and Chief Executive and other members of the Nominations and Governance Committee and/or members of the Board as the Chair of the Committee may deem appropriate.
- 2.9 At the discretion of the Chair of the Committee, requests for references may be issued by the Clerk for each person selected before final recommendation/ confirmation of appointment. Also, at the discretion of the Chair of the Committee, nominees may be requested to sign an undertaking relating to their good standing; and the Chair shall determine whether such undertakings need to be renewed and on what basis.
- 2.10 Following discussions, those involved in the appointment panel, shall confirm final recommendations to be made at the Nominations and Governance Committee and subsequently (and where relevant, subject to the Chair of the Committee receiving satisfactory references) recommendations for appointment of nominees shall be presented by the Committee to the Board of Governors at their next meeting.
- 2.11 Due to the small number of Nominations and Governance Committee meetings during the year and the need for flexibility, the following arrangements may be used where deemed appropriate by the Nominations and Governance Committee:

Where expressly approved by the Board in advance, following approval of nominations by the Nominations and Governance Committee, the Chair of the

Committee may ask the Clerk to seek approval of the Board for nominations to be approved by circulation. Where no objections are raised by members through such circulation, the Chair of the Board may also take action on behalf of the Board to confirm the appointment of relevant new members with immediate effect including their full participation in such committees of the Board as they may have been nominated and approved to join.

3. CRITERIA FOR SELECTION

The Board of Governors seeks to maintain a balance of skills, expertise and experience within its membership that enables it to provide appropriate leadership to the University and exercise effective oversight of its affairs. The Board seeks to remove any barriers that might deter people from expressing an interest in joining the Board and welcomes applications from people from all backgrounds for consideration for appointment, with the aim of achieving a balance of membership that reflects the diversity of the University, its activities and the region.

The Nominations and Governance Committee shall consider the following in determining its recommendations:

- 3.1 Is the person sufficiently independent and eligible for appointment, with reference to the Guidance on Independence and the Instrument and Articles of Government?
- 3.2 Does the person bring new skills or expertise to the Board or do they further strengthen existing expertise where such additional support is needed?
- 3.3 Does the person appear to support the Vision and Mission of Wrexham Glyndŵr University as it is currently expressed, and would they bring new ideas to further develop and enhance the University's Strategic direction?
- 3.4 Does the person have any previous experience of Governance, whether in Higher Education, education generally or in the public/private sector?
- 3.5 Does the person appear to have the potential to be appointed at a future date as Chair or Vice Chair of a Committee or Chair or Vice Chair of the Board?
- 3.6 Does the person possess skills and expertise that will assist the Board in its operation, and which may include the essential and desirable skills, which are reviewed periodically, as detailed in appendix 1?
- 3.7 Does the person appear to have the potential to display the attributes set out in the HE Code of Governance: to question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside governing body meetings?
- 3.8 Is the person willing to commit approximately 20 days a year to University governance, including attendance at formal Board and Committee meetings, Governor away days, formal dinners and official/social events, meetings with senior persons relating to the HE Sector e.g. HEFCW, Welsh Assembly Government etc?
- 3.9 Is the person willing to engage in suitable Governor induction and development events including reading relevant induction documentation and engaging with the Clerk/Chair/Chairs of Committees about any queries, attending events at the University or those arranged elsewhere by external bodies such as CUC etc?

4. Co-opted Committee members

- 4.1 When seeking co-opted committee members consideration needs to be given to the skills and experience required for the committee on which there is a vacancy and to whether the person has the potential to be appointed to the full Board in due course. It may be appropriate, during a search for an independent member of the Board, for a candidate to be appointed as a co-opted member of a committee in the first instance, to build up knowledge and experience as a route to becoming a full Board member.

5. Audit Committee membership

- 5.1 Specifically, when appointing co-opted members of Audit Committee or independent members who may be considered for membership or as Chair or Vice Chair of the Audit Committee, the Nominations and Governance Committee shall take into consideration guidance on the skills, experience, and personal attributes for Audit Committee members and Chairs in line with guidance published in the CUC HE Audit Committee Code of Practice.

Review

Process agreed by Nominations Committee 27/6/05 (minute 04.17)

Updated 8th May 2006 (minute 05.14)

Updated 25th June 2007 (minute 06.12)

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Appendix 1

Essential and Desirable Skills for Independent members of the Board

Essential

Finance (responsibility for corporate financial oversight in a large organisation)
Accounting/Audit (qualified accountant)
Higher Education (academic quality and standards)
Risk Management
Private Sector/Business
Public Sector
Estates (responsibility for large capital projects)
HR (experience of managing and developing a workforce in a large organisation)
Welsh Language and Culture
Affinity with the research and development capabilities of universities
Senior leadership experience in transformational change
Knowledge of and engagement in North Wales and the wider cross-border region

Desirable

Health, Safety and Environment
Law/Legal
Third Sector
Influencing/lobbying/networking
Marketing and Communications
Civic role of Universities
International education

Agreed October 2020

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