

## 15. The work of the nominations committee

### Introduction and aim

The nominations committee advises the governing body on the appointment of new 'lay' members, and on the membership renewal of 'lay' governors who are eligible to serve for a further term, but whose current term is about to expire. When considering the appointment of new members, the committee will need consider what knowledge, skills and expertise the governing body needs to have at its disposal.

### Topics covered

1. Establishing a committee
2. Purpose and duties
3. Role in regard to committee membership
4. Membership categories or classes
5. Other appointment categories or classes
6. Standards of behaviour
7. Fit and proper persons
8. Skills matrix
9. Recruitment of new members
10. The knowledge, skills and experience sought
11. Seeking new members
12. Board vacancies portal
13. Information pack for applicants
14. Registering an interest
15. Assessing an applicant's suitability
16. Renewing the term of an existing members
17. Membership of the nominations committee
18. Managing succession
19. Profile of service
20. Conclusion
21. Questions to consider

### 1. Establishing a committee

In the UK all governing bodies are required to establish a nominations (or similar) committee to meet a requirement of the relevant higher education code of governance<sup>1</sup>.

### 2. Purpose and duties

The role of the nominations committee is to offer advice to the governing body on the appointment of new 'lay' members, and on the renewal of 'lay' governors whose term of membership would otherwise expire<sup>2</sup>.

### 3. Role in regard to committee membership

The nominations committee will also normally review the membership of the governing body's committees, seeking to ensure the number of members and mix of skills is appropriate. Some providers will rotate members between the different committees to refresh and renew their membership and to enable governors to gain a broader appreciation of the different aspects of the provider's activities and governance.

### 4. Membership categories or classes

Governing bodies have different categories or classes of membership. Normally, there is a specified number of members or range associated with each category or class specified by the provider's constitutional instruments. Where there is flexibility as to the actual number of appointments for a given category or class, the nominations committee may be tasked with advising the governing body on the number of members for the forthcoming period.

### 5. Other appointment categories or classes

Appointments to some categories or classes of membership, for example, from the student body or academic community, are either 'ex-officio' positions (e.g. Student Union President) or agreed or elected by senate or the academic board. There may also be places reserved on the governing body for founding groups or bodies. Appointments to these categories of membership do not normally fall under the remit of the nominations committee. As a consequence, the appointment of a significant number of places on the governing body is not under the control of the nominations committee which can lead to tensions.



## 6. Standards of behaviour

All governors of public higher education providers are expected to observe the seven principles of public life, known as the [Nolan Principles](#)<sup>3</sup>. These are:

- Selflessness: decisions should be taken solely in terms of the public interest.
- Integrity: individuals should not place themselves under any obligation to outside Individuals or organisations that might influence the performance of their duties.
- Objectivity: in carrying out public business, choices should be made on merit.
- Accountability: be accountable for their decisions and actions to the public.
- Openness: individuals should be as open as possible about the decisions and actions that they take.
- Honesty: individuals must declare any private interests relating to their public duties, and resolve any conflicts in a way that protects the public interest.
- Leadership: individuals should promote and support these principles by leadership and example.

Governors of Scottish providers are expected to act in accordance with the Nine Principles of Public Life in Scotland. These are based on seven principles of public life listed above, but in addition include public service and respect<sup>4</sup>.

## 7. Fit and proper persons

A condition of registration for all providers registered with the [Office for Students \(OfS\)](#) is that they are managed by 'fit and proper' persons. OfS define a fit and proper person to be<sup>5</sup>:

- Of good character.
- Has the qualifications, competence, skills and experience that are necessary for their role.
- Is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position to which they are appointed.
- Has not been responsible for, been privy to, contributed to, or facilitated, any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they have been associated.

Providers need to establish during the recruitment process that any potential new 'lay' governors pass the test of 'fit and proper' person.

## 8. Skills matrix

To support the work of the nominations committee, the Clerk or Secretary will usually maintain a skills matrix or register. The matrix will summarise the relevant knowledge, experience and skills of each member of the governing body. The matrix will normally be used to inform the committee's assessment of the mix of knowledge, skills and expertise available to the governing body and its committees and help to identify gaps where it may need to strengthen the membership.

## 9. Recruitment of new members

The recruitment of new 'lay' members is normally targeted at filling an identified or impending skills gap. However, as the environment in which higher education operates is constantly evolving, the committee will need to consider if new and different skills sets are required to support the future work of the governing body<sup>6</sup>. The recruitment of new members should also consider matters of diversity.

## 10. The knowledge, skills and expertise sought

The knowledge, skills and expertise sought from potential 'lay' governors will typically include one or more of the following:

- Higher education policy and management: bringing specialist knowledge of the sector.
- The management and operation of large and complex organisations: offering experience of decision-making and management of a large organisation.
- Key business specialisms and functions: including, for example, auditing, finance, the law and marketing.

In addition, some governing bodies wish to take account of, or appoint members who:

- Have specific industrial or professional backgrounds which align with key areas of the provider's curriculum. E.g. medicine for a provider with a large medical school, or art and design for a specialist arts-based provider.
- Are appointed on behalf of named stakeholders, for example, a religious or civic foundation.
- Live in the provider's immediate geographical area, bringing connections to the local community and institutional structures.



## 11. Seeking new members

Recruitment practices vary between providers. To find new governors some providers have historically relied on personal contracts and networks. Typically, known individuals judged to possess the skills required by the governing body are approached and 'sounded-out' as to their interest in joining the governing body. However, this can and has led to a lack of diversity on many governing bodies. In an attempt to recruit individuals from more diverse backgrounds, many providers are now using a wider range of recruitment channels. These include the use of open advertisements inviting suitability qualified individuals to put their name forward to become a governor. [The Scottish Code of Good Higher Education Governance](#) requires 'providers to advertise vacancies for appointed lay members within and outside the institution, using a job specification and a clear indication of the skills, knowledge and experience required.' A number of providers also use of executive search firms to recruitment of new members <sup>7</sup>.

## 12. Board vacancies portal

The Committee of University Chairs (CUC) in conjunction with Advance HE has launched a [board vacancies portal](#) for higher education. The portal provides a central place to locate Governor, board and non-executive director (NED) vacancies in the higher education sector, and to support greater diversity and transparency in the hiring process. Individuals interested in becoming a Governor can sign-up to receive vacancy alerts, and providers can advertise new vacancies through the portal.

## 13. Information pack for applicants

Being clear as to what skills and expertise and the type of person being sought is key to successful recruitment. Providers, especially when advertising vacancies, will produce an applicants' information pack containing relevant material about the provider, including details of the role and responsibilities of the governing body. In addition, the pack is likely to detail the role of Governors, the attributes/qualities sought, expected standards of behaviour (typically based on the Nolan principles), terms of membership and an indication of the time required to discharge the role. The information pack should enable a potential Governor to understand the responsibilities of a Governor and likely time required to carry out the duties.

## 14. Registering an interest

In response to an open advert, applicants will typically be asked to register their interest in a vacancy by submitting

a letter of application and/or curriculum vitae. Applicants judged to demonstrate the desired attributes/qualities will then be short-listed by those leading the selection process (e.g. Chair of the governing body or recruitment panel/board). To allow their suitability to be assessed to tested, short-listed candidates will be invited to meet with the same individuals or group. The outcome will be reported to the nominations committee, who will then decide whether to recommend to the governing body that an appointment should be made.

## 15. Assessing an applicant's suitability

In judging an individual's suitability to join the governing body a number of factors should be considered. These include the individual's knowledge, skills and expertise, their personal characteristics and likely 'fit' with the culture and values of the governing body and the provider. They will also be expected to understand the distinction between governance and management, and confirm they are able to prioritise and commit sufficient time to undertake the role. As part of the recruitment process, the individual's motivation in seeking to join the governing body should also be discussed.

## 16. Renewing the term of an existing member

In addition to recruiting new 'lay' members, the nominations committee has responsibilities with regard to the potential renewal of a term of office for existing 'lay' members. At the end of a member's term (usually two to four years), and providing the individual is eligible to serve for another term, consideration will need to be given to renewing their term of membership. The opportunity and desire to recommend renewal will depend on the individual's willingness to serve another term, and on an assessment of their contribution to the work of the governing body. Increasingly members are subject to a process of annual appraisal, often conducted by the Chair or Deputy Chair of the governing body. This enables the individual's contribution to work of the governing body to be explored. It is generally accepted that renewal of a member's term should not be automatic.

## 17. Membership of the nominations committee

The composition of the membership of the nominations committee varies between providers. Frequently, the chair of the governing body will also chair the nominations committee and the head of the provider may also be a member. Additional members may be drawn from other categories or classes of membership, and may include academic as well as 'lay' members <sup>8</sup>.



## 18. Managing succession

Individuals are limited to serving for two or three terms as members of the governing body and only exceptionally allowed to serve for a longer period. This ensures there is rotation of membership, providing the opportunity to refresh and renew the governing body, ensuring members remain independent of management. It does, however, mean that individuals with knowledge, skills and expertise, which is of high value to the governing body and its work, will periodically retire. The governing body may in such circumstances decide seek a new member who brings a similar set of knowledge, skills and expertise. In such an event, it is important for the nominations committee to anticipate the loss of the Governor with the desired sets of knowledge, skills and expertise, allowing replacement to be appointed in a timely manner.

## 19. Profile of service

Ideally, the governing body should comprise an appropriate balance between individuals who have served on the governing body for a number of years and others who have joined more recently. This ensures there is a mix members who have been involved with the provider's governance through a number of annual cycles, and those bring a 'fresh pair of eyes', but are still learning about the provider and how its system of governance operates.

## 20. Conclusion

The nominations committee plays an important role in ensuring that the governing body has available an appropriate mix of knowledge, skills and expertise. It needs to anticipate, and address, the loss of long-standing Governors and skills they offer, while being open to considering that new skills may be needed on the governing body.

## 21. Questions to consider

- Q Is the overall size of the governing body appropriate?
- Q What is the composition and balance of knowledge, skills and expertise on the governing body?
- Q Is the membership regularly renewed and refreshed?
- Q Does the Clerk or Secretary maintain an up-to-date skills matrix or register?
- Q What process does the governing body use to recruit new 'lay' members?
- Q How diverse is the governing body?
- Q Does proactive succession planning take place?

## End notes

- <sup>1</sup> Committee of University Chairs, [The Higher Education Code of Governance](#), Revised June 2018, p.25, para.7.3 and [The Scottish Code of Good Higher Education Governance](#), 2017 edition, p.23.
- <sup>2</sup> Depending on the provider's constitutional instruments, the committee may also advise the governing body on appointments in respect of other categories of membership.
- <sup>3</sup> The Nolan Principles were first set out by Lord Nolan in 1995.
- <sup>4</sup> [The Scottish Code of Good Higher Education Governance](#) notes, 'while higher education institutions are not public bodies, the Nine Principles of Public Life in Scotland, which incorporate the seven 'Nolan Principles', provide an appropriate and recognised definition of ethical and responsible behaviour for those involved in higher education governance', p.8.
- <sup>5</sup> See Office for Students, [Registration of Current Providers 2019-20](#), 2014.04 pp.99-101.
- <sup>6</sup> For example, the development and dependency of providers on information technology (IT) for data management, administrative systems and teaching and learning; the increased use of social media as a marketing tool; and the risks relating to cyber security have all raise the role of IT in the strategic development and operation of higher education providers.
- <sup>7</sup> Guidance on how executive search firms and higher education providers should work together on secure a more diverse membership of governing bodies is discussed in Teester J and Manfredi S (2018), [Diversity Principles Framework: Guidance for executive search firms and higher education providers working together on board appointments](#), Advance HE.
- <sup>8</sup> The Instrument of Governance for post-92 providers, typically specifies that a member of the teaching staff should be a member of the nominations committee.

