



Oakswood College

Empowering Through Education



Governors Recruitment, Selection and Appointment

Procedure

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Oakwood College
Empowering Through Education

(Trading name of Oakwood Group Ltd)

Governors Recruitment, Selection and Appointment Procedure

Document Control & Version History

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Approved By	Board of Governors
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Applies To	Board of Governors, Board Committees, Chief Executive Officer, Senior Leadership Team, and any staff involved in governor recruitment or appointment processes
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Related Policies	Corporate Governance Framework; Board of Governors Terms of Reference; Code of Conduct for Governors; Equality, Diversity & Inclusion Policy; Conflict of Interest Policy; Risk Management Policy
Document Location	Oakwood College Policy Repository
Regulatory Reference	<ul style="list-style-type: none"> • Conditions of Registration – Office for Students (E7, E8, E9) • The Committee of University Chairs Higher Education Code of Governance (2020) • Charity Commission for England and Wales Governance Guidance (where applicable) • The Companies Act 2006



1. Purpose

This policy sets out the framework for the **recruitment and appointment, re-appointment, and suspension or removal of members of the Board of Governors** at Oakwood College.

It ensures that the Board composition:

- aligns with the **Board of Governors Terms of Reference (ToR)**
- meets suitability and integrity expectations of the **Office for Students (OfS) for key individuals (Condition E9)**
- supports effective governance, independence, and oversight (E7)
- protects public funds and institutional integrity (E8)
- reflects diversity, inclusion, and sector-appropriate expertise

2. Scope

This policy applies to:

- Independent (External) Governors
- Internal Governors (Executive and Senior Staff Governors)
- The Chair and Vice-Chair of the Board
- Co-opted Governors (where permitted under the ToR)

3. Policy Alignment & Governance Framework

This policy should be read in conjunction with:

- Board of Governors Terms of Reference (ToR)
- Scheme of Delegation
- Fit and Proper Persons Policy
- Conflict of Interest Policy
- Equality, Diversity and Inclusion (EDI) Policy
- CUC Higher Education Code of Governance (2020)

Where any conflict arises, the Board ToR shall take precedence.

4. Principles Underpinning Recruitment

Board recruitment and appointment shall follow these explicit principles (aligned with OfS and CUC guidance):

1. **Independence & Integrity** – safeguarding academic, financial, and regulatory oversight.
2. **Skills-Based Composition** – governors must have expertise in:
 - strategic leadership and governance
 - academic quality and assurance
 - financial management and audit/risk oversight
 - regulatory compliance, including OfS Conditions E7–E9
 - understanding of public fund protection and fiduciary responsibilities
3. **Transparency & Fairness** – documented and open recruitment processes.
4. **Diversity & Inclusion** – reflecting a range of perspectives, experience, and backgrounds.
5. **Regulatory Compliance** – ensuring alignment with OfS governance expectations and the CUC Code.

Recruitment processes must ensure that the Board maintains independence from executive management and is able to exercise effective oversight and challenge.

5. Board Composition (Aligned with ToR)

In line with the Board ToR:

- The Board shall comprise a **balanced mix of Internal and External Governors**
- **External Independent Governors shall form a majority**
- The **Chair must be an External Governor**
- Internal Governors may include:
 - Chief Executive Officer
 - Senior Academic or Professional Services leaders (e.g. Head of Quality Assurance & Information Systems)
- Chairs of key governance committees including **Risk & Audit, Finance and Resources and Operational & Digital Transformation** Committees should normally be **independent External Governors**.
- The **Governance Officer / Clerk** (or equivalent) shall maintain a **Board Skills Matrix** to inform recruitment needs.
- The **Board Skills Matrix** is reviewed annually to ensure that the governing body maintains appropriate expertise and independence.

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6. Identification of Vacancies

Vacancies may arise due to:

- End of term of office
- Resignation or removal
- A skills, experience or independence gap identified through Board effectiveness or governance evaluations
- Expansion or restructuring of committees

7. Recruitment Process

7.1 Oversight of Recruitment

The Board of Governors retains overall responsibility for the recruitment and appointment of governors to ensure that the Board maintains an appropriate balance of skills, experience, independence, and diversity.

Where a vacancy arises, the Chair of the Board may establish a temporary recruitment panel, normally comprising the Chair and at least one Independent Governor, to support the recruitment process. The panel will review applications and assess candidates against the Board's skills, experience, and independence requirements, and make recommendations to the Board of Governors.

As part of the recruitment process, the Board or the recruitment panel shall:

- review the Board Skills Matrix to identify skills, experience, or diversity gaps including independence from executive management.
- determine the recruitment approach and strategy for attracting suitable candidates
- ensure that recruitment processes are transparent, fair, and aligned with the expectations of the Office for Students **Conditions of Registration** and the heather@illuminareeducation.com
- recommend suitable candidates to the Board of Governors for approval

All appointments must be formally approved by the Board of Governors and recorded in the Board minutes.

7.2 External Governors

- Recruitment may be undertaken via public advertisement, professional networks, sector bodies, and targeted outreach for skills gaps.
- Selection Criteria (aligned with OfS suitability guidance):
 - strategic leadership and governance experience
 - academic oversight and quality assurance understanding
 - financial or risk management expertise
 - awareness of OfS Conditions (E7–E9) and protection of public funds
 - availability and capacity to actively contribute
 - commitment to equality, diversity, and inclusion

7.3 Internal Governors

- Nominated by CEO through transparent process
- cannot participate in decisions affecting their own role
- approved by Board of Governors

Internal Governors shall not form a majority of the Board and shall not participate in decisions relating to their own employment, remuneration, or performance.

8. Appointment & Approval

Senior management may identify or recommend potential candidates where relevant expertise or sector knowledge is required; however, such recommendations shall be subject to the same recruitment, assessment, and approval process as all other candidates to ensure transparency, independence, and compliance with governance requirements.

Appointments shall be:

- recommended by the Chair or recruitment panel and submitted to the Board of Governors for approval.
- subject to **Board approval by majority vote**
- formally recorded in Board minutes

All appointed Governors must:

- complete a **Fit and Proper Persons Declaration**
- declare conflicts of interest annually
- accept the Board Code of Conduct

Additional Due Diligence:

In addition to self-declaration, **Oakwood shall conduct:**

- appropriate background and reference checks
- review insolvency, misconduct, regulatory findings, or criminal convictions
- verify any past disqualifications or regulatory enforcement findings as per OfS guidance on key individuals and governance suitability relating to previous governance roles.
- verification against sanctions lists where relevant
- checks against the Director Disqualification Register and charity trustee disqualification

9. Equality Commitment in Recruitment

Oakwood College is committed to promoting equality, diversity and inclusion in governance appointments and will seek to ensure that recruitment processes encourage applications from diverse backgrounds in line with the Equality, Diversity and Inclusion Policy.

The Board will periodically review the diversity of its membership to ensure that it benefits from a range of perspectives, experience, and backgrounds.

10. Term of Office

Unless otherwise stated in the ToR:

- governors shall serve a **fixed term of up to 3 years**
- governors may serve a **maximum of two consecutive terms**
- extensions beyond this require Board approval and clear justification
- reappointments must meet a refreshed suitability assessment and will normally be subject to a review of the Governor's contribution, attendance, and effectiveness.

11. Induction & Ongoing Development

All Governors shall receive:

- A formal **Governor Induction Pack**
- **Training on:**
 - OfS Conditions of Registration E7, E8, E9

- Academic governance, financial integrity and quality assurance
- financial sustainability and public funds oversight
- risk management

Ongoing development shall be supported through:

- annual Board effectiveness reviews
- targeted training based on committee roles

12. Removal, Suspension & Resignation

A Governor may be removed or suspended if:

- they breach the Code of Conduct
- they fail to meet Fit and Proper Persons requirements
- they fail to attend meetings persistently without valid reason
- a conflict of interest cannot be appropriately managed
- their actions compromise financial integrity or institutional reputation.

All removals must:

- follow due process
- be documented in Board minutes

13. Monitoring & Assurance

- The Chair of the Board shall ensure that this procedure is implemented effectively and that governance recruitment practices remain transparent and compliant with regulatory expectations.
- this policy shall be reviewed **every two years**, or sooner if regulatory requirements change
- responsibility for review rests with the Board of Governors
- amendments require Board approval

14. Regulatory Assurance Statement

This policy supports compliance with:

- Effective governance and Business Planning (E7)
- Fraud and Use of Public Funds (E8)
- Key Individuals and Governance Suitability (E9)



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- Independence and accountability
- Compliance with OfS Conditions of Registration
- Alignment with the Board of Governors Terms of Reference
- CUC Higher Education Governance Code