



Adult Learning Within Reach

Board and Committee Recruitment & Succession Planning Policy

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Board and Committee Recruitment & Succession Planning Policy

1. Introduction

The diverse and complex nature of WEA’s governance structure and business requires that it be prudent in considering its approach to recruitment and in anticipating vacancies arising on the Board of Trustees (“the Board”) and committees of the Board. In keeping with standards of good governance, WEA seeks to ensure that its Board and committees have the appropriate mix of skills, abilities and experience to provide effective oversight of the full range of WEA’s affairs. This is assured in a number of ways:

What	When	Who
Board Appraisals	Annually	The Chair of Trustees will carry out most Trustee appraisals, with external support if required. Appraisal of the Chair of Trustees will be conducted by an external third party, together with the Vice Chair of Trustees, and one other Board member (if required).
Chair Briefings	Monthly	Chief Executive & General Secretary (“CEO/GS”)
Board Skills Audit	Annually	Head of Corporate Governance & Company Secretary (“HoCG/CS”)
Succession Plan	As per policy	HoCG/CS

2. Purpose

The purpose of this policy is to outline the skills identified and required for WEA’s Board and its committees, how such skills are reviewed and supported on an ongoing basis, the recruitment strategy, and succession planning for all trustee roles, including the Chair of Trustees.

Succession planning is an ongoing process used by the Association to help achieve the following aims:

- To ensure WEA takes a strategic approach to Board continuity and development;
- To demonstrate how WEA will plan for the future when dealing with Board recruitment and development;
- To ensure the effective and efficient governance of the Association; and

- To ensure that the Association is proactively responding to both the unexpected (e.g., resignations, long-term sickness) and also the expected (e.g., retirements).

This policy has the following objectives of ensuring that the Board

- Have the required skills, knowledge, and behaviours to enable people to effectively carry out their roles;
- Are representative of the beneficiaries they serve, to the fullest extent possible;
- Receive appropriate learning and development; and
- Identify potential internal successors to key positions and those positions that may require filling through external recruitment.

3. Board Composition & Skills

WEA's Articles of Association provide that the Board shall have at least twelve members, comprising:

- Four Trustees elected by the Association Membership (i.e., "Association Officers" who shall be the President, two Deputy Presidents, and Treasurer);
- Four Trustees nominated by WEA Council (i.e., three of whom shall be appointed from different English Regions, and one from Scotland); and
- Four Trustees appointed by the Board ("co-opted Trustees").

Up to two further Trustees may be appointed by a funder. Additional Trustees may be appointed by resolution of the Trustees with consent of the Council or the Association Membership (Article 14).

In order for WEA to achieve its ambitions, and to meet the expectations of its funders and regulators, the following have been determined as the skills and abilities required among its Board:

- Senior leadership of adult / further education (England and/or Scotland)
- Education inspection and/or quality assurance (England and Scotland)
- Financial management
- Risk management
- Legal and/or regulatory expertise
- IT/Digital
- Employment and/or people management
- Estate/capital development

A general Trustee role description appears as Annex 1 to this policy.

In order to ensure WEA is able to satisfy its funders of the proper stewardship of the public funds it receives, WEA should aim to ensure it has at all times a minimum of one Trustee (and ideally, two Trustees) having experience and qualification in financial management.

Equality and diversity

In addition to skills, WEA will also strive to ensure that the Board and its committees appropriately reflect the demographic profile of WEA's learners, and the lived experience of its beneficiaries.

As part of its recruitment and succession planning efforts, WEA will endeavour to draw its trustees and non-trustee members of committees from a wide range of backgrounds, with an appropriate balance of skills, gender, race and ethnicity, age, disability, religion, and sexual orientation sought. Governance practices, including meeting arrangements and communications, will strive to reflect best practice to ensure inclusion and remove any barriers to participation.

4. Recruitment / Nomination / Election and Appointment of Trustees

The Nominations Committee shall, together with the Board of Trustees, advance and support WEA's democratic principles and processes as set out in the Articles, and demonstrate adherence to the relevant principles of the Charity Governance Code. To that end, all vacancies arising on the Board of Trustees will be publicised to the Association Membership through the WEA website, Member Newsletter, and other communications channels, as appropriate. Personal contacts, advertising, approaches to professional, trade or community organisations, the use of volunteer bureaus and governor recruitment agencies will all be considered for use. The method or methods most appropriate for the vacancy will be agreed by the Nominations Committee.

Nominations Committee shall have responsibility for routinely monitoring the appointment and term expiry of all Trustees. The HoCG/GS shall support the Nominations Committee in its responsibility by maintaining a schedule of current appointments showing the current terms of office, offices held, and any other relevant information. Nominations Committee will use this at each meeting to review the membership position, vacancies, and any future dates at which there may be changes to key offices such as the Chair, Vice Chair, and Committee Chairs.

The Nominations Committee terms of reference appear as Annex 2 to this policy.

Any Trustee wishing to vacate their seat before the expiry of their appointed term should notify the Chair of Nominations Committee, giving as much advance notice as possible.

Nominations Committee undertakes, on behalf of the Board of Trustees the responsibility to interview every proposed Trustee (save for any Funder Trustee), whether elected, nominated or proposed for co-option. A person under consideration to join the Board may be asked to provide a simple CV in advance of any interview.

Nominations Committee also shall have responsibility for ensuring that all required checks are undertaken on the prospective Trustee to ensure they meet the statutory eligibility requirements for company directors and for trustees, and to ensure they have or receive DBS clearance. Only upon completion of these checks and the receipt of DBS clearance will the prospective Trustee be recommended by Nominations Committee to the Board for formal appointment.

Upon receipt of a recommendation from the Nominations Committee, and in accordance with Article 17:

The Trustees shall then in their absolute discretion appoint or decline to appoint the proposed Trustee and their decision shall be final. The Company Secretary shall ensure that meetings of the Trustees for the purpose of appointing proposed Trustees shall take place as soon as practicable after the election or nomination of the candidates.

4.1 External Recruitment

In seeking to recruit new Trustees onto the Board from outside of WEA, Nominations Committee will ensure that any recruitment efforts will support the principles that new appointments:

- Are made following governance best practice models of appointment and abide by the Nolan Principles;
- Will be based on skills and experience;
- Will use positive action to address any imbalance in equality, such as gender, age, ethnicity, and other protected characteristics.

To that end, Nominations Committee will ensure that WEA's external recruitment efforts:

- Are publicised clearly, and in a way that demonstrates WEA's commitment to transparent recruitment to the Board;
- Acknowledge the potential that less experienced candidates may offer;
- Make clear the support that is available to new appointees; and
- Make clear that there is equal opportunity for all candidates.

4.2 Council Nominated

Nominations Committee will notify Council of any vacancies arising for Trustees to be nominated by the Council. Council shall have responsibility for advertising any such vacancies, and may elect to have Nominations Committee advertise these on their behalf. Any Association Member shall be eligible for nomination by Council. Council shall assure that the regional distribution of nominees conforms to the requirements as set out in Article 14.2.

Individuals seeking nomination (or who are nominated) by Council should be provided a copy of the Trustee role description (Annex 1), which sets out the requirements and expectations for WEA Trustees. They will be asked to provide a statement of interest, addressed to the Chair of Nominations Committee. The statement should confirm the nominee's:

- Interest in serving as a member of the WEA Board;
- Understanding of the duties, obligations and responsibilities of a Trustee;
- Background and skills;
- Willingness to learn and develop, and to devote sufficient time to their role; and
- Commitment to the values, mission, and vision of WEA.

Council nominees will be recommended by the Nominations Committee to the Board once they are assured of a nominee's background, their interest in the role and their commitment to WEA's values, and once all statutory checks have been completed and DBS clearance obtained.

In the event a Council nominee is not appointed by Trustees, the HoCG/CS shall, in accordance with Article 17, "inform the WEA Council which may then make another nomination."

4.3 Elected

Association Officers (i.e., the WEA President, two Deputy Presidents, and the Association Treasurer) are leaders of the WEA movement elected by the Association Membership. Subsequent to election, they are eligible for appointment to the Board of Trustees on terms and procedures consistent with all other Trustees, as set out in Articles 16 – 17.

In the event an Association Officer is not appointed by Trustees, the provisions of Article 21 shall apply – i.e., “the WEA Council shall nominate another individual to fill the vacancy.”

4.4 Appointment & Re-Appointment of Trustees

All Trustees, however appointed, are eligible to join the Board for a maximum of two terms of four years (Article 22). When considering renewals, the Nominations Committee will look at a number of areas, including skills and experience appropriate to the business of WEA, engagement with and contribution to the Board, institutional memory, commitment and attendance at Board and Committee meetings, board profile and reference to the skills audit and skills gaps identified.

Article 22.5 provides that “any time served as a Trustee by virtue of being an Association Officer” may be disregarded in calculating a Trustee’s maximum term, which opens the possibility of a Trustee exceeding the maximum eight years’ service. In all cases where a Trustee exceeds the normal maximum term, the Board will ensure that principle 5.7.4 of the Charity Governance Code (2020) is adhered to – i.e., that any such appointment is:

- “subject to a particularly rigorous review and takes into account the need for progressive refreshing of the board;
- explained in the trustees’ annual report.”

5. Appointment & Re-Appointment of the Chair of Trustees

Like all other Trustees of WEA, the Chair of Trustees is appointed to a term of up to four years, renewable for a further term of up to four years (to a maximum of eight years), subject to review by the Nominations Committee.

Initial appointment of the Chair of Trustees will be conducted by panel, to include sitting members of the Board, and at least one external panel member. The process of recruitment, interview and selection of candidates shall be overseen by the Nominations Committee.

Renewal to a second term of office for the Chair of Trustees will be reviewed by the Nominations Committee (excluding the incumbent Chair of Trustees, if a member of the Nominations Committee) and a recommendation made to the Board of Trustees. If the role is not renewed, it will be advertised externally and in accordance with procedures set out in section 4.1 of this policy. If the Chair of Trustees should resign or otherwise cease to hold office during the year, then the Vice Chair of Trustees shall act as Chair until an external process is arranged or an interim Chair is in place.

6. Training

All new Trustees will be provided with an induction to the role and to the WEA via the HoCG/CS, involving other WEA staff as appropriate. All Trustees will be invited to attend induction sessions with new Trustees as a refresher, should they wish to do so.

An annual programme of activities for internal training will be prepared by the HoCG/CS and coordinated with annual Board and Committee work plans. Such training will be open to Trustees and to others involved in WEA governance.

All WEA Trustees are given access to and expected to complete the Education Training Foundation (“ETF”) Governance Development Programme, which is a self-directed programme of education for governors of further and adult education institutions. Certificates of completion of

the various course modules should be shared with the HoCG/CS who shall be responsible for maintaining the record of Trustee training.

Upon appointment, and annually as part of the appraisal process, there should be a discussion between the Trustee and the Chair of Trustees (or other member of Nominations Committee) about the Trustee's committee service to ensure the best use of their skills and experience, and for their own development.

Specific, targeted training may be offered to Trustees to support them in their role on one or more of the Board's committees, including support for those who are new to chairing a committee.

An annual appraisal by the Chair of Trustees will be undertaken which will include an opportunity for each Trustee to identify how they would like to develop their role and what support would be useful. Outside of the annual appraisal cycle, Trustees may also request individual sessions with the Chair or Vice Chair of Trustees to discuss their development and aspirations as a Trustee.

7. Succession Planning

The Board has ultimate responsibility for setting the overall strategic direction of the Association. Its central role is to direct the Association's work and to make decisions that are in the best long-term interests of the Association and its beneficiaries. The Board, therefore, needs to have the right people with the right skills and behaviours around the table at all times. To that end, the Board should work pro-actively to retain qualified members, to attract new members, and to continually develop people as individuals and as members of the Board.

Board appraisals, including appraisal of the Chair of Trustees, should be carried out annually with the outcomes linking to the strategy and business plan. Outcomes from the appraisals will enable Nominations Committee to assess:

- Future needs with regard to key positions and the supply of volunteers to meet these needs;
- Individuals having potential for further development;
- Whether people are being developed sufficiently to enable them to fill future key roles and vacancies effectively;
- Learning and development needs for individuals; and
- Where there are skills and knowledge gaps.

To the fullest extent possible, the timing of Board appraisals will be coordinated with the Board's annual review of the business plan and strategy to ensure that the Association's strategic objectives remain central to succession planning.

8. Review

This policy and its annexes will be reviewed by the Nominations Committee at intervals of no more than three years. Any significant change in WEA's strategy may trigger earlier review of this policy to ensure that the current skills and experience of the Board and its committees support the achievement of WEA's current ambitions.

Annex 1: Trustee Role Description

Trustee

Role Title:	Trustee
Responsible to:	The Board of Trustees (“the Board”)
Eligibility:	Any person who has attained the age of 18 years and meets the statutory requirements of company directorship and trusteeship.
Term of Office:	Appointed to a term of up to four years (renewable to a maximum of eight years), subject to review by the Nominations Committee.

Purpose of the Role

Each trustee is expected to be an active and contributing member of the Board, and to support the collective duty of the Board to set the strategic direction of WEA, and ensure compliance in all areas of legislation, policy and procedure. A trustee is expected to utilise their personal skills, experience, and knowledge to help lead WEA in the delivery of its charitable object and fulfilment of its mission, vision and values.

Individuals seeking to become trustees of WEA require no prior experience, only a commitment to WEA’s values, and the belief that lifelong learning can improve lives and build communities. WEA provides a programme of induction and training to all trustees, and offers targeted support to those taking up their first trustee role.

Statutory Duties

- To ensure that WEA complies with its governing document, charity and company law, and any other relevant legislation, regulations, and sector guidance.
- To ensure that WEA pursues its objects as defined in its Articles of Association.
- To act within the powers conferred on Trustees by the WEA’s Articles of Association, and to exercise those powers only for the purposes for which they are conferred.
- To act in a way which promotes the success of WEA, ensuring that WEA uses its resources exclusively in pursuance of its objects, for the benefit of learners, and with regard to the best long-term interests of the Association.
- To exercise independent judgment, and reasonable care, skill and diligence in contributing to the Board’s collective decision-making.
- Acting together with the Board to give firm strategic direction to WEA, setting overall policy, defining goals, setting targets and KPIs, and evaluating performance against agreed targets and KPIs.
- To avoid conflicts of interest, and to abide by WEA’s declaration of interests policy.
- To safeguard the good name and values of WEA.
- To ensure the effective and efficient administration of WEA.
- To ensure the financial stability of WEA.
- To protect and manage WEA’s property and other assets, and to ensure the proper application and investment of the charity’s funds.

Performance Expectations

- To sit on at least one committee of the Board.
- To attend all meetings of the Board and any committee on which you are a member, unless apologies have been sent in advance.
- To scrutinise the agenda and papers in advance of any meeting, preparing to offer supportive challenge to the executive and peers in relation to business on the agenda.
- To provide guidance and advice on matters in which you have special expertise.
- To undertake individual and collective training in the interest of WEA's commitment to supporting trustees' skills development and up-to-date knowledge.
- To participate in the life of WEA in order to gain insight and understanding of the interests of its beneficiaries, and the services and benefits WEA delivers to them.
- To attend events, functions, and other meetings in the interests of WEA.

Person Specification

Essential

1. Demonstrate a strong passion and commitment to the Association, its strategic objectives, and charitable aims.
2. Good, independent judgment.
3. Ability to work effectively as a member of a team.
4. Strong interpersonal skills, networking and relationship-building abilities, and demonstrable experience of partnership working.
5. Understanding and acceptance of the legal duties and responsibilities of trusteeship.
6. Ability to commit the time required for the role, including for any training.
7. Commitment to equal opportunities and the promotion of diversity.
8. Willingness to undertake a DBS disclosure.

Desirable

9. Experience of operating at a strategic leadership level.
10. Experience of governance and being part of a board.
11. Experience of chairing meetings.
12. Knowledge of relevant sector guidance and statutory frameworks in England and Scotland.

The range of knowledge and experience that may be of benefit to WEA's Board includes (but is not limited to):

- Education (delivery or administration)
- Senior-level experience of the voluntary sector and/or public sector
- Business and commercial experience
- Fundraising
- Finance (recognised qualification)
- Law (recognised qualification)
- Charity administration and/or governance
- Human Resources / Learning & Development / Organisational Development
- Marketing
- Experience as a beneficiary of WEA, or equivalent lived experience

Time Commitment

The expected time commitment of trustees is estimated at c. 2 days per month. Trustees serving on a committee can expect to spend at least 1 further day per month on duties relating to the committee, and more if serving as Chair of the committee.

Annex 2: Nominations Committee Terms of Reference

Date of approval by Board of Trustees: 15 July 2021 (for implementation from 1 August 2021)

Purpose of the Committee

The Nominations Committee shall support, guide and facilitate the recruitment and election or appointment of individuals to the Board of Trustees and to committees of the Board of Trustees, being mindful of the skills needed on the Board and its Committees and of the democratic values of the Association. The Committee shall also support and guide the appointment of Trustees into key leadership roles on the Board and Committees, and support the Regional Committees and Scotland Board in building a framework for the training and development of volunteers and Association members interested in WEA governance.

Membership

The membership of the Nominations Committee will be as follows:

- 4 Trustees, to include the Chair of Trustees, and the Vice Chair (who shall Chair the Committee); and
- 2 Association Members to be nominated by WEA Council.

Members of the Nominations Committee may appoint up to two co-opted members external to the Association, subject to the approval of the Board of Trustees. Any co-opted member so appointed shall serve for a term of two years, renewable at the discretion of the Board of Trustees.

The Chief Executive/General Secretary shall attend the Committee.

Secretariat shall be provided by the Head of Corporate Governance & Company Secretary or their nominated representative.

Quorum

A quorum shall be three members of the Nominations Committee, including at least two Trustees.

Meetings

The Nominations Committee will meet at least twice annually, though will consider the necessity of meeting more often when required. These meetings will be coordinated with the Trustee and Committee calendar so that the Committee's work can dovetail with that of the other Trustee Committees and the Board of Trustees.

Reporting

The Board of Trustees will receive minutes of Nominations Committee meetings and will be notified of any key issues through summary update reports to be delivered by the Chair of the Nominations Committee at meetings of the Board of Trustees from time to time.

Responsibilities

Trustee Recruitment, Retention & Development

1. To oversee the nomination of individuals for consideration by the Board of Trustees, and ensure equitable treatment and a fair process of appointment whether through election, internal or external appointment.
2. To take assurances that every nominee to a Trustee role meets the “fit and proper person” requirement.
3. To oversee the process of checking that every nominee to a Trustee role meets the statutory eligibility criteria to serve as company director and charity trustee.
4. To assure itself that nominees for Trustee or committee roles can and will devote sufficient time to the role.
5. To nominate individuals for Trustee (re)appointment, and for appointment on committees of the Board of Trustees in accordance with any standards or procedures that may be outlined in the Articles of Association or Regulations.
6. To determine from time to time the process and procedures to be followed in appointing a Chair of Trustees. The incumbent Chair of Trustees may advise, but should not participate in the process of appointing a new Chair of Trustees.
7. To advise on the balance of skills, experience, and knowledge appropriate to WEA’s strategic objectives and democratic values, carrying out regular skills audits of the Board of Trustees and its committees to identify any gaps in skills profiles and/or development needs.
8. To oversee the ongoing support and skills development for individual Trustees’, the Board as a whole, and for other individuals aspiring to Board or Trustee committee appointment.

Appointment

9. To assure itself that all Trustee and committee appointments have been made in accordance with the Articles and/or Regulations.

Policies

10. To maintain the Trustee Code of Conduct and advise the Board on the proper handling of any instances of non-compliance with its provisions.
11. To approve policies and procedures for the induction of the Board of Trustees and non-Trustee members of Board-level committees.
12. To recommend a Succession Planning Policy for approval by the Board of Trustees and ensure its periodic review.

Other

13. To undertake any other tasks or functions as may be determined by the Board of Trustees.