

# Board, Board Committee and Local Advisory Panel (LAP) Recruitment & Succession Planning Policy

**Owner** Kathleen Formosa, Head of Corporate Governance and Company Secretary

**Approved by** Board of Trustees

**Supersedes** N/A

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1	February 2022	Kathleen Formosa		This is a new policy.
2	March 2024	Kathleen Formosa	Approved	Updated policy to reflect updated Articles [Dec 23], LAPs, exit interviews and 360 appraisal. Interim policy only whilst WEA workforce recruitment policy is expected during 2024.
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# Board, Board Committee and LAP 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”), committees of the Board and LAPs. In keeping with standards of good governance, WEA seeks to ensure that all governance volunteers 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 and Board Committee Appraisals	Annually	<p>The Chair of Trustees will carry out Trustee appraisals, with external support if required.</p> <p>360 Appraisal of the Chair of Trustees will be conducted by an external third party, together with the support from the Vice Chair and Director of Governance and Company Secretary.</p> <p>360 Appraisal of the Chairs of Board Committees will be conducted the Chair of Trustees, supported by the Director Governance and Company Secretary or an external adviser.</p>
Chair Briefings	Monthly	Chief Executive & General Secretary (“CEO/GS”)
Skills Audit	Annually	Director of Governance & Company Secretary (“DoG/CS”)
Succession Plan	As per policy	DoG/CS

## 2. Purpose

The purpose of this policy is to outline the skills identified and required for all governance volunteers, how such skills are reviewed and supported on an ongoing basis, the recruitment strategy, and succession planning for all 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 governance volunteer 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 all governance volunteers

- 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 not more than fifteen members, comprising:

Four National Officers

Three representatives from the WEA's Regions in England.

One representative from WEA Scotland

At least four externally co-opted Trustees (including the Chair)

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 18).

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 (capital development, pensions, SORP, budget, business planning)
- Audit and/or Risk management
- Legal and/or regulatory expertise
- IT/Digital transformation
- HR, learning and development, organisational development
- Estate/capital development
- Equality, inclusion and diversity
- Policy development/campaigning advocacy
- Governance best practice

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.

All governance role descriptions are considered and endorsed by the Nominations Committee. For information, a general Trustee role description appears as Annex 1 to this policy. Other role descriptions exist for Board Committee members and LAP members including Lead Volunteers (LAPs).

#### Equality and diversity

In addition to skills, WEA will also strive to ensure that all governance volunteers 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 governance volunteers 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 governance volunteers. The DoG/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) or Board Committee member, whether elected, nominated or proposed for co-option.

An interview panel for every proposed LAP member will comprise the Head of Region (or their representative), a governance team representative and a member of the appropriate LAP.

Every person under consideration to join WEA as a governance volunteer will be asked to complete all on-boarding checks in accordance with WEA's recruitment policy.

The Nominations Committee also shall have responsibility for ensuring that required on-boarding checks are undertaken for all governance volunteers. For prospective Trustees each short-listed candidate will be asked to confirm that they can meet the statutory eligibility requirements for company directors / trustees, and to ensure they have or receive enhanced DBS clearance. Only

upon completion of necessary on-boarding checks and the receipt of DBS clearance will the prospective governance volunteer 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 19:

*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 governance volunteers 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, Board Committees and LAPs;
- 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 18.

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 and eligibility 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.

#### 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 the Articles.

#### 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 21). 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.

### **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. Exit interviews for Governance Volunteers**

The DoG/CS will seek to conduct pre-exit interviews with governance volunteers who are leaving their post. The purpose of the exit interview is

- To identify why governance volunteers are leaving for monitoring purposes and to identify any trends;
- To better understand the different experiences of volunteering in governance at WEA in order to identify any areas for improvement and future change
- To improve the recruitment and retention of governance volunteers.

When applicable, arrangements will be made for the governance volunteer to meet with their Chair who will conduct the exit interview at an appropriate time and location. Any exit interview meeting held under this policy will be confidential.

### **7. Training**

All new governance volunteers will be provided with an induction to the role and to the WEA via the DoG/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 DoG/CS and



coordinated with annual work plans.

All WEA Trustees and Board Committee Members 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. Completion of course modules should be shared with the DoG/CS who shall be responsible for maintaining the record of training.

Specific, targeted training may be offered to governance volunteers to support them in their role, including support for those who are new to chairing a committee.

## **8. Succession Planning and Appraisals**

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.

### Trustee and Committee Member Appraisals

Board and Board Committee member appraisals will be formally recorded by the Chair of Trustees with outcomes linking to the strategy and business plan. Outcomes from the appraisals will enable the Nominations Committee to assess:

- Future needs regarding 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.

### 360 Appraisals: Chair of Trustees and Chairs of Board Committees

A 360 appraisal of the Chair of Trustees will be undertaken after a 12-month period in post and every two years or one year before the end of their term of office (whichever occurs first). An independent consultant and the Vice Chair will collate responses, produce an anonymised report of feedback and lead the appraisal meeting.

Each Board Committee Chair will receive a 360 appraisal prior to a formal review with the Chair of Trustees. The Chair of Trustees, supported by the Director or an external adviser, will collate responses, produce an anonymised report of feedback and lead the appraisal meeting for each Committee Chair. Feedback for new Chairs will be given after a 12-month period and every two years or one year before the end of their term of office (whichever occurs first).

## **9. 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



<b>Role Title:</b>	<b>Trustee</b>
<b>Responsible to:</b>	The Board of Trustees (“the Board”)
<b>Eligibility:</b>	Any person who has attained the age of 18 years or over and meets safer recruitment checks and the statutory requirements of company directorship and trusteeship.
<b>Term of Office:</b>	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 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 protect and safeguard people who come into contact with the WEA.
- 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.

The WEA is a charity registered in England and Wales (no. 1112775) and in Scotland (no. SC039239). The Workers' Educational Association is a company limited by guarantee registered in England and Wales (Company Number 2806910). Registered Office address is 4 Luke Street, London, EC2A 4XW.

May 23

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- 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 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 equality, inclusion and diversity.
8. Willingness to undertake an Enhanced DBS disclosure and eligibility checks in accordance with DfE requirements and the Charity Commission as part of WEA's recruitment policy.

### 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):

Senior leadership of adult / further education (England and/or Scotland)  
Education inspection and/or quality assurance (England and Scotland)  
Financial management (capital development, pensions, SORP, budget, business planning)  
Audit and/or Risk management  
Legal and/or regulatory expertise  
IT/Digital transformation  
HR, learning and development, organisational development  
Estate/capital development  
Equality, inclusion and diversity  
Policy development/campaigning advocacy

## **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

**Last Updated:** 23 October 2023    **Date of approval by Board of Trustees:** 14 December 2023

## **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, Committees of the Board of Trustees and Local Advisory Panels (collectively known as governance volunteers), being mindful of the skills needed on the Board, its Committees and Panels and of the democratic values of the Association.

The Committee shall also support and guide the appointment of all governance volunteers and support the building of frameworks 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 or their nominated representative.

## **Quorum**

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

## **Frequency of Meetings and Notice**

The Nominations Committee will meet at least twice annually, though will consider in agreement with the Chair, 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.

Written notice of each meeting, an agenda and supporting papers shall normally be circulated no later than seven working days before the date of the meeting.

## **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 Governance Volunteers - 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 governance role meets the statutory eligibility criteria to serve to the relevant voluntary post
4. To assure itself that nominees can and will devote sufficient time to the role.
5. To nominate individuals for (re)appointment, and for appointment in governance roles 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, its Committees and Panels to identify any gaps in skills profiles and/or development needs.
8. To oversee the ongoing support and skills development for individuals, each governance group as a whole and for other individuals aspiring to governance appointments. Appointment
9. To assure itself that all governance appointments have been made in accordance with the Articles and/or Regulations.

### Policies, Procedures and Guidelines

10. To maintain the Governance Code of Conduct and Complaints Procedure for Governance Volunteers.
11. To approve policies, procedures and guidelines for the induction, training and development of all governance volunteers.
12. To recommend a Succession Planning Policy for approval by the Board of Trustees and ensure its periodic review. Other To undertake any other tasks or functions as may be determined by the Board of Trustees.

### **Review of the Terms of Reference**

The committee shall, at least once a year, and normally at the start of each cycle of business, review its own performance and Terms of Reference to ensure they remain relevant and appropriate.