

## WELLSPRING ACADEMY TRUST

### POLICY ON RECRUITMENT AND SELECTION OF TRUSTEES

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#### Purpose

This policy sets out the process for recruiting and selecting Trustees (Directors) to the Board of the Trust.

The Board of Directors appoints all Directors through a process of recruitment and selection. Under the Articles of Association, some Directors may also be appointed by the sponsor College and some by the Members.

#### BOARD OF DIRECTORS

##### 1 APPOINTMENTS

1.1 On appointment, all Directors must:

- Declare their interests on the form prescribed by the Trust Board
- Declare their eligibility to become a Director<sup>1</sup>
- Agree to be bound by the Code of Conduct approved by the Trust Board
- Agree to the Trust obtaining an enhanced level DBS Disclosure
- Become registered at Companies House.

1.2 With the exception of the CEO, to whom separate arrangements apply, the Trust Board shall not appoint any person as a Director (other than as a staff Director or a Director appointed by the Members or the sponsor College) without first consulting and considering the advice of the Governance & Search Committee.

1.3 The CEO may, if they agree to so act and the appointment is ratified by the Members, be a Director.

1.4 The term of office of a Director is four years, with the exception of the CEO, who, if he/she chooses to be a Director, shall serve for the period of his/her appointment.

1.5 A Director's term of office will expire automatically after a term of four years unless the Governance & Search Committee determines to recommend a further term of office and the Board accepts the recommendation.

1.6 Subject to remaining eligible to be a particular type of Director, any Director may be reappointed or re-elected.

1.7 Appointments are made in accordance with the Memorandum and Articles of Association of the Trust.<sup>2</sup>

##### 2 RECRUITMENT AND SELECTION

2.1 The Clerk to the Board of Directors shall report to the Governance & Search Committee the name of any Director whose term of office is nearing its expiry. The Committee shall determine an appropriate recruitment strategy to promote the vacancy, allowing sufficient

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<sup>1</sup> In accordance with the Articles of Association of the Trust and Charities Act 2011

<sup>2</sup> Articles of Association for Wellspring Academy Trust clauses 49-52 and Clause 58

time for the selection process to take place before the Directors term of office has expired. Should the Director whose term of office is coming to an end be a member of the Governance & Search Committee, that Director shall withdraw from the meeting and take no part in the decision or voting in relation to his/her future directorship of the Board.

2.2 Where, in the case of an existing Director, the Governance & Search Committee is considering recommending a further term of office, the Committee shall base their decision on the following criteria:

2.2.1

- Whether the skills and experience of the Director are key to the functioning of the Board
- Whether it would be appropriate to take the opportunity to refresh the range of skills and experience available to the Board
- The Director's previous contribution and commitment to the work of the Board
- The length of the Director's previous service on the Board
- The requirement to conform to the Articles of Association in respect of persons appointed eg those appointed by the sponsor college/Trust Board/ the Members.

2.2.2 No person who is a Local Authority Associated Person may be appointed or elected as a Trustee if, once the appointment or election had taken effect, the number of Trustees who are Local Authority Associated Persons would represent 20% or more of the total number of Trustees.<sup>3</sup>

2.3 A recommendation from the Committee that a Director be appointed for a further term of office will be subject to the Director remaining eligible and being willing to serve. The Clerk will ascertain in advance of the Board meeting whether or not the Director in question is willing to be appointed for a further term. If the Director is not so willing, a vacancy arises and will be dealt with under paragraph 4 of this policy.

2.4 Where the Board determines to appoint an existing Director for a further term of office, the Board shall make the appointment in accordance with clause 1.4 above.

2.5 Where the Board decides **not** to appoint an existing Director for a further term of office, a vacancy shall exist and shall be dealt with under paragraph 4 of this policy. For the purposes of this clause the Clerk shall advise the Director of the Committee's decision.

2.6 The Members have the right to appoint Directors to the Board.<sup>4</sup> Where this is proposed the Board shall ratify the appointment. There is no requirement for the G&S Committee to make a recommendation.

2.7 The sponsor College has the power to appoint Directors to the Board.<sup>5</sup> Where this is proposed the Board shall ratify the appointment. There is no requirement for the G&S Committee to make a recommendation.

### **3 PROCESS**

#### **3.1 Directors (excluding Staff Directors and Parent Directors)**

3.1.1 When a vacancy arises on the Board the Governance & Search Committee will review the current skills make-up of the Board, identifying any skills gaps. The Committee will determine an appropriate strategy and agree a person specification for filling the vacancy.

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<sup>3</sup> The appointment of a Local Authority Associated Person must be authorised by the local authority to which s/he is associated

<sup>4</sup> Articles of Association Clause 50 and 50AA

<sup>5</sup> Articles of Association Clause 46b

- 3.1.2 In determining the recruitment and selection process, the Governance and Search Committee may use its discretion in respect of promoting the vacancy in order to reach a broad cross-section of the community and persons likely to be able to meet the person specification. This shall include the vacancy being published on the Trust's website together with details of the role and an application form.
- 3.1.3 Existing Directors will be asked to bring the vacancy to the attention of any persons that they think might be suitable for appointment. Applications shall be submitted in writing to the Clerk to the Board.
- 3.1.4 Applications received by the Clerk to the Board for the role of Director will be circulated to all members of the G&S Committee as part of the shortlisting process. Following feedback from members, the G&S Committee will arrange to meet shortlisted candidates with a view to appointment. The G&S Committee shall subsequently convene to make appropriate recommendations to the Board.

### **3.2 PROCESS - STAFF DIRECTORS**

- 3.2.1 The Members have the power to appoint up to [two] staff Directors. Where the Members resolve to appoint a Staff Director to the Board, subject to he/she being eligible, the Board shall ratify the appointment.

### **3.3 PROCESS - PARENT DIRECTORS**

- 3.3.1 The Board has determined there will be no Parent Directors.
- 3.3.2 Under the Schemes of Delegation approved by the Board, the Board has determined there shall be two parent governors on each Academy governing body.<sup>6</sup>

## **4 THE CEO OF THE TRUST**

- 4.1 In accordance with the Articles of Association, the CEO is an ex-officio member of the Board. The CEO's appointment shall be ratified by the Members.

## **5 REVIEW**

- 5.1 This Policy shall be reviewed on an annual basis by the Clerk to the Trust Board.

Policy approved by Wellspring Academy Trust Board

\_\_\_\_\_ Chair                      Dated \_\_\_\_\_  
H LENTON

*Related documents:*

*Memorandum of Association for Wellspring Academy Trust  
Constitution of Academy Governing Bodies  
Schemes of Delegation  
Code of Conduct  
Policy on Conflicts of Interest.*

<sup>6</sup> Articles 100a & Scheme of Delegation 4.1.2(c) & 4.2.5-4.2.10