The Co-operative College CIO Board of Trustees

Annual General Meeting
30 June 2022

Trustee Elections

Guidance on standing for the Board of Trustees for:

Board members elected by and from organisational membership

Board members elected by and from individual membership

Board members elected by and from staff membership

Contents

About the College's legal (membership) structure

The Co-operative College is registered with The Charity Commission for England and Wales (charity number 1159105) as a membership based Charitable Incorporated Organisation (CIO) and the CIO constitution of 6 November 2014 (amended 16 December 2015 and 28 June 2016) establishes the legal basis of governance of the College. Until 1 May 2015, the College was governed by a registered charitable trust with a Corporate Trustee (Co-operatives UK) and a Board of Governors reporting to the Corporate Trustee.

The College is also a designated Further Education College under the Education Act and is subject to the legislation contained within Schedule 4 of the 2011 Education Act applicable to designated institutions. The requirements of the 2011 Education Act are embedded within the CIO constitution. The Charity Commission for England and Wales is the Principal Regulator of the College. The Department for Business, Innovation and Skills also has regulatory oversight for the College in relation to its legal 'designated' College status.

A CIO is an incorporated legal form designed especially for charities. The College adopted the CIO 'Association' model, which permits a wider voting membership (in addition to the charity trustees). This means that the wider membership can participate in certain governance decisions such as future amendments to the constitution and appointing some of the charity trustees. All members have an express legal duty in the CIO regulations (encompassed within the College's CIO constitution under clause 9d) as follows:

> *"It is the duty of each member of the College to exercise his/her/its powers as a member of the College in the way he or she decides in good faith would be most likely to further the purposes of the College".*

This legal requirement must be followed in all decisions taken by members of the College. Every decision must give consideration as to what is in the best interests of the College in relation to furthering the delivery of its charitable objectives.

Members who serve on the Board are trustees of the charity and must meet separate legal eligibility requirements to be a charity trustee. Due to the College's educational status under the Education Act, the board of trustees is called a Board of Governors and is described as such in the CIO constitution.

Composition of the current Board

Members of the Board of Trustees of the College are the trustees of the charity under charity law.

The current Board is made up of the following members:

Name	Constituency elected by / from
Hazel Johnson	Individual Membership
John Boyle	Individual Membership
Clive Booker	Organisational Membership
Jon Nott	Chair
Vivian Woodell	Co-operatives UK
Pamela Maxwell	Student Learner
Daniel Cox	Staff Member
Ruth Hall	Individual Membership
Chris Jardine	Co-opted (individual)
Rosie Harvey	Co-opted (individual)
Gregory Roberts	Co-opted (individual)
Simon Thomson	Co-opted (individual)

NB: Trustees took the decision in January 2022 to make additional co-options to fill places on the Board to which no Trustee had been elected.

Election to the Board at the AGM

The current board has made considerable progress since taking over the full operations of the College in May 2015. At the inaugural AGM held in April 2016 the new three-year strategy was launched.

Under the terms of the CIO constitution:

> *There must be an annual general meeting (AGM) of the members of the College. The first AGM must be held within 18 months of the registration of the College, and subsequent AGMs must be held of intervals of not more than 15 months.*

The CIO constitution also provides:

> *At the first annual general meeting of the members of the College, all the Board members shall retire from office, but shall be eligible to re-stand for election [subject to separate provision for staff and student members and the Board member appointed by Co-operatives UK]. At every subsequent annual general meeting of the members of the College, one third of those Board members elected shall retire from office.*

Accordingly, two of the trustees from the constituency group of individual members are required to stand down and seek re-election in order to continue with their work on the board. New members are also eligible to stand for election under the terms of the constitution. The constitution allows for the following:

- Up to seven board members elected by and from the membership
- Up to two board members appointed by co-option, selected by the Board of Governors for their particular skills and experience
- Up to one board member who is a student/learner at the College
- Up to one board member who is a member of the College's staff
- Up to one board member appointed by Co-operatives UK

The staff and student members can only be nominated and elected by members within those constituencies. Staff who have not completed a probation period, 'Senior Post' holders and Vice Principals may not be appointed as Board members in this category. Former members of staff are eligible for appointment to the Board after an interval of at least three years after the end of their employment with the College. The Co-operatives UK representative is nominated and appointed separately by Co-operatives UK.

The trustees have recommended, therefore, that elections will be held for the following:

One Board member to be elected by and from individual members.
Two Board members to be elected by and from organisational members.

Any additional co-opted appointments under the terms of the constitution, do not form part of this AGM election.

At every subsequent AGM, one third of the board members appointed by the members and by co-option shall retire from office, by rotation. The staff member, learner member and Co-operatives UK appointed member serve three year terms, so long as they still continue to meet the eligibility requirements of these membership categories. If the staff and/or learner member cease to be a member of the College in those categories, they will also cease to hold office on the Board of Governors. All board members will be required to confirm, at regular intervals, their ongoing eligibility to serve on the board.

A Board member who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least three years (clause 20 of the CIO constitution).

What is involved in serving on the Board of Trustees?

Ordinarily, the Board meets on up to six occasions throughout the year; these meetings usually take place virtually. At least one of these meetings is extended to include a Board training event and special sessions are held on strategic planning and risk identification. All Board Members are required to complete an induction.

In addition to attending Board meetings, members are expected to contribute additional voluntary effort in reading papers and reports sent out to them and responding, as necessary. Further involvement may include attending other events/national conferences as representatives of the College. Board members also take on other roles, usually by serving on one or more of the committees concerned with specialist/specific areas of activity e.g., Audit and Risk committee, Remuneration and Employment committee. Additional working groups may be formed from time to time in which governors may be required to play an active role.

If you decide to stand for election, you should be prepared to make a substantial contribution to the Co-operative College and, as a minimum, you are likely to need to be able to give 12 to 15 days a year.

Personal qualities and behaviours of trustees

Trustees are required to sign a code of conduct on becoming a trustee, in particular observing the Board Behaviours Framework, the Code of Ethics and the Statement of Co-operative Identity. Please refer separately to the Governor Role Description and Specification and specification included with the election pack.

Training

All prospective trustees are expected to undertake such induction and development training for the role as shall be prescribed by the Board.

Expenses – General

The role of trustees is an unpaid voluntary role as the College is a registered charity and is subject to charity law in relation to its trustees. Members of the Board of Trustees can be reimbursed for expenses that fall within the College's expenses policy and if they were necessarily incurred in attending approved meetings and training. Claim forms are available which should be supported by receipts. If required, due to the distance from home to Manchester, accommodation (bed and breakfast) will be booked through the College.

Other practical requirements

- Access to IT equipment and the internet
- IT literacy
- Willingness to travel, with possible overnight stays, and work during some evenings and weekends.

Responsibilities of a College trustee

The position of Board member (trustee) carries many responsibilities that need to be recognised before and throughout a Board member's period of office. These include statutory, fiduciary and operational responsibilities.

The Charity Commission Guidance, *The Essential Trustee: what you need to know, what you need to do*, should be read by anyone who is thinking about standing for election to the College Board of Trustees. At the point of nomination, candidates for election will be required to sign a declaration stating that they have read and understood this document and the role and responsibility of a charity trustee.

Some of the key responsibilities of a trustee (governor) of the Co-operative College CIO include:

- Ensuring you are not disqualified from acting as a charity trustee and that you remain eligible to be a trustee at all times, in accordance with the Charities Act and the CIO constitution. All trustees are required to undergo a DBS (Disclosure and Barring Service) check, adverse credit reference check and disqualified directorship check.
- Ensuring you understand the charity's purposes and powers as set out in the CIO constitution and ensuring the charity carries out these objects for the public benefit.
- Ensuring the charity complies with charity law requirements, the CIO regulations and the requirements of the Education Act and any other regulations applicable to the College (for example employment law, fundraising legislation, safeguarding regulations). In addition to the legal requirements, Board members must have a good understanding of the College's activities and of the educational sector the College operates within. The Association of Colleges in its 2015 publication *Code of Good Governance for English Colleges* states:

  "*All Board members should ensure that individually and collectively they have or acquire sufficient understanding of the work of the College and the educational landscape to be able to engage fully in the affairs of the board.*" [paragraph 9.32]

- Acting in the best interests of the charity and its beneficiaries at all times; **avoiding putting yourself in a position where your duty to the College conflicts with your personal interests or loyalty to any other person or organisation.** The Association of Colleges in the 2015 publication *Code of Good Governance for English* Colleges states:

  "*Members must act in the best interests of the College, rather than selectively or in the interests of a particular constituency.*"

- Trustees will be asked to complete and sign a Declaration of Interests Form and the Register of Interests must be kept up-to-date at all times.
- Being committed to collective decision making, even if you do not agree with the decision ultimately taken by the Board. **Collective decision making is one of the most important parts of the trustee role.** The Association of Colleges in its 2015 *Code of Good Governance for English Colleges* states:

  > *"Governors whose views are not consistent with the decisions of the board as a whole, must abide by the principle of collective decision making and stand by the decision of the board".*

- Managing the resources of the charity responsibly, acting reasonably and honestly.
- Acting with reasonable care and skill. All trustees have a general duty of care which they must apply to all aspects of their role. All trustees should prepare for, attend and actively participate in trustee meetings; a record of trustee meeting attendance is published in the College's Annual Report and Accounts. All trustees must also abide by certain confidentiality requirements outlined in the Code of Conduct, which must be signed.
- Ensuring the charity is accountable, complying with all statutory reporting requirements and demonstrating that the charity is well run and effective.

Trustees are reminded of the distinction between "governance" and "management". Whilst the distinction is not always clear-cut, it is critical that there should be an all-round awareness of it. By working together, trustees and the leadership team can create the appropriate conditions for a successful College.

Next steps: completing the nomination form and declarations

If you want to stand for election, please complete and return the following via the online portal https://hub.ukevote.uk/coopcollege

- Nomination form
- Trustee declaration and eligibility form

To complete the nomination form you will need your membership number.

Your election address should include:

- Up to 250 words which will include a statement of how, as a potential trustee, your contribution will further the delivery of the College's strategy and charitable objectives during this key transitional phase in the College's overall lifecycle. Your statement will also make reference to any experience and/or skills you possess that are relevant to the Governor Role Description and Specification.

If you go over the word limit, the sentence that finishes before reaching the word limit, will be treated as the final sentence.

Candidates will be subject to the following checks:
- Adverse credit reference search
- Disclosure and Barring service (DBS)
- Disqualified directorship check

Key dates

The following dates have been agreed to ensure that the CIO can meet its obligations under the constitution.

Notice of Election/Nominations Open	4 April 2022
Deadline for Receipt of Nominations	13 May 2022 (5pm)
Deadline for Receipt of Resolutions	20 May 2022 (5pm)
Issue of Ballot emails/Voting Opens	30 May 2022
Voting closes	29 June 2022 (5pm)
Declaration of Result at AGM	30 June 2022

Election process and code of practice

In accordance with clause 11(h) (ii) of the CIO constitution, the Board of Trustees must appoint at least two persons independent of the College to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes. UK Engage will provide all the services connected to the elections, including the provision of a secure on-line nominations portal for candidates to electronically submit their candidacy. Final voting materials will be distributed by UK Engage on 4 April 2022 with details of the voting process. In addition:

- The Clerk to the Board is responsible for preparing the nominations materials, guidance notes and eligibility forms with reference to the CIO constitution, and trustee eligibility legal requirements.
- UK Engage will provide the Returning Officer function whose decision shall be final.
- The Clerk to the Board will retain oversight for the election process being administered by UK Engage.
- Each candidate shall provide a nomination submission and declaration, in addition to an eligibility form.
- No document may be published in connection with this election beyond the nomination statement specified above, nor any meeting addressed by, or on behalf of, any candidates for the purposes of soliciting votes. This includes bulletin boards, e-mail and social media.
- Whilst candidates may canvas their personal contacts for support, candidates may not solicit external organisations to support them or facilitate use of contact lists or online groups moderated by them.
- Any breach of this code of practice will render a candidate liable to disqualification from the election by the Returning Officer.