



UCFB*

Procedures for the appointment of members of the Board of Directors

Owner:	Board of Directors
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*UCFB is the trading name of University Campus of Football Business Limited

1. Adoption

- 1.1 These procedures, to regulate the appointment of members of the Board of Directors (“the Board”) have been adopted by the Board at its meeting on 16th October 2025.

2. Composition of the Board and the Appointment Authority

- 2.1 The composition of the Board must at all times be consistent with the Articles of Association and as defined in the Board’s Standing Orders.

3. Appointment of Independent Directors

- 3.1 Independent directors are appointed on the basis of an identified skill need and the ongoing succession planning requirements of the Board of Directors’ membership.
- 3.2 The Board shall establish a Remuneration and Nominations Committee (RemCo) which shall consist of the Chief Executive Officer (Chair) and a minimum of one independent director.
- 3.3 The Committee when established should follow the procedure set-out under Section 4 for appointments to the Board of Directors.

4. Procedure

- 4.1 When it is known that a vacancy will arise or has arisen ReMCo shall, between six and twelve months before the vacancy arises or as soon as is practical:
- 4.1.1 determine the most appropriate procedure which normally will include a range of measures such as search and advertising for prospective external members;
 - 4.1.2 approve such criteria against which nominations for any vacancy will be considered;
 - 4.1.3 confirm the period of office for which any member will be appointed as per the Board’s Standing Orders.
- 4.2 In determining the appropriate procedure in accordance with 4.1.1 above the Committee shall normally have regard to:
- 4.2.1 a member serving as Chair or Deputy Chair shall normally be reappointed so that the member can serve for a total of six years in office, and only in exceptional circumstances can this be increased by a further term of three years.
 - 4.2.2 an understanding of the existing skills mix and any identified gaps to inform targeted appointments. This approach is to ensure that nominations are aligned with the institution’s strategic needs and governance priorities, while maintain efficiency and relevance in the selection process.

- 4.2.3 where there have been recent searches and the extent to which such searches were successful and have established a reserve of prospective members.
 - 4.2.4 the intentions of existing members regarding re-appointment in cases where a member is prepared to serve for a second three-year term, the Remuneration and Nominations Committee shall have the option of recommending re-appointment to the Board without seeking alternative nominations.
 - 4.2.5 the normal expectation that a member should serve for no more than two consecutive terms.
 - 4.3.6 the desirability of arranging interviews with prospective members, who should conduct the interviews, whether the interview is mandatory and the evaluation criteria to be used.
 - 4.3.7 the desirability to promote diversity and inclusion to reflect a mix of gender, ethnicity, age, and other equality characteristics in accordance with UCFB's values.
- 4.3 The procedure shall give a minimum of 14 days notice for the receipt of nominations.
- 4.4 In determining appropriate criteria in accordance with 4.2.2 the Committee shall have regard to:
- 4.4.1 The requirements of the Articles of Association and the Standing Orders of the Board of Directors.
 - 4.4.2 The need to discharge its responsibilities to ensure that the Board has a balanced skills set with appropriate diversity to ensure that they can effectively discharge their responsibilities represent their staff and students and foster better-informed, more inclusive decision-making.
- 4.5 In determining the appropriate period of office in accordance with 4.1.3 above the Committee shall have regard to the following:
- 4.5.1 Normally a member should be appointed to office for a period of up to three years, which may be renewed for one further term of up to three years unless under exceptional circumstances a third term of office is approved by the Board.

Annex A: Code of Conduct for Board Members

Purpose

This Code of Conduct sets out the standards of behaviour expected of all members of the Board of Directors. It ensures compliance with best practice in governance and promotes integrity, accountability, and transparency.

The Board of Directors and Executive Leadership Team are charged with ensuring and demonstrating integrity and objectivity in the transaction of business and wherever possible follow a policy of openness and transparency in the dissemination of decisions.

This Code of Conduct has been drawn up to provide guidance to members of the Board of Directors and Executive Leadership Team, It draws upon good practice in relation to corporate governance, in particular:

- 1) The Higher Education Code of Governance published by the Committee of University Chairs (CUC) in 2014, revised September 2020.
- 2) The reports of the Nolan Committee on Standards in Public Life.
- 3) Expectations of the Office for Students (OfS)

This Code of Conduct will be regularly reviewed so that it reflects and helps to deliver the highest standards of corporate governance.

Each year, members of the Board of Directors will be asked to complete a Fit and Proper Person Declaration and an annual declaration of interest. The annual declaration will be used to create a Register of Interests which is available to view my email request to governance@ucfb.ac.uk

1. Core Principles

1.1 Seven Principles of Public Life

- 1.1.1 Higher education institutions were included among the public spendings bodies examined in the Second Report of the Committee on Standards in Public Life (the 'Nolan Committee'). Members of the Board of Directors and Executive Leadership Team should observe the 'Seven Principles of Public Life' as developed by the Nolan Committee in its First Report. These principles are as follows:

Selflessness: Holders of office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity: Holders of office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity: In carrying out business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability: Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness: Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty: Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership: Holders of office should promote and support these principles by leadership and example.

1.2 CUC Higher Education Code of Governance

While this code is voluntary, it sets out principles and practices which any organisation operating within the sector will need to apply in order to show that it conducts its business with due respect for the public interest. The institution is committed to the adoption of the Code and will report on this commitment in future annual returns to OfS.

1.2.1 Primary Elements of the Code

The Code adopts and builds on the Nolan Principles of Public Life in setting out the following primary elements, which provide an ethical framework for the personal and collective behaviour of governors.:

Accountability: The governing body is collectively responsible and accountable for institutional activities, approving all final decisions on matters of fundamental concern within its remit.

Sustainability: Working with the Executive Leadership Team, the governing body sets the mission, strategic direction, overall aims and values of the institution. In ensuring the sustainability of the institution the governing body actively seeks and receives assurance that delivery of the strategic plan is in line with the legislative and regulatory requirements.

Reputation: the governing body safeguards and promotes institutional reputation and autonomy by operating in accordance with the values that underpin this Code, its various elements and the principles of public life.

Equality, inclusivity and diversity: the governing body promotes a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the institution, including in the governing body's own operation and composition. This includes ensuring under-representation and differences in outcomes are challenged and, where practicable corrective action is taken to ensure fair outcomes for all.

Effectiveness: the governing body ensures that governance structures and

processes are robust, effective and agile by scrutinising and evaluating governance performance against this Code (and other Codes where an institution's constitutional form requires it), and recognised standards of good practice.

Engagement: governing bodies understand the various stakeholders of the institution (globally, nationally and locally and are assured that appropriate and meaningful engagement takes place to allow stakeholder views to be considered and reflected in relevant decision-making processes.

1.3 Expectations of the Office for Students (OfS)

The Office for Students Regulatory Framework E conditions and specifically the E9 Condition requires that a higher education provider has 'key individuals'; with the necessary knowledge and expertise to ensure the provider complies with its registration conditions, business plan and fraud and public money arrangements. Key individuals include the Chair of the Board of Directors, the Accountable Officer.

All members of the Board of Directors must, in the OfS's judgement be "fit and proper" persons for ensuring that the institution is suitable to access and receive public funds, is able to maintain public trust and confidence and the institution will protect the interests of students.

2. Compliance

All members must sign an annual declaration confirming adherence to this Code and disclose any conflicts of interest that have arisen since the completion of the annual declaration, as per the Fit and Proper Persons (FPP) and Declaration of Interests Process document.