

## **Proposed Protocol for the Appointment or Reappointment of Chairman and Board Members**

It is important that a protocol is agreed in advance of any potential need for appointment or reappointment. Any agreed process must be seen to be impartial and independent to comply with LSB rules on independent governance. The following is a proposed protocol, which is based on the process used to appoint the first Chairman and Board Members for IPS.

### **Appointment of Chairman and Board Members**

1. The IPS Board will create an Appointments Committee. Membership would be agreed for each appointment, so it is not a standing Committee.
2. The Appointments Committee will have delegated authority for the whole process from agreeing an updated information pack including a revised job and person specification, to running the appointment process, including interviewing. Administrative support will be required from the ILEX HR team.
3. For the Chairman's appointment, this Committee will include an ILEX Council representative and two IPS Board members, one independent and one legal, supported by the IPS CEO, although (s)he would not be a formal member of the Committee.
4. For Board member appointments the Committee will include the Chairman and one member of the IPS Board, plus the IPS CEO.
5. For all appointments, a member independent of IPS and ILEX would be included within the Committee membership, to give legitimacy and to validate the process. The process for identifying this individual would be agreed for each appointment.
6. The ad hoc nature of the appointment committees gives a useful degree of flexibility, whilst being sufficiently structured to ensure appointments are treated fairly and consistently.

### **Reappointment of Chairman and Board Members**

7. It will be for the Chairman and CEO to agree the reappointment of Board members. The annual appraisals will be the basis for reappointments. The following factors will need to be satisfied for reappointment of Board members:

- Willingness to be reappointed
  - Satisfactory annual appraisals
  - Acceptable attendance record
  - Continues to meet the person specification for role
  - Has complied with the Code of Conduct for Board members
8. For discussions regarding the reappointment of the Chairman, an Appointments Committee will be created, constituted as set up in the Chairman's appointments process above, to review a similar list of factors and agree the way forward.

Agreed by IPS Board June 2009