



Herefordshire,  
Ludlow & North  
Shropshire College

# STANDING ORDERS AND TERMS OF REFERENCE

OCTOBER 2019

Approved by the Board on 22 October 2019

# STANDING ORDERS AND TERMS OF REFERENCE

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## **CORPORATION'S STANDING ORDERS AND TERMS OF REFERENCE**

### **1.0 INTRODUCTION AND INTERPRETATION**

#### ***Introduction***

- 1.1 These Standing Orders have been produced for use by the Corporation and its Committees and lay down current policy with regard to the Corporation's accountabilities.
- 1.2 The Corporation's Instrument and Articles of Government sets out the Corporation's legal operating framework. The Standing Orders set out the Corporation's operational arrangements within the framework of the Instrument and Articles of Government, Financial Memorandum, Audit Code of Practice and other applicable law.

The Standing Orders should not replicate the Instrument and Articles of Government which will be adhered to at all times<sup>1</sup>.

- 1.3 It should be noted that nothing in this document can override the provisions of Instrument and Articles of Government which are to be regarded as the primary sources of guidance.

#### ***Interpretation***

- 1.4 In these Standing Orders "College" means Herefordshire, Ludlow and North Shropshire College, and "Member", "Committee", "Chair", "Principal" and "Chief Executive", "Clerk" and "Officer" means respectively the Member, Committee, Chair, Principal and Chief Executive, Clerk and Officer of the Corporation.
- 1.5 These Standing Orders apply equally to the Corporation, its Committees and any working party or subsidiary body to which members may be appointed.

### **2.0 CORPORATION POWERS AND RESPONSIBILITIES**

- 2.1 The purpose of the Corporation shall be to ensure compliance with the statutes, ordinances and provisions regulating the institution and its framework of governance and, subject to these shall take all final decisions on matters of fundamental concern to the College.
- 2.2 The Corporation has been granted power by Sections 18 and 19 of the Further and Higher Education Act 1992 (Appendix 1).
- 2.3 Within these powers the Corporation has responsibilities for strategic policy, overall direction and monitoring the performance of senior postholders in accordance with clause 3 (1) of its Articles of Government. The Articles also specify the role of the Principal (Principal and Chief Executive) to implement the Corporation's decisions and to manage the College's affairs within the budgets and frameworks set by the Corporation. (Appendix 2).
- 2.4 The following responsibilities **cannot be delegated**.
- (a) The determination of the educational character and mission of the institution;

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<sup>1</sup> Revised Dec 2014 wording amended to include date I&AG approved and reference to frameworks the Corporation operates

- (b) The approval of the annual estimates of income and expenditure. [The Corporation Body shall approve the College budget and 2-year financial forecast at the recommendation of the F&E Committee]
  - (c) The responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets. [To monitor this, monthly management accounts shall be prepared for Governors which shall be discussed by the F&E Committee]
  - (d) The appointment of the Principal or a senior postholder [The selection panel shall make recommendations to the Corporation]
  - (e) The appointment of the Clerk; (including where the Clerk is a member of staff, in their capacity as a member of staff). [The selection panel shall make recommendations to the Corporation]
  - (f) Modification or revocation of the Instrument and Articles of Government.
- 2.5 The Corporation may, from time to time, resolve to add other matters, which must not be delegated, to the above list.
- 2.6 As a condition of receiving public funds the Corporation and Chief Executive have duties and responsibilities as set out in the College's Financial Memorandum and for the proper use of income derived from the providers of other public funds. The College shall maintain proper accounts and prepare financial statements which shall be approved by the Corporation.
- 2.7 In complying with their obligations laid down by the law and by the external demands placed upon public sector spending bodies, the Chair and members of the Corporation and Committees will operate in accordance with these Standing Orders and shall receive advice regarding their interpretation from the Clerk.
- 2.8 If any member is in any doubt as to the reliability of anything contained in these Standing Orders they should consult the Clerk and, if necessary, legal advice will be sought.

### **3.0 MEMBERSHIP OF THE CORPORATION**

- 3.1 The Corporation will determine its membership from time to time having regard to the provisions of the Instrument of Government, and after considering the advice of the Search and Governance Committee.

<sup>2</sup>The Corporation have currently determined that its membership shall consist of the following: -

Independent Members	10
Staff Members	1
Student Members	2
Principal and Chief Executive	1
<b>TOTAL</b>	<u>14</u>

- 3.2 The Corporation will endeavour to ensure that there is an appropriate balance of skills, experience, gender, ethnicity and disability amongst members.

- 3.3 The Corporation has established a Search and Governance Committee, which is responsible for monitoring the membership and for recommending new members to the Corporation following consideration of nominations received.
- 3.4 The Clerk shall maintain a list of Corporation members, the Committees upon which they serve, membership category, expiry of term in office and brief background. This is available for inspection.
- 3.5 Except for the ex-officio member, members should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new or more senior role, for example as chair<sup>3</sup>. In exceptional circumstances, and at the recommendation of the Search and Governance Committee or a special re-appointment committee, annual extensions may be granted. The Corporation must then endorse the recommendations. The term of office for the initial membership can be varied thus allowing subsequent membership to be on a 'rolling basis'. In the case of granting annual extensions, these should be evidenced by the Search and Governance Committee showing that the Committee has considered the Nolan principles which recommend that all re-appointments are made on the basis of merit, subject to the need to achieve a balance of relevant skills and backgrounds on the Governing Body. Succession planning should be implemented to seek potential Governors to bring the skills required on the Governing Body and address the requirement for re-appointment beyond two terms in office. Where possible, membership of the governing body shall be refreshed by at least one member each year<sup>4</sup>.
- 3.6 The student members of the Corporation shall be appointed for a maximum of four (4) years, or as long as they remain a student of the College. A person employed by the Corporation in connection with the students' role as an officer of the students' union may also serve as the student member.
- 3.7 Any member who is a member by virtue of being a member of staff (including the Principal) or a student of the College shall cease to be a member if s/he ceases to be a member of the staff or a student of the College and thereupon the office shall become vacant.
- 3.8 Co-opted Members serve in a non-executive role, with the same duties of Governors defined in the Instrument and Articles of Government, conduct of members is further defined in the AoC Code of Good Governance which has been adopted by the Board. Co-opted Members serving on Committees shall be selected and appointed by the Governing Body to strengthen the breadth of experience and skills on the Committee by contributing their professional, specialist and general management skills, and providing an impartial and independent view.<sup>5</sup>

#### **4.0 MEMBERS' INDUCTION, DEVELOPMENT AND APPRAISAL**

- 4.1 The Clerk shall arrange induction training for new Members. This shall include meeting the Principal and Clerk, with an opportunity to arrange meetings with members of the College Management Team. This will provide new Governors with some knowledge of the background to the sector and College, its ethos and strategy and the responsibilities of Governors.

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<sup>3</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>4</sup> Revised Dec 2014 to reflect good governance and decision made by S&G Committee

<sup>5</sup> Revised Sept 2015 clarifying selection and role of Co-opted Committee Members

- 4.2 Upon appointment, new Members shall receive a copy of the Governors' Handbook with access to key documents including the College's Strategic Plan, Instrument and Articles of Government and Governing Bodies' Standing Orders and Committees' Terms of Reference.
- 4.3 During the first year of appointment as a Governor informal mentoring shall be provided to support them and enable them to become familiar with their role and responsibilities<sup>6</sup>.
- 4.4 Details of relevant training events shall be circulated to Members. Those who attend training will be invited to give informal feedback to the Corporation to extend the benefit of their attendance. The College will meet the costs of training events of this nature.
- 4.5 The Corporation shall meet the requirements of the AoC Code of Good Governance to ensure a review the effectiveness of the performance of the Chair and other Members holding offices or undertaking roles within the governance structure.

## **5.0 APPOINTMENT OF CORPORATION CHAIR, VICE-CHAIR AND COMMITTEE CHAIRS**

- 5.1 At the first Board meeting in each academic year, the Corporation shall elect a Chair and Vice-Chair from among their number. To support this process and provide all Members an opportunity to express interest in these positions on an annual basis, with a democratically healthy process for appointments, the Clerk shall write to Members at the start of each calendar year, to invite expressions of interest or nominations to the posts of Chair and Vice Chair for the following academic year. In the event that no interest is received, or the Chair/Vice Chair does not wish to continue in this role, this will permit adequate time for the Search and Governance Committee to implement succession planning arrangements. If more than one nomination is received, the Clerk will contact nominees before organising a secret ballot for Members to make their selection. The Governor selected by a single nomination or election will be appointed formally at the first meeting of the academic year. (Each Committee shall elect a Chair in accordance with the terms of reference and rules established for that Committee).
- 5.2 The term of office of the Chair and Vice-Chair shall be one year. The Chair and Vice-Chair retiring at the end of their respective terms of office shall be eligible for re-appointment provided that they have not served a maximum period of five (5) consecutive years as Chair or Vice Chair, and would be invited to express their interest to the post(s).
- 5.3 Neither the Principal nor staff or student members shall be eligible to be appointed Chair or Vice-Chair.
- 5.4 The Chair or Vice-Chair may resign their office at any time by giving notice in writing to the Clerk. The procedures outlined above will be followed for appointment to the relevant post(s).
- 5.5 In the event that the Chair or Vice Chair should resign or be removed from

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<sup>6</sup> Revised Dec 2014 to provide mentoring for new Governors

office, the Corporation shall appoint another Member as the Chair or Vice Chair at the first meeting following their resignation or removal from office.

- 5.6 If no expressions of interest are received and no Members are willing to put themselves forward; it would be necessary to recruit a Chair from outside of the Board's membership. The Search and Governance Committee shall be responsible to oversee the succession process including advertising, shortlisting and selection of a Chair. The Search and Governance Committee shall recommend a candidate for Chair to the Corporation.
- 5.7 Prospective Chairs and Vice-Chairs should be given the opportunity to chair a Committee of the Corporation, if they do not already do so, so that they gain experience in chairing meetings.

## **6.0 CLERK TO THE CORPORATION**

- 6.1 The Corporation shall appoint the Clerk to the Corporation. The Clerk shall be responsible to the Corporation and managed by the Chair.
- 6.2 The conditions of service of the Clerk are the responsibility of the Corporation.
- 6.3 The Chair of the Corporation shall undertake the appraisal of the Clerk using the College's appraisal scheme. They will take into consideration feedback from other members of the Corporation on key aspects of performance of the Clerk's role, namely planning Corporation business, conduct of meetings, stewarding statutory and ethical responsibilities of the Corporation and communications. The Chair will receive more detailed feedback from the Principal on the interface of the Clerk with the College. The Corporation will be informed that the appraisal has taken place, the overall outcome of the appraisal and targets set for the next period.
- 6.4 The Clerk shall be entitled to attend all meetings of the Corporation and its committees. However, they must withdraw from meetings when their remuneration, conditions of service, conduct, suspension or retirement is considered. Under these circumstances, a member of the Corporation (but not the Principal) will act as Clerk for this part of the meeting.
- 6.5 If the permanent Clerk is absent for a time, the Corporation may appoint a temporary Clerk (but the Principal may not be appointed as Clerk).
- 6.6 In the event that the Clerk considers that the Corporation is acting beyond its powers, they are required to intervene and to explain the purpose of their intervention. If the Clerk considers that their advice is being disregarded and they still have concerns about the conduct of the Corporation, they should take the following steps to resolve the matter before referring it to the funding council: the Clerk should put their concerns in writing to the Principal and the Chair of the Corporation (and the Chair of the Audit Committee where relevant); the Clerk's concerns should be discussed at a meeting of the Corporation or of the relevant committee; and independent legal advice should be obtained by the Corporation.

## **7.0 QUORUM FOR CORPORATION MEETINGS**

- 7.1 Meetings of the Governing Body shall be quorate if the number of members

present (either in person or through electronic communication) is at least 40% of the total appointed number of members.

For “Reserved Matters” the quorum will be five members and the Principal unless the “Reserved Matters” to be discussed by the Corporation are in relation to the Principal, then the quorum will be five members<sup>7</sup>.

- 7.2 The terms of reference for each Committee established by the Corporation shall determine the quorum required for meetings of the Committee.

## **8.0 ATTENDANCE AT CORPORATION MEETINGS AND ACCESS TO INFORMATION ON PROCEEDINGS**

### **Attendance at meetings**

- 8.1 Meetings of the Corporation are not normally open to the general public.
- 8.2 Only the Corporation Members and the Clerk have a right to attend Corporation meetings.
- 8.3 The Principal and Chief Executive may invite appropriate College staff and others to assist with Corporation and Committee meetings, where appropriate in consultation with the Chair of the Corporation or Committee.
- 8.4 The Corporation shall determine whether a person, who is neither a member of the Corporation nor the Clerk, should be allowed to attend a meeting of the Corporation.
- 8.5 Any person wishing to attend a meeting in the capacity of an observer must give to the Clerk written notice of the request to attend at least ten (10) working days prior to the meeting so that such a request may be placed on the agenda for the meeting.
- 8.6 The Instrument of Government provides in clause 10 (2) for the Corporation to consider removing a member from office if they have been absent from meetings of the Corporation for a period longer than six (6) consecutive months without the permission of the Corporation. It is important, therefore, for the reasons for the apologies for absence to be submitted so that the Corporation may consider if the circumstances are such that removal from membership is justified. In the light of individual circumstances it may be appropriate for the Corporation to grant leave of absence to a member from their duties as a member of the Corporation.
- 8.7 The Clerk will maintain a register of members’ attendance at meetings and will produce individual records of members’ attendance at the first Corporation meeting following the previous academic year.
- 8.8 In certain circumstances a member of the Corporation may be asked to withdraw from a meeting as per the Instrument of Government clause 14 (7). There is an expectation that members will volunteer their withdrawal where appropriate upon the realisation that they have a pecuniary or other interest in an item of business about to be discussed.

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<sup>7</sup> Revised Sept 2019 to reflect Instrument of Government (13)



- 8.9 The Clerk will hold and maintain a register of members' interests. If such an interest relates directly to an item of business under consideration the Chair will have the right to seek the Corporation's decision as to whether or not that member should withdraw, (Clause 11 – Instrument of Government).
- 8.10 In the event of a member of the public or press having been given observer status at a meeting of the Corporation or one of its Committees, the Chair will stress that certain items of business may be regarded as confidential. In such cases the person will be required to withdraw from the meeting. An indication of this request should be given at an early stage.

**Access to Information and Policy on Confidentiality**

- 8.11 Information about the College is generally available to staff, students and the public upon request.
- 8.12 Copies of agendas, minutes, reports and other documents and all proceedings of the Corporation and Committees shall become public following a meeting unless the Chair deems that the item is to be classified as confidential. Copies of all papers not classified as confidential shall be available for public inspection by making an appointment with the office of the Clerk where the information can be inspected from 9am to 4.30pm Monday to Friday. Minutes of the Corporation and its Committees shall be published on the College website with the exception of minutes that the Board or Committee consider to be of a confidential nature.
- 8.13 The Clerk shall make arrangements for the Corporation to review regularly all confidential material and make such material available for public inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or considers that the public interest in disclosure outweighs that reason.
- 8.14 Some information held by the College is confidential, and will be withheld from any documentation or other information generally provided. Information falling into the categories listed below would normally be withheld.
- 8.14.1 Personal information relating to an individual.
- 8.14.2 Information provided in confidence by a third party who has not authorised its disclosure.
- 8.14.3 Financial or other information relating to procurement decisions, including that relating to the College's negotiating position.
- 8.14.4 Information relating to the negotiating position of the College in industrial relations matters.
- 8.14.5 Information relating to the financial position of the College where disclosure might harm the College or its competitive position.
- 8.14.6 Legal or professional advice received from or instructions given to the College's le advisers.
- 8.14.7 Information planned for publication in advance of that publication.
- 8.14.8 Private addresses and telephone numbers of Corporation Members.

- 8.14.9 Any other information determined by the Corporation.
- 8.15 If a request for information is turned down on the grounds of confidentiality the College will give the reason for denying access.
- 8.16 The address of the offices of the Clerk is as follows:
- Clerk to the Corporation  
Herefordshire, Ludlow and North Shropshire College  
Folly Lane  
Hereford  
HR1 1LS
- 8.17 Any person wishing to write to members of the Corporation may do so by providing the Clerk with sufficient copies of any documentation. Normally no charge will be made in respect of postage for forwarding a document to members.
- 8.18 The College has established a procedure for dealing with complaints published in the College Charter. Any person with a complaint about the availability of information should raise the matter under this procedure.

## **9.0 MEETING ORGANISATION**

- 9.1 A schedule of meetings for the forthcoming year and calendar of business shall be produced by the Clerk and approved by the Corporation. Once the schedule has been approved dates will only be altered in exceptional circumstances following agreement with the Chair
- 9.2 Additional meetings and meetings of Committees and working groups are arranged as and when the need arises and shall be convened by the Clerk.
- 9.3 Agenda for the meetings of the Corporation will normally include the following standard items:
- Apologies
  - Declaration of Interest
  - Minutes
  - Matters Arising
  - Principal's Report
  - Minutes and a verbal report of the Committees
  - Finance Report
- 9.4 The Chair of the Corporation, or Vice-Chair in their absence, will determine other agenda items and the order in which they are taken in consultation with the Clerk and Principal.
- 9.5 A decision of the Corporation or Committee may be made only on a matter which is appropriate to the powers vested in the Corporation or Committee and the agenda item concerned.
- 9.6 Every question to be decided at a meeting of the Corporation shall be determined by a simple majority of the votes of the members present and voting on the question. The Corporation's voting procedures are contained in

### Appendix 3.

- 9.7 Where there is an equal division of votes the Chair shall have the second casting vote.
- 9.8 The normal way of voting will be by a show of hands. A secret ballot may only take place if the majority of the members present, who are entitled to vote on a particular issue, consider it necessary.
- 9.9 Proxy votes are not permitted.
- 9.10. A member can use video or telephone conferencing to attend, participate and be counted towards the quorum of a meeting with the agreement of the Clerk and Chair of the Corporation (for Board meetings) or relevant Committee Chair provided all members can see or hear each other where remote communication is used. If a member wishes to do this they should give the Clerk and Chair at least five (5) days' notice of their request<sup>8</sup>.
- 9.11. In exceptional circumstances with the agreement of the Chair of the Corporation, Clerk and any relevant Committee Chair business can be conducted by written resolution. This will be emailed to all members of the Corporation or Committee at least seven (7) days in advance of the date the resolution shall be resolved. Members will be asked to reply to the Clerk by email either accepting or rejecting the resolution. Electronic signatures will be accepted and a majority of eligible members' approval will be needed to pass the resolution. Where there is a balance of votes the Chair shall have a second casting vote. Any business conducted by written resolution will be reported at the next meeting<sup>9</sup>.
- 9.12 No resolution (decision) by the Corporation or a Committee may be rescinded or varied at a subsequent meeting unless consideration of the decision or variation is a specific item of business on the agenda for that meeting.
- 9.13 The Clerk will, at the start of each meeting, state which members have submitted apologies for absence and advise whether the meeting is inquorate.
- 9.14 The Clerk will produce draft minutes of meetings. Draft minutes are confidential for those members and officers who were present, until such time as they have been either formally approved, or "approved as draft" by the Chair of the meeting.
- 9.15 The Clerk will aim to circulate draft minutes of each meeting to members and senior officers who were present at the meeting as soon as possible.
- 9.16 Smoking, in accordance with College policy, is not permitted in rooms during meetings of the Corporation.

## **10.0 COMMITTEE TERMS OF REFERENCE**

- 10.1 In accordance with the requirements of the Articles of Government and with the needs of its business, the Corporation has established the following Committee structure: -

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<sup>8</sup> Revised Dec 2014 to permit the use of video/telephone conferencing at Board and Committee meetings

<sup>9</sup> Revised Dec 2014 to permit written resolutions for decisions between Board and Committee meetings

**Audit Committee:** (Statutory requirement). The Committee must advise the Corporation on the adequacy and effectiveness of the Corporation's assurance framework. In addition, the Audit Committee advises and supports the Corporation in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities. The College accounts direction sets out ESFA's specific requirements including the required format of the Corporation's statement of corporate governance and internal control.<sup>10</sup>

**Search and Governance Committee:** The Committee shall secure a quality Board of Governors and safeguard the governance health of the College.

**Quality and Standards Committee:** The Committee shall ensure that there are robust procedures for monitoring quality assurance, academic standards and targets to improve performance to assist the Corporation to discharge its responsibility for the educational standards and character of the College.

**Finance and Employment Committee:** The Committee shall have oversight of financial, employment and other matters related to overall financial activity to ensure effective and efficient use of resources, the solvency of the College and safeguarding its assets.

**Remuneration Committee:** To review and determine the Corporation's policy on executive remuneration package of the Senior Postholders and the Clerk to the Corporation.

In addition a **Special Committee** may be established under clauses 13 & 14<sup>11</sup> of the Articles of Government to undertake duties related to the suspension or dismissal of senior postholders. [Refer to the Disciplinary Procedure for Senior Postholders]. A panel of members may also be convened to hear staff appeals against dismissal, which shall exclude the Principal, staff and student Members.

Occasionally, it may be appropriate to establish a working group as a mechanism to address specific tasks or functions in a separate forum to the Corporation or its Committees. These are generally expected to be short-lived in nature. Upon completion of its task, the working group shall be disbanded.

- 10.2 Each Committee of the Corporation shall have terms of reference which are approved by the Corporation and specify the delegated responsibilities given to each Committee, quoracy, membership and attendance of non-members as advisers at committee meetings. The Clerk will monitor conformity and may, from time to time, suggest that amendments be made. In addition the Clerk will arrange for each Standing Committee to review its terms of reference periodically. The Corporation must approve all amendments.
- 10.3 At the first Board meeting in each academic year, the Corporation shall endorse the appointment of Chairs of Committees. To support this process, the Clerk shall write to Members of Committees to provide an opportunity to declare their interest and invite nominations to the posts for the following academic year.
- 10.4 The term of office of Chairs of Committees shall be one year. The Chair retiring at the end of their respective term of office shall be eligible for re-appointment

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<sup>10</sup> Revised Dec 2018 Audit Code of Practice

<sup>11</sup> Oct 2014 changed to meet revised I&AG dated July 2013

provided that they have not served a maximum period of five (5) consecutive years as Chair of the Committee.

- 10.5 Each Committee shall annually review if it has met its terms of reference to enable the Board to reflect on the extent to which Committees have met their terms of reference and remain fit for purpose<sup>12</sup>.
- 10.6 All Corporation Members are entitled to attend Committee meetings as observers, but should not vote and only participate in discussion if invited to do so by the Chair of the Committee. Members of the public will not normally be admitted to Committee meetings unless invited by the relevant Chair as advisers.
- 10.7 Terms of reference for all Committees are maintained and monitored by the Clerk. Terms of reference are attached (*Appendix 4*).

## **11.0 EXPECTATIONS FROM MEMBERS**<sup>13</sup>

- 11.1 Members should be able to allocate sufficient time to undertake their duties effectively. As a minimum, sufficient time to attend and prepare for meetings ensuring that they can make an effective contribution.
- 11.2 Members have been appointed to serve on the Corporation in the expectation that they will be able to:
- Participate fully in the work of the Corporation
  - Demonstrate a high level of commitment to the College's vision.
- 11.3 The Corporation has adopted the Association of College's Code of Good Governance. It supports governance practices to assist colleges towards meeting their mission and strategy, setting out core values and principal responsibilities of good governance, based on key expectations illustrating the values and beliefs of Governors and trustees<sup>14</sup>. Responsibility for the appropriateness of conduct as a member of the Corporation and for any act or omission in that capacity rests with the individual member. Governors shall be requested to sign an annual declaration confirming they agree to meet the requirements of the Code to the best of their ability.
- 11.4 Members owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its interest. Each member should adhere to the seven principles laid down by the Nolan Committee for those holding public office, namely:
- Selflessness
  - Integrity
  - Objectivity
  - Accountability
  - Openness
  - Honesty
  - Leadership

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<sup>12</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>13</sup> Revised Sept 2015 AoC Code of Good Governance/ remove requirement for separate Code of Conduct

<sup>14</sup> Revised Sept 2015 AoC Code of Good Governance

- 11.5 Members shall abide by the principle of collective decision-making and stand by Board's decision, irrespective of their personal views.
- 11.6 Members should individually take a view on each matter discussed and are encouraged to contribute proactively to meetings as advocates to the College, bringing their knowledge and expertise, supporting and challenging the executive and putting student interest first.
- 11.7 Members are encouraged to ensure individually and collectively they have or acquire sufficient understanding about the College and educational landscape to be fully engaged in affairs of the Board. Requests for training should be made to the Clerk.
- 11.8 The Corporation operates by members taking majority decisions at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the members collectively and each individual member has a duty to stand by it, whether or not they were present or agreed with it when it was taken.
- 11.9 If a member disagrees with a decision they may request that their disagreement be recorded in the minutes.
- 11.10 Members shall not be bound in their speaking or voting by mandates given to them by other bodies or persons, but act in the best interests of the College at all times. Members should act with honesty, frankness and objectivity, taking decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- 11.11 Members should actively support equality and diversity in the College
- 11.12 Members are expected to keep confidential any proceedings which the Corporation has decided to treat as such.
- 11.13 Members are requested to complete an entry for inclusion in the register of gifts and hospitality for all gifts, hospitality or benefits of any kind from a Third Party received. The Clerk shall supply the appropriate documentation to enable an annual update of entries to be made at the start of each academic year.
- 11.14 The Clerk shall maintain a register of members' interests which is open for public inspection. Members are invited to disclose annually to the Corporation all business interests, financial or otherwise, which they or (so far as they are aware) their spouses, partners, children or other close relatives may have, for entry on the register. Members should inform the Clerk whenever their circumstances change and interests are acquired or lost.
- 11.15 Members shall be requested to complete an entry of their skills annually. The Clerk shall supply Members with the appropriate documentation and this information shall be presented to the Search and Governance Committee as a matrix showing all skills of the Corporation. This information shall be used when making appointments to the Corporation.
- 11.16 Unless otherwise agreed by the Corporation in individual circumstances statements on behalf of the Corporation will only be made by the following:
- Chair or Vice Chair

- Principal and Chief Executive or their representative
- Clerk

It is the Clerk's responsibility to conduct all correspondence on behalf of the Corporation.

- 11.17 It is unethical for members publicly to criticise, canvass or reveal the views of other members which have been expressed at a meeting of the Corporation or its Committees.
- 11.18 Members are asked to give the Clerk as much notice as possible of the fact they will be unable to attend a meeting. This arrangement has two purposes. Firstly, it enables the apologies for absence to be registered at the meeting. Secondly, it will enable the Clerk to judge if the meeting will be quorate.

## **12.0 PROCEDURE FOR THE REMOVAL OF MEMBERS FROM OFFICE<sup>15</sup>**

- 12.1 The Clerk shall be responsible for recording and monitoring the attendance of Members at formally summoned Corporation and Committee meetings. If a Member is identified as having been unreasonably absent from any meetings of which they are a member for a period of longer than six months, without permission being given by the Corporation, the Clerk will notify the Chair of the Corporation and the Principal.
- 12.2 The Clerk shall write to the Member concerned explaining the position regarding their attendance and advising that this could result in the Member's removal from office. The Member should be asked to explain the reasons for the non-attendance at meetings and, if it is likely, that their attendance will improve in the future.
- 12.3 The Clerk shall refer this to the Search and Governance Committee to consider if that Member should be removed from office. The Committee shall make a recommendation to the Corporation for decision.

## **13.0 UNABLE OR UNFIT TO SERVE AS A MEMBER**

- 13.1 Any question as to whether or not a Member may be unable or unfit to discharge the functions of a Member of the Corporation must be referred to the Clerk who shall notify the Chair or Vice Chair, and Principal immediately.
- 13.2 If the Chair or Vice Chair considers that the matter should be pursued, they must decide if a preliminary informal meeting should be arranged with the Member concerned, prior to initiating an investigation and agreeing how this should be carried out.
- 13.3 The Chair or Vice Chair shall decide if other Corporation Members should be notified of the situation which would provide Corporation Members the opportunity to submit a minimum of five written requests to call a special meeting of the Corporation to consider the matter and the option to remove the Member from office on the grounds that they are unable or unfit to serve as a Governor. The Clerk shall be responsible to arrange a special meeting, providing seven days' notice.

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<sup>15</sup> Revised Sept 2012 Section added outlining arrangements to remove Members

- 13.4 The Member concerned shall be given a minimum of seven (7) clear days' notification of the special meeting and of the charge that they shall be called on to answer. The particulars set out in the notice should be sufficiently explicit to enable the Member to understand the charge to be answered and to prepare their own case. A lack of detailed specification may be held to be immaterial if the Member concerned is, in fact, aware of the case against them, or if the deficiency does not cause any substantial prejudice.
- 13.5 The Member concerned will be given an opportunity to reply to the complaints made against them and to make representations either in writing or at the meeting. If the Corporation is considering removing more than one Member, each case should be dealt with separately.
- 13.6 The resolution will be determined by a simple majority vote in accordance with clause 14(1) of the Instrument and Articles of Government. If the resolution is passed, the Chair or Vice Chair shall give notice in writing to the Member.

#### **14.0 COMPLIANCE PROCEDURES**

14.1 ***Disclosure Barring Service (DBS)<sup>16</sup> Checks:*** The Corporation has determined that Members are required to complete an enhanced DBS check, normally on appointment. In the event that such an enhanced DBS check gives rise for due concern, then the Chair in consultation with the Principal shall conduct a risk assessment to determine the suitability of the person in question to continue as a Governor or non-Governor member of a Committee.

14.2 ***Safeguarding and Child Protection:*** The Governing Body is committed to protecting the safety of young people and vulnerable adults. It shall provide a safe environment, with a robust and regularly assessed and monitored safeguarding policy approved by the Board. This shall include duties arising from the Counter-Terrorism and Security Act 2015 to implement the Prevent agenda<sup>17</sup>. The Corporation shall approve and keep under review safeguarding and child protection procedures, and receive regular reports on issues via the Quality and Standards Committee. The Board shall appoint a Designated Safeguarding Governor who shall attend the College's Safeguarding, Equality and Diversity Committee<sup>18</sup>.

14.3 ***Equality and Diversity:*** The Corporation, along with the Principal and the Equality and Diversity Committee are responsible for promoting equality and diversity, and ensuring that effective policies and procedures are in place and adhered to in line with current legislation.

The Corporation shall receive regular reports on equality and diversity, the Quality and Standards Committee shall receive minutes of the Equality and Diversity Committee. A Governor shall attend the College's Safeguarding, Equality and Diversity Committee<sup>19</sup>.

14.4 ***Health and Safety:*** The College has robust health and safety procedures. The Corporation is committed to the safety of students, staff and visitors. The

<sup>16</sup> Revised Dec 2014 amended CRB to Disclosure Barring Service

<sup>17</sup> Revised Sept 2015 AoC Code of Governance

<sup>18</sup> Revised Dec 2018 to remove Board Champion and incorporate merged Safeguarding, Equality and Diversity Committee

<sup>19</sup> Revised Dec 2018 to remove Board Champion



Corporation shall receive regular reports on health and safety issues and statistics. A Governor shall attend the College's Health and Safety Committee<sup>20</sup>.

- 14.5 **Finance:** As a condition of receiving public funds, the Corporation and Principal have duties and responsibilities as set out in the College's Financial Memorandum and for the proper use of income derived from the providers of other public funds. The College has robust Financial Regulations and procedures. Members shall receive monthly management accounts and a report from the Director of Finance at each Board meeting. The Corporation shall approve the budget for the next year and final annual accounts of the previous year.
- 14.6 **Whistleblowing:** The College has a whistleblowing policy which enables employees to draw attention to malpractice, whilst at the same time protecting such employees against victimisation. Governors shall be informed of any incidents reported and investigated under the whistleblowing policy.
- 14.7 **Complaints Against the Corporation:** The Corporation approved a policy 'Complaints Against the Corporation'. The Clerk shall ensure this policy is followed to address any complaints received against the Corporation, a Member or the Clerk to the Corporation made by an individual, business or an organisation.
- 14.8 **Freedom of Information:** Under the terms of the Freedom of Information Act, every public authority is required to adopt and maintain a publication scheme relating to information that it routinely publishes, setting out how it intends to publish the different classes of information it holds and whether there is a charge for the information. Details of the type of documents available under the College's publication scheme are available on the College's website.
- 14.9 **Data Protection:** Under the General Data Protection Regulation (GDPR) 2018, the College has a legal obligation to ensure that personal information held, processed and retained about students and staff complies with the principles of the Regulation. Full details can be accessed on the College's website. The College has embedded policies and systems to meet requirements of the General Data Protection Regulation (GDPR) 2018<sup>21</sup>.

## 15.0 MEMBERS' SERVICES

- 15.1 Attendance allowances **will not be paid** to members of the Corporation.
- 15.2 Travel allowance expenses that are incurred as a result of attending a meeting will be available to members of the Corporation, as will any expenses that are incurred by a member who is involved in any activity, function or event, provided that a senior member of staff at the College formally requested their involvement.
- 15.3 To claim reimbursement of approved travel expenses members must complete the travel allowance form, which is available from the Clerk.
- 15.4 Members are encouraged to participate in seminars, conferences and training programmes offered by a variety of organisations. The Clerk will make the

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<sup>20</sup> Revised Dec 2018 to remove Board Champion

<sup>21</sup> Revised Dec 2018 GDPR compliance

necessary booking arrangements on behalf of members. If a member expresses a wish to attend any other training event, the Clerk, upon request, will give appropriate support.

- 15.5 Corporation members have the right to take advice from the Corporation's advisers or if necessary, at the Corporation's expense, independent advisers on any matter concerning the exercise of their powers and responsibilities. Such advice shall exclude matters concerning their own perspective personal interest in relation to the Corporation.
- 15.6 A member seeking advice must give written notice to the Clerk who will copy it to the Chair and the Principal. The notice must summarise the issues and in the case of a request for independent advice, a short explanation of why consultation with the corporation's advisers is considered appropriate. The Chair, in consultation with the Principal, has the authority to determine whether the request for advice and the financial cost of seeking such advice is reasonable.
- 15.7 Governors and officers insurance cover is arranged by the College to protect members in the event of their making an error or committing an omission in good faith, which causes a financial loss to a Third Party who then seeks compensation.

## **16.0 SUMMARY OF THE ROLE OF THE CHAIR**

- 16.1 The Chair's main function is to provide leadership ensuring that the Governing Body exercises its control over the College's strategic direction and that College performance is effectively assessed against objectives or indicators approved by the Board. Specific duties shall be: -
- Chair Board meetings of the Governing Body and relevant committees or other meetings
  - Ensure the Governing Body's business is carried out efficiently and effectively, in a manner appropriate for the conduct of public business;
  - Call special or additional meetings where necessary;
  - Exercise a casting vote at meetings;
  - Ensure the Governing Body focus on major strategic issues;
  - Ensure that there is a supportive working relationship between Governors and managers through dialogue with the Principal;
  - Maintain awareness of the distinction between governance and executive management;
  - Appraisal of the Principal and Clerk;
  - Maintain a three-way dialogue with the Principal and Clerk;
  - Foster effective governance through leadership and good practice;
  - Develop Governors as a team and encourage representation of a variety of skills;
  - Act as a spokesperson and ambassador for the College;
  - Liaise with the Clerk to check that actions are followed up between meetings and act on behalf of the Governing Body between meetings where prior approval of the Governing Body has been given, including the signing and sealing of relevant college documents;
  - Lead arrangements to select a new Principal, and ability to suspend from duty, or refer to a special committee for dismissal, a designated senior postholder.

- Ensure that the Governing Body self assesses its own performance and processes, and conducts regular appraisals or reviews of Governors' performance.

16.2 The Chair will need to be able to allocate additional time to the College beyond that expected of other Members. In addition to attending Board and Committee meetings, and preparing for these in advance of meetings, the Chair will need to liaise with the Principal and Clerk to the Corporation, note and respond to Chair's correspondence and attend some additional meetings and events to represent the College.

## **17.0 SUMMARY OF THE ROLE OF THE VICE CHAIR**

17.1 The role of the Vice Chair shall be to support the Chair and, in the Chair's absence, undertake the above duties listed in section 16 as required.

17.2 Generally, it is not expected that the role of Vice Chair will incur additional time to other Members. However, the Vice Chair will need to allocate additional time to the College beyond that expected of other Members, in the event that they are required to deputise for the Chair.

## **18.0 ROLE OF CHAIRS OF COMMITTEES**

18.1 Each Committee shall appoint its own chair whose term of office will be reviewed by the committee and endorsed by the Corporation annually, (with a maximum period of 5 years in the chair on one Committee). Where a committee has external co-opted members, the Chair will normally be a member of the Corporation.

18.2 Chairs of Committees shall ensure effective governance of the College which operates through a framework of advisory committees. The Chairs of Committee shall work with the relevant member of the management team and the Clerk and, as well as steering their committee, serve as a link between the committees and Corporation.

18.3 Chairs of Committees are an important source of support for the Chair and Principal, and shall be able to provide advice and development for all Members, particularly new Members.

18.4 Generally, it is not expected that the role of a Committee Chair will incur additional time to other Committee Members who should read papers in advance of meetings to ensure that they are fully prepared for meetings.

## **19.0 DELEGATED POWERS OF THE CHAIR**

19.1 There are occasions when issues arise which should be placed before the Board although the next scheduled meeting is too distant and it is not thought appropriate to call a Special Meeting.

19.2 Similarly, there are occasions when matters are discussed by the Board and agreed subject to minor issues needing classification or verification which would not warrant the calling of another meeting of the Board.

19.3 The Board has given delegated authority to the Chair to take any appropriate

action on its behalf provided that such course of action is not contrary to the Instrument and Articles of Government or other regulations.

19.4 The Clerk will report any decisions taken by the Chair to the next scheduled meeting of the Board.

19.5 The Board shall give retrospective approval of any action taken by the Chair between meetings of the Board. This shall be recorded in the minutes.

## **20.0 PERFORMANCE, EVALUATION AND SELF ASSESSMENT**

20.1 The Corporation shall annually review its effectiveness ensuring continuous improvement. This should include reflection on the success of the College as a whole in meeting its strategic objectives, associated performance measures and the Governing Body's contribution to that success.

The annual review of effectiveness shall extend to reflect on the extent to which Committees have met their terms of reference and remain fit for purpose<sup>22</sup>. Records of such assessment will be held by the Clerk and will be used for the purpose of preparing reports for the Corporation and to identify training needs.

20.2 Mechanisms for performance, evaluation and self-assessment will be developed and recommended to the Corporation by the Search and Governance Committee in accordance with its Terms of Reference.

## **21.0 AMENDMENTS TO THE STANDING ORDERS FOR THE CONDUCT OF MEETINGS AND RELATED ISSUES**

21.1 The Clerk will be required to keep under continuous review the provisions of this document with the intention of suggesting to the Corporation improvements or amendments to meet changed circumstances.

21.2 Individual members of the Corporation may wish to suggest improvements or amendments to this document to the Clerk.

21.3 Any amendments to the text of the document will require the approval of the Corporation unless they are covered directly or indirectly by statute, in which case such changes will be acted upon without delay.

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<sup>22</sup> Revised Sept 2015 to meet AoC Code of Good Governance

## STANDING ORDERS

### SUMMARY OF THE POWERS OF THE CORPORATION

#### Principal Powers

Under Section 18 of the Further and Higher Education Act 1992 a Further Education Corporation may:-

- (a) provide Further and Higher Education: and
- (b) supply good or services in connection with their provision of education.

These powers are known as the Corporation's "principal powers".

#### Supplementary Powers

Under Section 19 of the 1992 Act a Further Education Corporation may do anything which appears to be necessary or expedient for the purpose of or in connection with the exercise of any of the principal powers conferred by Section 18 of the Act, including in particular the following:-

- (a) the power to acquire and dispose of land and other property
- (b) the power to enter into contracts, including in particular:-
  - (i) contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of their principal powers; and
  - (ii) contracts with respect of carrying on by the Corporation of any such activities;
- (c) the power to borrow such sums as the Corporation think fit for the purposes of carrying on any activities they have power to carry on or to meet any liability transferred to them under Sections 23 to 27 of the 1992 Act (ie when the College achieved its Corporate independence on 1 April 1993) and, in connection with such borrowing, the power to grant any mortgage charge or other security in respect of any land or other property of the Corporation. This power may not be exercised without the consent of the College's funding bodies for further education, which may give its consent for a particular borrowing or for borrowing of a particular class;
- (d) power to invest any sums not immediately required for the purposes of carrying on any activities they have power to carry on;
- (e) power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes; and
- (f) power to do anything incidental to the conduct of an educational institution providing Further or Higher Education, including funding scholarships or exhibitions, making grants and giving prizes.

The Corporation may also provide facilities of any description (including

boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.

The powers conferred by Section 19 of the Act are known as “supplementary powers”.

## STANDING ORDERS

### EXTRACT FROM ARTICLES OF GOVERNMENT

- 3(1) The Corporation shall be responsible for the following functions:
- (a) the determination of the educational character and mission of the institution and for oversight of its activities;
  - (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;<sup>23</sup>
  - (c) approving the quality strategy of the institution;
  - (d) the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
  - (e) approving annual estimates of income and expenditure;
  - (f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk to the Corporation, and
  - (g) setting a framework for the pay and conditions of service of all other staff.

NOTE "Senior Post" means the post of Principal and Chief Executive, Deputy Principal and Director of Finance, and such other post as the Corporation may determine for the purpose of the Articles.

- 3(2) Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the Institution, and shall be responsible for the following functions:-
- (a) making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decision of the Corporation;
  - (b) the determination of the institution's academic and other activities;
  - (c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and for the management of budget and resources, within the estimates approved by the Corporation;
  - (d) the organisation, direction and management of the institution and leadership of the staff;
  - (e) for the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service, of staff other than the holders of senior posts;
  - (f) maintaining student discipline and, within the rules and procedures provided for within these articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

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<sup>23</sup> Revised Sept 2012 to reflect Education Act 2011 Modification Order Instrument and Articles of Government: Articles 3(1)(a)

## STANDING ORDERS

### VOTING PROCEDURES AND RULES OF DEBATE AT MEETINGS

1. Reports received by the Corporation will normally include recommendations to be discussed by Members. Every resolution to be decided, at a meeting of the Corporation or at a meeting of a committee of the Corporation, shall be determined by a majority of the votes of the Governors or members of the committee present and voting on the matter. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.
2. Proxy votes are not allowed.
3. A member can use video or telephone conferencing to attend, participate and be counted towards the quorum of a meeting with the agreement of the Clerk and Chair of the Corporation (for Board meetings) or relevant Committee Chair provided all members can see or hear each other where remote communication is used. If a member wishes to do this they should give the Clerk and Chair at least five (5) days' notice of their request.
4. In exceptional circumstances with the agreement of the Chair of the Corporation, Clerk and any relevant Committee Chair business can be conducted by written resolution. This will be emailed to all members of the Corporation or Committee. Members will be asked to reply to the Clerk by email either accepting or rejecting the resolution. Electronic signatures will be accepted and a majority of eligible members' approval will be needed to pass the resolution. Where there is a balance of votes the Chair shall have a second casting vote. Any business conducted by written resolution will be reported at the next meeting.
5. Normally the Chair of the meeting seeking the agreement of the members present will decide resolutions. If, however, there is a clear expression of dissent by an individual member, a vote by show of hands will be taken. The Chair of the meeting shall have the power to require a secret ballot.
6. The Chair of the meeting shall determine the number of votes cast for and against the resolution together with any abstentions (if applicable). Votes cast and abstentions shall not be identified to individuals in the minutes or other record of proceedings unless a member in strong disagreement with a resolution requests the Clerk to record in the minutes that they voted against the decision.
7. There will be occasions, however, when an alternative approach to the recommendation outlined in a particular report before the Corporation is put forward by a member. The following paragraphs deal with motions, amendments and points of order.
8. A motion may be proposed by a member which if seconded by another member will be the subject of discussion by those entitled to do so.
9. There is an expectation that a motion which cannot be recorded immediately by the Clerk will be put in writing by the member proposing the motion before it is discussed. This will ensure that there will be no subsequent debate as to the



terms of the motion.

10. Whilst a motion is being discussed, a member may propose an amendment. Another member must second the amendment before discussion can take place or a vote taken.
11. Once seconded, discussion may then take place on the terms of the amendment. During this time the original motion is put to one side. If the amendment is carried (i.e. a majority of those members present and entitled to vote are in favour of the amendment) the original motion is changed and the new form of words becomes the substantive motion.
12. The wording of an amendment can change the meaning of a motion but it cannot contradict it.
13. A member opposed to the terms of a motion will need to speak and vote against it. It is not possible to put forward an amendment.
14. A member only partly opposed to a motion however does have the facility to propose an alternative amendment.
15. Amendments proposed change motions by: -
  - I. Omitting words
  - II. Substituting words
  - III. Inserting words
16. At any time during a discussion, a member may raise a point of order where it is believed that the provisions of the Instruments and Articles of Government and/or the Standing Orders and/or another recognised authority are being ignored. The member raising the point of order will be required to explain the way in which the correct procedure is not being followed, the Chair will deal with the point of order immediately. The ruling of the Chair after the advice of the Clerk has been obtained will be final and shall not be challenged further at the meeting.
17. It is a responsibility of the Chair, working in collaboration with the Clerk, to seek the right balance between ensuring that all members have the opportunity to contribute to discussions while avoiding repetition and making sure that the subject before the Corporation is not lost sight of. If members believe that it would be helpful for the efficient conduct of business, one or other of the following motions may be put forward:
  - I. that the question now be put or
  - II. the Corporation proceed with the next business.
18. Amendments outlined in paragraph 15 require a seconder. If such a motion is carried it will be acted upon without further discussion. The Chair does have the right, however, to obtain views before the vote is taken so that an indication may be given as to whether or not the issue has been sufficiently discussed to proceed.
19. All discussions at meetings of the Corporation will be conducted through the Chair.
20. Members are required to respect the right of others to express their personal views although nothing should be said or done which could bring the College into disrepute.

## **TERMS OF REFERENCE FOR COMMITTEES**

1. Search and Governance Committee
2. Audit Committee
3. Finance and Employment Committee
4. Remuneration Committee
5. Quality and Standards Committee

## **1. SEARCH AND GOVERNANCE COMMITTEE**

**Purpose:** The Committee shall secure a quality Board of Governors and safeguard the governance health of the College

### **1. Membership**

- 1.1 The Committee shall be appointed by the Corporation and shall have a total complement of up to five Corporation members including the Principal and Chief Executive (ex-officio).
- 1.2 A quorum shall be three members.
- 1.3 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Corporation annually.

### **2. Terms of Office**

- 2.1 Except for the ex-officio member, a member shall be appointed to serve a term of office of four years. Members should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair<sup>24</sup>. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, or a Special Re-appointment Committee, annual extensions may be granted. The Corporation must then endorse the recommendations.
- 2.2 A Special Re-appointment Committee shall consist of the Principal, Chair of the Board and one member of the Search and Governance Committee whose term in office is not due to cease.
- 2.3 The term of office for the initial membership shall be varied thus allowing subsequent membership to be on a 'rolling basis'.

### **3. Frequency of Meetings and Attendance**

- 3.1 The Committee should meet at least three times a year.
- 3.2 The Chair may request additional meetings if they consider that they are necessary.
- 3.3 The Clerk to the Corporation is eligible to attend Meetings.
- 3.4 There is an aspirational target for Members to achieve 100% attendance during each academic year<sup>25</sup>.

### **4. Authority**

- 4.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Corporation Member, Committee of the Corporation or employee of the College and all Corporation Members and employees of the College are directed to cooperate with any request made by the Committee.
- 4.2 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experiences and expertise if it considers this necessary provided that the Committee may not incur direct expenditure in this respect in excess of £2000 without the prior approval of the Corporation.

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<sup>24</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>25</sup> Revised Sept 2015 to change to aspirational attendance target

## 5. Review of Committee's Effectiveness<sup>26</sup>

- 5.1 The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

## 6. Duties

### 6.1 Search

- 6.1.1 To ensure that the constitution of the Board is correct in order to undertake its duties and responsibilities as stated in the Instrument and Articles of Government;
- 6.1.2 To recommend to the Corporation the appointment and re-appointment of Governors whilst taking into consideration succession planning, membership to Committees, skills profile and the equality and diversity profile. New appointments (other than staff and student) are usually made for a one year term of office in the first instance with potential for further appointment terms for a period of up to three years followed by a four year term<sup>27</sup>.
- 6.1.3 The Committee shall gather, screen and short list candidates for vacancies on the Board of Governors, and determine the process whereby candidates are nominated by ensuring that the following are undertaken: -
- 6.1.3.1 develop and maintain a database of appropriate persons interested in membership on the Board of Governors;
- 6.1.3.2 when a vacancy occurs or is anticipated, the Committee shall research suitable candidates drawn from the database by arranging an informal interview with at least two Members and references;
- 6.1.3.3 following scrutiny of the candidate, the Committee shall put forward a recommendation to the Corporation. In making suggestions the Committee will present a resume of the capabilities of each candidate.
- 6.1.4 The Committee shall make recommendations to the Corporation on re-appointments for second terms and beyond by considering the Nolan principles which recommend that all re-appointments are made on the basis of merit, subject to the need to achieve a balance of relevant skills and backgrounds on the Governing Body, or Governors subsequently undertaking a new and more senior role, for example as chair<sup>28</sup>, and using the following additional criteria:-
- 6.1.4.1 attendance to meetings;
- 6.1.4.2 commitment to the College over and above attendance at formal meetings;
- 6.1.4.3 quality of contribution to discussions at meetings;
- 6.1.4.4 consideration of the value of the Governor's expertise/interests to the work of the Board;
- 6.1.4.5 shortfalls in the skills of the Governing Body as a whole indicated in the annual skills audit.
- 6.1.5 Initiate process to seek applications for Staff and Student Governors when vacancies occur. The Corporation shall only decline to make appointments if the applications are in breach of Clause 8 of the Instrument of Government: -
- 6.1.5.1 The Staff Governor shall be appointed following a recruitment and selection process for a maximum of 4 years with an option to serve for a second 4-year term as long as they remain employed by the College. All staff employed by the College are eligible for the role of Staff Governor<sup>29</sup>.

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<sup>26</sup> Revised Sept 2015 to meet AoC Code of Good Governance

<sup>27</sup> Revised Dec 2016 to appoint new Governors for one year initially

<sup>28</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>29</sup> Revised Sep 2019 to reflect process

- 6.1.5.2 Student Governors shall be appointed following a recruitment and selection process<sup>30</sup> for a maximum of 4 years so long as they remain enrolled at the College. All students attending the College are eligible for the role of Student Governor.
- 6.1.6 The Committee shall adhere to the College's Single Equality Scheme when considering vacancies on the Corporation. An annual diversity audit of Members shall be undertaken. This shall be considered to identify any diversity issues to be addressed when appointing new Members.
- 6.1.7 The Committee shall consider the results of an annual skills audit of Governors and from this identify weaknesses in skills of the current Governors which will be considered when a vacancy occurs.
- 6.1.8 The Committee shall agree the role descriptions for the Chair of the Corporation and Governors which are incorporated in the Standing Orders.

## 6.2 **Governance**

- 6.2.1 To initiate and advise the Board on governance self-assessment and evaluation processes to annually review its effectiveness ensuring continuous improvement, including monitoring any related action plans and agreed performance indicators or targets. This should include reflection on the success of the College as whole in meeting its strategic objectives, associated performance measures and the Board's contribution to that success. Where possible, the Board's performance and processes should be benchmarked against comparable institutions<sup>31</sup>
- 6.2.2 To agree the process to assess the performance and effectiveness of Committees, the Chair of the Corporation, Chairs of Committees and all Governors individually.<sup>32</sup>
- 6.2.3 To review the governance self assessment<sup>33</sup> including monitoring the implementation of development plans arising from this.
- 6.2.4 To be responsible to develop procedures for the induction of new Governors and development training of existing Governors based on training requested by Governors and an evaluation of training needs identified from the individual self-assessment. During the first year of a new Governor's appointment mentoring shall continually be provided to support them and enable them to become familiar with their role and responsibilities<sup>34</sup>.
- 6.2.5 To consider attendance records for the Corporation and all Committees. Reasons for apologies shall be logged by the Clerk to the Corporation and presented to the Committee. The aspirational target is 100% attendance<sup>35</sup>. If this is not attained by any individual Member, the Committee shall decide if any action should be taken to address prolonged absence. This could include asking the Member if their attendance is likely to improve, to consider resigning from the Corporation or removing them from office.
- 6.2.6 To review the Corporation's Standing Orders and recommend changes to the Corporation for agreement. (These shall be updated biennially).
- 6.2.7 To review the systems, procedures and policies supporting the governance process and make recommendations to the Board as appropriate. These may include issues identified during internal and/or external audits of the College and report to the Board on recommended remedial action.

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<sup>30</sup> Revised Dec 2018 to reflect amendment to Instrument of Government 2 (1)(d)

<sup>31</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>32</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>33</sup> Revised Dec 2018 to reflect practice

<sup>34</sup> Revised Dec 2014 to introduce good practice

<sup>35</sup> Revised Sept 2015 to remove 75% attendance target

- 6.2.8 To receive reports on governance including best practice in the Further Education sector and agree appropriate actions. This may include responding to consultation documents from external bodies relating to governance issues.
- 6.2.9 To ensure that the decision-making processes for the Corporation and its Committees are transparent, properly informed, and rigorous and timely, which shall be managed by the Scheme of Delegation and<sup>36</sup> Board and Committee's calendar of business items. These shall be reviewed by the Committee annually.
- 6.2.10 To consider recommendations for Emeritus Governors and recommend to the Board for approval. The Corporation can honour any persons to recognise exceptional contribution to the College by making them Emeritus Governors. They shall be invited to attend formal events and awards to celebrate the success of students.<sup>37</sup>

## **7. Reporting Procedures**

- 7.1 The minutes of the Search and Governance Committee will be presented to the Corporation at its termly meetings and will include a review of the work undertaken together with an outline of any work still to be done.

## **8. Publication of Minutes**

- 8.1 Minutes of the Committee meetings shall be available for inspection by students, staff and members of the public during normal office hours by contacting the Clerk to the Corporation<sup>38</sup>. In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.

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<sup>36</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>37</sup> Revised Dec 2018 to include appointment of Emeritus Governors

<sup>38</sup> Revised Sept 2016 to reflect change in practice

## **2. AUDIT COMMITTEE**

**Purpose:** The Committee shall advise the governing body on the adequacy and effectiveness of the College's assurance framework. In addition, the Audit Committee shall advise and support the Corporation in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities.<sup>39</sup> The Committee shall not adopt an executive role.

### **1. Membership**

- 1.1 The Audit Committee must ensure that it maintains its independence when considering the appointment of members. This shall be addressed by the Search and Governance Committee who shall make recommendations to the Corporation. The Committee shall be appointed by the Corporation and shall have a total complement of five Corporation members, a majority of whom must be Governors, but must not include the Chair of the Corporation, Principal or a Staff Governor<sup>40</sup>.
- 1.2 The Committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, Members of the Committee should have recent, relevant experience in risk management, finance and audit and assurance.
- 1.3 A quorum shall be three members being present.
- 1.4 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Corporation annually. Co-opted Members of the Audit Committee shall be excluded from acting as Chair of the Committee in normal circumstances.

### **2. Terms of Office**

- 2.1 A Committee Member shall be appointed to serve a term of office of four years. Members should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair<sup>41</sup>. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Corporation must then endorse these recommendations of the Search and Governance Committee.

### **3. Frequency of Meetings and Attendance**

- 3.1 The Committee should meet at least three times a year.
- 3.2 The Chair may request additional meetings if they consider that they are necessary.
- 3.3 The Director of Finance, who is responsible for the College's internal control shall normally attend meetings at the invitation of the Committee.
- 3.4 The internal auditor shall be entitled to attend and speak at all meetings of the Committee (but not to vote) as shall the financial statements auditor and funding auditor where business relevant to them is being discussed. Senior management should also be invited to attend meetings of the Committee, particularly where their area of responsibility is under discussion, and shall be entitled to attend and speak at such meetings but not to vote.
- 3.5 The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- 3.6 The Clerk to the Corporation is eligible to attend Meetings.

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<sup>39</sup> Revised Dec 2018 Post-16 Audit Code of Practice

<sup>40</sup> Revised Dec 2018 Post-16 Audit Code of Practice

<sup>41</sup> Revised Sept 2015 AoC Code of Good Governance

3.7 There is an aspirational target for Members to achieve 100% attendance during each academic year<sup>42</sup>.

#### **4. Authority**

- 4.1 The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules as to quoracy set out above) to exclude any, or all, participants and observers, except the Clerk to the Committee.
- 4.2 The Committee must have the authority to investigate any activity within its terms of reference.
- 4.3 The Committee must have the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.
- 4.4 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experiences and expertise if it considers this necessary provided that the Committee may not incur direct expenditure in this respect in excess of £2000 without the prior approval of the Corporation.

#### **5. Review of Committee's Effectiveness<sup>43</sup>**

- 5.1 The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

#### **6. Duties**

- 6.1 To advise the Governing Body on the adequacy and effectiveness of the Governing Body's systems of internal control and its arrangements for risk management, control and governance processes, securing economy, efficiency and effectiveness of public funds, (evidenced in the value for money annual report) and quality assurance of data.<sup>44</sup>
- 6.2 To advise and support the Corporation in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities; and to recommend the annual report and financial statements to the Corporation for approval<sup>45</sup>.
- 6.3 To comply with funding agencies' mandatory requirements relating to audit including adherence to Post-16 Audit Code of Practice (ACOP)<sup>46</sup>.
- 6.4 To advise the governing body on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service (IAS) and establish that all such assurance providers adhere to relevant professional standards.
- 6.5 To advise the governing body on the scope and objectives of the work of the financial statements auditor and the IAS and inform the governing body of any additional services provided by the auditors and assurance providers and explain how independence and objectivity were safeguarded.
- 6.6 To ensure effective co-ordination between the IAS, financial statements auditor and funding auditor, (where appointed) including whether the work of the funding auditor should be relied upon for internal audit purposes;
- 6.7 To consider and advise the governing body on the audit strategy and annual internal audit plans for the IAS;
- 6.8 To monitor, within agreed timescales, the implementation of recommendations arising from any reports of audit and assurance providers<sup>47</sup>;

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<sup>42</sup> Revised Sept 2015 to change to aspirational attendance target

<sup>43</sup> Revised Sept 2015 to meet AoC Code of Good Governance

<sup>44</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>45</sup> Revised Dec 2018 Post-16 Audit Code of Practice

<sup>46</sup> Revised Dec 2018 Post-16 Audit Code of Practice



- 6.9 To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the financial statements auditor's management letter and the funding auditor's management letter and spot-check reports, (where appointed);
- 6.10 To ensure a statement of internal control explaining risk management arrangements is included in the corporate governance section of the audited financial statements;<sup>48</sup>
- 6.11 To consider and advise the governing body on relevant reports by the NAO, the Education Skills Funding Agency (ESFA) or their successors and other funding bodies, and where appropriate, management's response to these;
- 6.12 To establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate;
- 6.13 To produce an annual report for the governing body summarizing the Committee's activities relating to the financial year under review, including a summary of the work undertaken by the Committee during the year<sup>49</sup>, any significant issues arising up to the date of preparation of the report, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the Committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness, and assurance to the Board in a statement on data quality<sup>50</sup>. The annual report must be submitted to the Corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the Audit Committee's annual report must be submitted to the relevant funding body with the annual accounts.
- 6.14 Oversee the College's policies on fraud and irregularity and whistleblowing, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity; that investigation outcomes are reported to the Committee; that any auditors have been informed, and that appropriate follow-up action has been planned / actioned, that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body and risks around fraud have been identified and controls put in place to mitigate them<sup>51</sup>.
- 6.15 To ensure the above are conducted in accordance with the minimum schedule of business.

## **7. Reporting Procedures**

- 7.1 The minutes of the Audit Committee will be presented to the Corporation at its termly meetings and will include a review of the work undertaken together with an outline of any work still to be done.

## **8. Publication of Minutes**

- 8.1 Minutes of the Committee meetings shall be available for inspection by students, staff and members of the public during normal office hours by contacting the Clerk to the Corporation.<sup>52</sup> In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.

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<sup>47</sup> Revised Dec 2018 Post-16 Audit Code of Practice

<sup>48</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>49</sup> Revised Dec 2018 Post-16 Audit Code of Practice

<sup>50</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>51</sup> Revised Dec 2018 Post -16 Audit Code of Practice

<sup>52</sup> Revised Sept 2016 to reflect change in practice



**MINIMUM CYCLE OF AUDIT COMMITTEE BUSINESS**

	Current year item of business	Previous year	Current year			Next year		Recommend to Board for Approval	
			Summer	Autumn	Spring	Summer	Autumn		Spring
1	Appointment/reappointment or dismissal and remuneration of internal auditors	√				√		Yes	
2	Internal Audit Needs Assessment, Strategic Plan and Annual Plan	√						Yes	
3	Risk management annual report from College management		√						
4	Appointment/reappointment or dismissal and remuneration of financial statements auditors						√	Yes	
5	Interim regularity audit opinion						√		
6	Review of performance of the internal audit service and establishment of annual performance indicators for next year					√		No	
7	Funding auditor interim opinion and management letter (where applicable)*						√ “	Yes*	
8	Internal audit service annual report*						√ “	Yes*	
9	Financial statements audit management letter*						√ “	Yes*	
10	Annual report of the Audit Committee*						√	Yes*	
11	Recommendation of approval to the Corporation of annual financial statements and regularity opinion						√	Yes	
12	Funding auditor final opinion and management letter (where applicable)							√	Yes
13	Review of performance of the financial statements auditors and establishment of annual performance indicators for the following year					√		No	
14	Internal audit reports on reviews and progress update		√	√	√			No	
15	Consideration of funding auditor franchise and partnership spot-check reports (where applicable)		√	√	√				

\*Corporations must have available all of these reports (items 6,7 and 8) before approving the financial statements and the statements included therein on Corporate Governance, responsibilities of Members of the Corporation and the system of internal control. The Corporation must approve the annual financial statements to meet ESFA deadlines.

“Items 7, 8 and 9 may be deferred until the spring term but see comment above.

### **3. FINANCE AND EMPLOYMENT COMMITTEE**

**Purpose:** The Committee shall have oversight of financial, employment and other matters related to overall financial activity to ensure effective and efficient use of resources, the solvency of the College and safeguarding its assets

#### **1. Membership**

- 1.1 The Committee shall be appointed by the Corporation and shall have a total complement of up to six members including the Principal.
- 1.2 A quorum shall be three members.
- 1.3 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Corporation annually.

#### **2. Terms of Office**

- 2.1 A Committee Member shall be appointed to serve a term of office of four years. Members should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair<sup>53</sup>. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Corporation must then endorse these recommendations of the Search and Governance Committee.

#### **3. Frequency of Meetings and Attendance**

- 3.1 The Committee should meet at least three times a year.
- 3.2 The Chairman may request additional meetings if they consider that they are necessary.
- 3.3 Members of the College Management Team other than the Principal and Chief Executive shall attend meetings at the invitation of the Committee.
- 3.4 The Committee shall also have the power to invite other persons to attend meetings as may be desirable and necessary.
- 3.5 The Clerk to the Corporation is eligible to attend Meetings.
- 3.6 There is an aspirational target for Members to achieve 100% attendance during each academic year<sup>54</sup>.

#### **4. Authority**

- 4.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Corporation Member, Committee of the Corporation or employee of the College and all Corporation Members and employees of the College are directed to cooperate with any request made by the Committee.
- 4.2 The Committee is empowered to consider any other relevant matters referred to it by the Corporation. Care shall be taken to ensure that these matters are delegable by the Corporation and that they are not within the remit of other Committees serving the Corporation.

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<sup>53</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>54</sup> Revised Sept 2015 to change to aspirational attendance target

4.3 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experiences and expertise if it considers this necessary provided that the Committee may not incur direct expenditure in this respect in excess of £2000 without the prior approval of the Corporation.

## **5. Review of Committee's Effectiveness<sup>55</sup>**

5.1 The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

## **6. Duties**

### **6.1 Finance**

To consider and make recommendations to the Corporation, where applicable, on all aspects of the Corporation's finances, financial policies and controls in relation to the following: -

- 6.1.1 Annual estimates of income and expenditure and other budgets;
- 6.1.2 Major variations of expenditure;
- 6.1.3 Capital expenditure projects and their financial implications;
- 6.1.4 Financial aspects of the accommodation strategy;
- 6.1.5 Financial forecasts;
- 6.1.6 To review arrangements for securing efficiency and economy in the use of funding, solvency and the safeguarding of assets;
- 6.1.7 To approve capital expenditure within approved projects and monitoring projects;
- 6.1.8 To approve virement between capital and revenue allocations;
- 6.1.9 To determine arrangements for setting of tuition and other fees;
- 6.1.10 To review the College budget and 2-year financial forecasts and make a recommendation to the Corporation for approval;
- 6.1.11 To determine investment and borrowing policies and seeking appropriate advice from external sources; an annual treasury management report shall be presented to the Committee to be recommended for approval by the Corporation;
- 6.1.12 To monitor income and expenditure trends;
- 6.1.13 To consider, review and report on the periodic management accounts of the Corporation and of any subsidiary trading companies.
- 6.1.14 To review the College's Annual Report and Financial Statements prepared by the Financial Statements Auditors and advise the Audit Committee if these are acceptable so that these can be recommended to the Corporation for approval<sup>56</sup>.
- 6.1.15 Inform Funding Agencies of any 'materiality adverse' change to circumstances.<sup>57</sup>

### **6.2 Staffing**

To consider and make recommendations to the Corporation on all matters connected with the staffing of the College including current and projected staffing needs and recruitment policy in relation to the following: -

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<sup>55</sup> Revised Sept 2015 to meet AoC Code of Good Governance

<sup>56</sup> Revised Dec 2018 Post -16 Audit Code of Practice

<sup>57</sup> Revised Sept 2015 AoC Code of Good Governance

- 6.2.1 Remuneration and conditions of service, other than for senior postholders;
- 6.2.2 Major modification of the structure and organisation of the College;
- 6.2.3 General personnel policies covering recruitment, welfare, training and termination;
- 6.2.4 Annual superannuation policies;
- 6.2.5 Contracts of employment;
- 6.2.6 Relationships with trade unions;
- 6.2.7 The conduct, composition and procedures of any selection panel for senior postholders and generally on the appointment of senior postholders.

### **6.3 Property: -**

- 6.3.1 To receive proposals on resources for providing educational delivery through the planned capital allocation within the College budget.
- 6.3.2 To monitor the relevance of the College accommodation strategy in the context of changing educational need.
- 6.3.3 To receive proposals on realistic options for the alternation of size and quality of assets of the College to fulfill the academic plans of the College.
- 6.3.4 To identify the need for capital projects consistent with the accommodation strategy (involving for example, new buildings and /or the refurbishment of existing buildings, with the demolition of existing buildings or the sale of assets).
- 6.3.5 To receive proposals on how such projects may be funded, for example identifying how the resources arising from asset sales may be earmarked for new buildings or refurbishment, and identifying the size and nature of capital financing.
- 6.3.6 To ensure that the objectives of resource allocation are consistent with the strategic plan and achieved within a realistic timescale.
- 6.3.7 To monitor and receive reports on health and safety issues and procedures across the College.

### **6.4 Curriculum**

To consider and make recommendations to the Corporation on issues relating to the model used to deliver the curriculum at a minimum of break-even: -

- 6.4.1 Receiving regular reports on income levels from all courses and informing the Corporation of those operating at a loss;
- 6.4.2 Receiving reports on recommendations to offer alternative courses at a mutual benefit to both the learner and College;
- 6.4.3 Ensuring the correct curriculum model is used internally and reviewing the percentage of income apportioned to College overheads.

### **6.5 General**

- 6.5.1 To consider of any other relevant matters referred to it by the Corporation.

## **7. Reporting Procedures**

- 7.1 The minutes of the Finance and Employment Policy Committee and a report that reviews the Corporation's financial position will be presented to the Corporation at its termly meetings and will include a review of the work undertaken together with an outline of any work still to be done.
- 7.2 The Corporation shall remain responsible for the approval of the annual estimates of income and expenditure, ensuring the solvency of the Corporation and safeguarding its assets.

**8. Publication of Minutes**

8.1 Minutes of the Committee meetings shall be available for inspection by students, staff and members of the public during normal office hours by contacting the Clerk to the Corporation<sup>58</sup>. In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.

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<sup>58</sup> Revised Sept 2016 to reflect change in practice

## **4. REMUNERATION COMMITTEE**

**Purpose:** To review and determine the Corporation's policy on executive remuneration package of the senior postholders and the Clerk to the Corporation, so as to: -

- Ensure that the senior postholders are fairly rewarded for their individual contributions to the College's overall performance; and
- Demonstrate to the public that the pay of the senior postholders is set by a Committee which has no personal interest in the outcome of its decision and which gives due regard to the interests of the public and of the financial health of the College.

### **1. Membership**

- 1.1 The Committee shall be appointed by the Corporation and shall comprise of five Corporation Members.
- 1.2 A quorum shall be three Corporation Members.
- 1.3 The Chair and Vice-Chair of the Corporation shall be members of the Remuneration Committee.
- 1.4 The Chair of the Committee shall be recommended to the Board for approval; the Chair of the Corporation shall be eligible to be the Chair, which shall be confirmed by the Corporation annually<sup>59</sup>.
- 1.5 The Principal, Staff or Student Members shall not be members of the Remuneration Committee.

### **2. Terms of Office**

- 2.1 A Committee Member shall be appointed to serve a term of office of four years. Members should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair<sup>60</sup>. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Corporation must then endorse these recommendations of the Search and Governance Committee.

### **3. Frequency of Meetings and Attendance**

- 3.1 The Committee should meet at least once a year.
  - 3.1 The Chair may request additional meetings if they consider that they are necessary.
  - 3.2 The Principal and Chief Executive shall normally be invited to attend meetings of the Committee save where his/her remuneration package is being considered. The Committee may invite the Director of Personnel to attend meetings, as it considers appropriate.
  - 3.3 The Clerk to the Corporation shall be the Clerk to the Committee. A member of the Remuneration Committee shall act as Minute Secretary if the Clerk to the Corporation's salary is being considered.
  - 3.4 It is anticipated that Members shall attend the meeting as the Committee normally only meets once during each academic year.

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<sup>59</sup> Revised Dec 2018 to reflect practice agreed by the Committee

<sup>60</sup> Revised Sept 2015 AoC Code of Good Governance



#### **4. Review of Committee's Effectiveness<sup>61</sup>**

- 4.1 The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

#### **5. Authority**

- 5.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Member, Committee of the Governing Body or employee of the College and all Members and employees of the College are directed to cooperate with any request made by the Committee.
- 5.2 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experiences and expertise if it considers this necessary provided that the Committee may not incur direct expenditure in this respect in excess of £2000 without the prior approval of the Corporation.

#### **6. Duties**

- 6.1 To follow the AoC's Remuneration Code for Senior Staff to ensure fair and appropriate remuneration for designated senior postholders following the three key elements in the Remuneration Code, namely:
  - 6.1.1 a fair, appropriate and justifiable level of remuneration;
  - 6.1.2 procedural fairness; and
  - 6.1.3 transparency and accountability.
- 6.2 To produce a Remuneration Annual Report to the governing body<sup>62</sup>.
- 6.3 Make recommendations about the senior postholders (Chief Executive, Deputy Principal and Director of Finance) and the Clerk to the Corporation, and in so doing shall consider the following component elements: -
  - 6.3.1 basic salary;
  - 6.3.2 benefits in kind
  - 6.3.3 annual bonus/performance related elements;
  - 6.3.4 pension provisions;
  - 6.3.5 the main terms and conditions in the senior postholder's agreement with particular reference to notice provisions.
- 6.4 To evaluate annually the specific remuneration packages of senior postholders and Clerk to the Corporation against: -
  - 6.4.1 pre-established performance goals and objectives;
  - 6.4.2 oversight of pay gaps based on protected characteristics<sup>63</sup>;
  - 6.4.3 employment survey data relating to appropriate peer groups.

For that purpose the Committee shall review and assess performance target goals and objectives established before the commencement of the relevant period and determine whether such goals and objectives have been achieved at the end of the relevant period.

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<sup>61</sup> Revised Sept 2015 to meet AoC Code of Good Governance

<sup>62</sup> Revised Sept 2019 to meet AoC Remuneration Code

<sup>63</sup> Revised Sept 2019 to meet AoC Remuneration Code

6.5 To advise the Corporation on any compensation (including augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the Senior Post holders and Clerk to the Corporation with the broad aim of: -

6.5.1 Achieving equity where early termination is due to poor performance;

6.5.2 Dealing fairly with cases where termination is not due to poor performance.

## **7. Reporting Procedures**

7.1 The recommendations of the Committee shall be submitted to the Corporation on the confidential agenda for consideration.

7.2 Minutes of the Committee shall be available for inspection by Board Members by contacting the Clerk to the Corporation.

## 5. QUALITY AND STANDARDS COMMITTEE

**Purpose:** The Committee shall ensure that there are robust procedures for monitoring quality assurance, academic standards and targets to improve performance to assist the Governing Body to discharge its responsibility for the educational standards and character of the College.

### 1. Membership

- 1.1 The Committee shall be appointed by the Corporation and shall comprise of at least five Corporation Members.
- 1.2 A quorum shall be three Members.
- 1.3 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Corporation annually.

### 2. Terms of Office

- 2.1 A Committee Member shall be appointed to serve a term of office of four years. However on retirement a Member is eligible for re-appointment, for a further term of no longer than four years. Governors should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair<sup>64</sup>. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Corporation must then endorse these recommendations of the Search and Governance Committee.

### 3. Frequency of Meetings and Attendance

- 3.1 The Committee should meet at least three times a year.
- 3.2 The Chair may request additional meetings if they consider that they are necessary.
- 3.3 The Deputy Principal, who is responsible for the College's curriculum and quality assurance, and the Director of Personnel, who is responsible for equality and diversity and safeguarding, shall normally attend meetings at the invitation of the Committee.
- 3.4 The Committee shall also have the power to invite such other persons to attend meetings as may be desirable and necessary.
- 3.5 The Clerk to the Corporation is eligible to attend Meetings.
- 3.6 There is an aspirational target for Members to achieve 100% attendance during each academic year<sup>65</sup>.

### 4. Authority

- 4.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Corporation Member, Committee of the Corporation or employee of the College and all Corporation Members and employees of the College are directed to cooperate with any request made by the Committee.
- 4.2 The Committee shall also be empowered to consider any other relevant matters referred to it by the Corporation. Care shall be taken to ensure that these

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<sup>64</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>65</sup> Revised Sept 2015 to change to aspirational attendance target

matters are delegable by the Corporation and that they are not within the remit of other committees serving the Corporation.

- 4.3 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experiences and expertise if it considers this necessary provided that the Committee may not incur direct expenditure in this respect in excess of £2000 without the prior approval of the Corporation.

## 5. Review of Committee's Effectiveness<sup>66</sup>

- 5.1 The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

## 6. Duties

- 6.1 To review and monitor the production of the Self Assessment Report (SAR) and the Quality Improvement Plan, recommending the SAR to the Corporation for approval
- 6.2 To review the College's academic quality standards procedures and monitor its implementation;
- 6.3 To have an awareness of expectations of relevant external bodies and quality standards, including new initiatives in teaching and learning<sup>67</sup>;
- 6.4 To receive progress reports from quality initiatives introduced into the College;
- 6.5 To set targets for College performance on student recruitment, retention and achievement and systematically review College progress in relation to national benchmarks and the College's performance indicators;
- 6.6 To receive, monitor and review reports on the College policy on equality and diversity issues including minutes of the Safeguarding, Equality and Diversity Committee and an annual report.
- 6.7 To periodically review and approve the College's single equality scheme<sup>68</sup>;
- 6.8 To receive, monitor and review reports on the College policy on safeguarding and child protection issues including minutes of the Safeguarding, Equality and Diversity Committee and an annual report.<sup>69</sup> These should evidence that the Board provides a safe environment with a robust and regularly assessed and monitored safeguarding policy, incorporating duties of the Counter-Terrorism and Security Act 2015 to implement the Prevent agenda.<sup>70</sup>
- 6.9 To receive audit reports about the Observation of Teaching Learning on a termly basis, looking to senior managers to provide external validation on internal observation reports and, where weaknesses are found, ensure managers take swift action;<sup>71</sup>
- 6.10 To receive reports on changes to the curriculum in the light of the Corporation's responsibility for the educational character of the College ensuring that programmes and the curriculum offer aligns with government priorities and policy changes<sup>72</sup>;
- 6.11 To review guidance and reports relating to Higher Education (HE) and to make recommendations to the Corporation regarding assurances to be given to the Office for Students about the student academic experience, student outcomes and degree standards<sup>73</sup>;

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<sup>66</sup> Revised Sept 2015 to meet AoC Code of Good Governance

<sup>67</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>68</sup> Revised Dec 2014 to reflect duty on public bodies from Equality Act

<sup>69</sup> Revised Dec 2014 to reflect change of College's practice to reporting safeguarding to Q&S Committee as opposed to F&E Committee

<sup>70</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>71</sup> Revised Sept 2015 AoC Code of Good Governance

<sup>72</sup> Revised Sept 2019 to ensure curriculum alignment to government priorities and policy changes

<sup>73</sup> Revised Sept 2019 Office for Students

- 6.12 To review methods to publish arrangements to obtain views of staff and students on determination and periodic review of educational character, mission and oversight of activities and recommend to the Corporation for approval;
- 6.13 To ensure that the 'learner voice' is acted upon appropriately;
- 6.14 To consider other topics as determined from time to time by the Corporation.

## **7. Reporting Procedures**

- 7.1 The minutes of the Quality and Standards Committee will be presented to the Corporation as relevant and will include a review of the work undertaken together with an outline of any work still to be done.

## **8. Publication of Minutes**

- 8.1 Minutes of the Committee meetings shall be available for inspection by students, staff and members of the public during normal office hours by contacting the Clerk to the Corporation<sup>74</sup>. In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.

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<sup>74</sup> Revised Sept 2016 to reflect change in practice

## SCHEME OF DELEGATION: OCTOBER 2019

**1. Purpose of Scheme of Delegation**

This distinguishes between matters reserved exclusively for the Board of Governor's approval or decision, and those delegated to committees or individuals. These have been cross-referenced against the legal framework governing colleges, i.e. the Instrument and Articles of Government, Funding Agency's Financial Memorandum (April 2012) and Audit Code of Practice (March 2018).

**2. Delegation Framework**

- 2.1 This enables all parties to fulfil their roles and responsibilities, provides clarity on individual and collective responsibilities, and delegated responsibilities, as outlined below. Responsibilities that have been delegated by the Board are detailed in appendix A.
- 2.2 The Board has authority to delegate matters to its committees and to the Principal in accordance with the provisions of the clause 4 of the Articles:  
*'the Corporation may establish committees for any purpose or function other than those assigned in these Articles to the Principal or Clerk and may delegate powers to such committees; the Chair or, in the Chair's absence, the Vice Chair; or the Principal.'*
- 2.3 Appropriate levels of responsibility and accountability for the Board of Governors, individuals and its committees are set out. (The Board and Committee structure is shown in appendix B).

**3. Role of the Board of Governors**

- 3.1 The Board sets the strategic and operational framework which the Principal manages. The Board will monitor and hold the executive to account to achieve the College's Strategic Plan.
- 3.2 The responsibilities of the Corporation are set out in the Articles of Government. Clause 3(i) states that the Corporation shall be **responsible** for the following functions:
  - 3.2.1 The determination and periodic review of the educational character and mission of the institution and the oversight of its activities
  - 3.2.2 Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
  - 3.2.3 Approving the quality strategy of the institution
  - 3.2.4 The effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets
  - 3.2.5 Approving annual estimates of income and expenditure
  - 3.2.6 The appointment, grading, suspension, dismissal and determination of the pay and conditions of services of senior post holders and the clerk
  - 3.2.7 Setting a framework of pay and conditions for all other staff
- 3.3 Clause 9 states that the Corporation **shall not** delegate the following functions:
  - 3.3.1 The determination of the educational character and mission of the institution
  - 3.3.2 The approval of annual estimates of income and expenditure

- 3.3.3 The responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets
  - 3.3.4 The appointment or dismissal of the Principal or a senior post holder
  - 3.3.5 The appointment or dismissal of the Clerk
  - 3.3.6 The modification or revocation of the Articles
- 3.4 These responsibilities are supplemented by reference within the Financial Memorandum as follows:
- 3.4.1 Responsible for the management of the College and ensuring financial viability (FM para 5)
  - 3.4.2 Inform the ESFA of any transactions that could jeopardise financial viability. Demonstrate all transactions achieve value for money for funds (FM para 6)
  - 3.4.3 Use of funds and provide clear accountability. Appoint the Principal as the accounting officer; ensure an accounting officer is in place at all times; notify the ESFA of any changes to the position (FM para 7, 8, 9)
  - 3.4.5 Use discretion over use of the College's funds and is responsible for their proper stewardship. (FM para 13)
  - 3.4.6 Properly manage property with regard to good practice guidance in the further education sector ensuring maintaining premises which are properly equipped to deliver education and training. (FM para 14)
  - 3.4.7 Notify the ESFA of proposals to dispose, lease or rent land and/or buildings acquired with the help of capital grants from the Agency. (FM para 15)
  - 3.7.8 Provide the ESFA with copies of audited financial statements (FM para 17)
  - 3.7.9 Ensure there is an effective policy on risk management. (FM para 18)
  - 3.7.10 Notify the ESFA in writing if there is a risk to the College's solvency and viability. (FM para 19)
  - 3.7.11 Appoint an Audit Committee and arrange for internal and financial statements audit including regularity audit in accordance with ACOP. (FM para 20)
  - 3.7.12 Investigate and report to the ESFA all significant and suspected cases of fraud or irregularity. (FM para 21)
  - 3.7.13 Only make payments to employees on termination of employ to meet contractual obligations. (FM para 22)
  - 3.7.14 Seek professional advice and agree final agreements for settlement of employment claims brought by a senior postholder. (FM para 23)
  - 3.7.15 Provide ESFA with information it may require in formats specified. (FM 25)
  - 3.7.16 Inform the ESFA in writing of changes to the Chair of the Governing Body, Principal and Clerk. (FM 27)

#### **4. Role of the Principal**

- 4.1 The statutory powers and duties of the Principal are set out in Articles clause 3(2). They are responsible for: -
  - 4.1.1 Making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
  - 4.1.2 The determination of the institution's academic and other activities;
  - 4.1.3 Preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources, within the estimates approved by the Corporation;
  - 4.1.4 The organisation, direction and management of the institution and leadership of the staff;
  - 4.1.5 The appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay

- and conditions of service of staff, other than the holders of senior posts or the Clerk;
- 4.1.6 Maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- 4.2 Further, under the Financial Memorandum the Principal is identified as the Accounting Officer and has personal responsibility, which shall not be delegated, to assure the Governing Body that there is compliance with the Financial Memorandum and all terms and conditions of funding. They shall advise the Governing Body in writing if any action or policy under consideration by the Board is incompatible with the Financial Memorandum. If the Governing Body resolves to continue with that action or policy, the Principal shall inform the ESFA in writing. (FM para 9 and10)
- 4.3 Articles clause 9 (4) permits the Principal may delegate functions to *the* holder of *any* senior post other than:
  - 4.3.1 the management of budget and resources; and
  - 4.3.2 any functions that have been delegated to the Principal by the Corporation

## **5. Role of the Clerk**

- 5.1. The Clerk shall be responsible for the following functions set out in the Articles clause 3(3): -
  - 5.1.1 advising the Corporation with regard to the operation of its powers;
  - 5.1.2 advising the Corporation with regard to procedural matters;
  - 5.1.3 advising the Corporation with regard to the conduct of its business; and
  - 5.1.4 advising the Corporation with regard to matters of governance practice.
- 5.2 The remaining five core responsibilities of the Clerk are also laid out in the Instrument of Government, as follows: -
  - 5.2.1 Receiving written notice of the Chair/Vice Chair's resignation (Instrument clause 6 (5))
  - 5.2.2 Receiving notice of Member disqualification from office (Instrument clause 8 (10))
  - 5.2.3 Receiving written notice of a Member's resignation (Instrument clause10 (1))
  - 5.2.4 The maintenance of a Register of Members' Interests (Instrument clause 11 (5))
  - 5.2.5 Calling meetings and send out agendas (Instrument clause12 (2))

## **6. Role of the Chair and taking Chair's Action**

- 6.1 The Chair's function is to provide leadership and maintain a strategic overview to Governors to carry out their responsibilities. The following responsibilities are defined in the Instrument and Articles of Government specify that the Chair has authority for the following: -
  - 6.1.1 The selection, suspension and dismissal of senior post holders (Articles clause10(1) and 13)
  - 6.1.2 Issuing agenda item and relevant papers relating to any proposal regarding the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk (Instrument clause 14)
  - 6.1.3 Calling special and non-scheduled meetings (Instrument clause 12)
  - 6.1.4 where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed by the Chair as a true record (Instrument clause15)



- 6.1.5 Second or casting vote in situations where there is an equal division of votes (Instrument clause 14)
- 6.2 The Chair may also deal with those matters specifically delegated to them by the Board. However the Chair shall not have delegated authority in relation to any matters listed in Article clause 3(1) see 3.2 above, or those responsibilities specifically delegated to the Principal under Article clause 3(2) see 4.1 above.
- 6.3 The Chair of the Corporation, or the Chair of a Committee, or the Vice-Chair in their absence, is empowered to act on behalf of the Governing Body or the relevant Committee between meetings as follows: -
- 6.3.1 The taking of routine action which would not merit an agenda item and discussion at a Board meeting or the relevant Committee meeting. This shall include the signing of routine documents on behalf of the Governors or relevant Committee, responding to approaches made to the Governing Body or Committee by external organisations, and agreeing detailed aspects of the implementation of matters already agreed by the Governing Body or relevant Committee.
  - 6.3.2 If matters arise which are judged too urgent to wait for a scheduled meeting of the Board, or the relevant Committee, the Chair shall normally call a special meeting. However, the Chair may act in situations of emergency or urgency where to delay taking a decision could disadvantage the College.
  - 6.3.3 The taking of specific actions for which delegated authority has been given by the Governing Body, or relevant Committee.
- 6.4 Chair's action taken between meetings, other than routine action, shall be reported as an agenda item at the next Board meeting, or relevant Committee and ratified.

## **7. Committees**

- 7.1 Under Article 4, the Board may establish committees for any purpose or function other than those assigned elsewhere in the Articles to the Principal, and may delegate powers to such committees, the Chair or the Principal. The number of Members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Board.
- 7.2 The Board may also establish other committees or working groups. These will have clear terms of reference, setting out their responsibilities to the Governing Body. If they are given delegated powers, these will be explicitly stated.
- 7.3 The Board has a statutory requirement to have:-
- 7.3.1 Audit Committee (to advise on matters relating audit arrangements and systems of internal control (article 6). The Board has adopted the Audit Code of Practice's minimum standards for its terms of reference.
  - 7.3.2 Search Committee (Article 5) to advise on the appointment of Members (other than as staff or student Member).
- 7.4 The Board may not delegate to committees any matters listed in Article 9 (listed in 3.3).

## **8. Review**

- 8.1 The Board shall review annually the operation and appropriateness of the delegation of powers and responsibilities.

## Appendix A: Corporation's Delegation of Functions

### Key

I&As	Instrument and Articles of Government and Modification Orders
ESFA	Education Skills Funding Agency
FM	Financial Memorandum (April 2012)
ACOP	Post-16 Audit Code of Practice (March 2018)
Code	AoC Code of Good Governance (Adopted July 2015)
Remuneration Code	AoC Senior Staff Remuneration Code (Adopted July 2019)
Board	Corporation Board
SO/TOR	Standing Orders and Terms of Reference
Blue text	Code July 2015 'must duties'
Purple text	Code July 2015 'should duties'

The Board is the corporate body which has ultimate responsibility for all of its functions

The Board adopted the Scheme of Delegation in November 2015, amendments will be approved by the Search and Governance Committee/Board annually (October 2019)

0.	Function (what the activity or responsibility is)	Requirement (is this a duty ie 'must do'; or Board choice)	Power/delegation (where authority/ requirement from e.g. I&As; regulations, Board's decision to delegate)	Committee/individual and date delegated (if agreed after Dec 2011)	Role of Committee/ individual (e.g. Board delegated authority or Committee/ individual make recommendation to Board)	Reference to Standing Orders, Terms of Reference/applicable documents (is it reflected in the relevant committee terms of reference)
1.	Set out primary responsibilities in I&As, which must be published. Responsibilities supported by schedule of delegation	Adopted	Code 2.3 July 2015	S&G Committee July 2015	Recommendation	I&As Scheme of delegation Code
2.	Define in writing and regularly review respective responsibilities of Chair, Principal, Clerk and individual Governors	Adopted	Code 10.2 July 2015	Clerk/Chair/Principal/ S&G Committee as applicable	Delegated	Code Job descriptions Scheme of delegation
3.	Set out in writing and regularly review governance procedures (standing orders) included levels of delegation	Adopted	Code 10.5 July 2015	Clerk/S&G Committee as applicable	Delegated	Code SO/TOR document Scheme of delegation
4.	Determination of Corporation Membership	Duty	Instrument 3	S&G Committee	Recommendation	I&As

						SO/TOR 3.1
5.	Appointment of Governors comprising legal constitution of categories using formal and open policy to recruit Governors, S&G Committee's approach to E&D and ensure Board and committees' appropriate size and balance of skills to discharge duties/responsibilities	Duty Adopted	Instrument 5 Code 8.6, 9.2,3 Code 9.25,26 July 2015	S&G Committee	Recommendation	I&As SO/TOR 3.1-3.4, appendix 4.1.6 Code
6.	Appointment/removal of Chair and Vice Chair (notify ESFA) Vice Chair/s to be appointed in absence of Chair. Chair nominated in accordance with governance procedures with role description agreed	Duty Adopted	Instrument 6 FM 27 Code 9.11 July 2015 9.26, 27 July 2015	S&G Committee July 2015	Recommendation	I&As SO/TOR 3, 5, 12 Code 10,16, 17
7.	Chair responsible to support Principal and Clerk and conduct appraisals drawing on views from governors. (Role of Chair outlined in Code 9.11, 9.13-15)	Adopted	Code 9.16 July 2015  Code 9.11, 9.13-15	July 2015		SO/TOR 16 Code 16 Chair's role description
8.	Principal responsible for executive management of College and day-to-day direction. Ensure prompt and coherent management reports to Governors, including major risk and opportunities, facilitating appropriate opportunities to meet students and staff	Duty Adopted	Article 3 (2) Code 9.21 July 2015 Code 9.22 July 2015	Principal July 2015	Delegated	I&As Principal's job description Scheme of delegation Code
9.	Appointment of Clerk (independent reporting to Board with appropriate skills and experience to facilitate effective governance) Protect Clerk's ability to carry out their responsibilities, including training/development, adequate time and resources. Clerk to inform Board if they believe any proposed action would exceed powers/regulatory risk	Duty Adopted	Instrument 7 Code 9.3 July 2015  Code 9.23, 9.24 July 2015	Selection Panel to be established  July 2015	Recommendation  Chair  Clerk	I&As SO/TOR 6 Clerk's job description Scheme of delegation Code
10.	Eligibility of Governors	Duty	Instrument 8 Delegated by the Board	Clerk	Delegated	I&As SO/TOR 11
11.	Members terms of appointment	Duty	Instrument 9	S&G Committee	Recommendation	I&As

						SO/TOR 3
12.	Removal of Member from office	Duty	Instrument 10	S&G Committee	Recommendation	I&As SO/TOR 12, 13
13.	Public access to meetings	Duty	Instrument 16	S&G Committee	Recommendation	I&As SO/TOR 8.11-8.18
14.	Publication of Board and Committee agendas, minutes and reports <a href="#">Comply with Freedom of Information Act</a>	Duty  <a href="#">Adopted</a>	Instrument 17 Delegated by the Board <a href="#">Code 2.5 July 2015</a>	Clerk	Delegated	I&As SO/TOR 8.11-8.18, Appendix 4 <a href="#">Code</a>
15.	Payment of Governors' travel, subsistence and other expenses	Duty	Instrument 18 Delegated by the Board <a href="#">Code 9.30 July 2015</a>	Finance Director and Clerk	Delegated	I&As SO/TOR 15.1-15.3 <a href="#">Code</a>
16.	Change of name of Corporation	Duty	Instrument 20	Principal	Recommendation	I&As
17.	Determination and review of educational character, mission and oversight of activities <a href="#">Provide strategic leadership, formulate and agree mission and strategy, including defining the ethos of the College and oversight of corporate social responsibility</a>	Duty  <a href="#">Adopted</a>	Articles 3(1)(a), 9(1)(a)  <a href="#">Code 1.1. 1.5 July 2015</a>	Q&S Committee  <a href="#">Board July 2015</a>	Recommendation	I&As SO/TOR 2.4, Appendix 2 <a href="#">Code</a>
18.	<a href="#">Approve strategic plan based on assessment of need, reflecting interests and needs of stakeholders</a>	<a href="#">Adopted</a>	<a href="#">Code 1.2. 1.3 July 2015</a>	<a href="#">Board July 2015</a>		<a href="#">SO/TOR 2.4, Appendix 2</a> <a href="#">Code</a>
19.	<a href="#">Identify and adopt KPIs covering financial health, teaching and learning, student experience and outcomes, staff performance and stakeholder opinions</a>	<a href="#">Adopted</a>	<a href="#">Code 1.6 July 2015</a>	<a href="#">Board July 2015</a>		<a href="#">SO/TOR Appendix 4.1. 6.2.1</a> <a href="#">Code</a>
20.	Establish annual operating plan identifying aspects of strategic plan being implemented each year	<a href="#">Adopted</a>	<a href="#">Code 1.7 July 2015</a> Delegated to Principal	<a href="#">Board July 2015</a>	Recommendation	<a href="#">Code</a>
21.	<a href="#">Monitor and scrutinise College's activities using external benchmarks, challenge shortfalls in performance and ensure weaknesses are addressed</a>	<a href="#">Adopted</a>	<a href="#">Code 1.8 July 2015</a>	<a href="#">Board July 2015</a>	<a href="#">Board and Committees</a>	<a href="#">SO/TOR Appendix 4</a> <a href="#">Code</a>
22.	<a href="#">If serious issues are anticipated which could affect future sustainability, consider all options and complete a Structure and Prospects Appraisal</a>	<a href="#">Adopted</a>	<a href="#">Code 1.4 July 2015</a>	<a href="#">Board July 2015</a>	<a href="#">Board, Committees and management</a>	<a href="#">Code</a>

23.	Publish arrangements to obtain views of staff and students on determination and periodic review of educational character, mission and oversight of activities	Duty	Articles 3(1) (b)	Q&S Committee	Recommendation	I&As SO/TOR Appendix 4.5.6.12
24.	Approve the quality strategy (incorporated within strategic plan)	Duty	Articles 3(1) (c)	Strategic Planning Working Group could be established if required	Recommendation	I&As SO/TOR 2
25.	Effective and efficient use of resources, solvency and safeguarding assets <a href="#">Affordable financial strategy and plans to ensure sustainability/ solvency of College, set annual budget, approved by Board</a>	Duty  Adopted	Articles 3(1) (d) 9(1)(c) FM 13,19 ACOP 19 <a href="#">Code 6.1 July 2015</a>	F&E Committee Audit Committee	Recommendation Recommendation	I&As SO/TOR 2
26.	Approve annual estimates of income and expenditure	Duty	Articles 3(1)(e) 9(1)(b)	F&E Committee	Recommendation	I&As SO/TOR 2
27.	Appointing, grading, suspension, dismissal, pay and conditions of senior post holders and clerk. <a href="#">Decisions informed by benchmarking data and performance appraisal.</a> <a href="#">Advice from auditor on legitimacy of any severance payment</a>	Duty  Adopted	Articles 3(1) (f), 9(1, 2) and 10 (1-5) FM 23 <a href="#">Code 9.9 July 2015</a> <a href="#">Code 9.10 July 2015</a>	Establish Selection Panel for appointments <a href="#">Chair/Vice Chair and F&amp;E Committee Chair</a>	Recommendation  <a href="#">Recommendation</a> <a href="#">Recommendation</a>	I&As SO/TOR 2  <a href="#">Code AoC annual SPH salary survey</a>
28.	<a href="#">Produce a Remuneration Annual Report to the governing body</a>	Adopted	<a href="#">AoC Senior Staff Remuneration Code</a>	<a href="#">Remuneration Committee</a>	<a href="#">Recommendation</a>	<a href="#">SO/TOR Appendix 4.4</a>
29.	Setting pay and conditions framework for all other staff	Duty	Articles 3(1) (g)	F&E Committee	Recommendation	I&As SO/TOR Appendix 2
30.	Establish Committees and delegate functions	Duty	Articles 4(1)	Committees	Recommendation	I&As SO/TOR Appendix 4 Scheme of delegation
31.	Determination of Committee Membership	Duty	Articles 4(2)	S&G Committee	Recommendation	I&As SO/TOR Appendix 4.1.6
32.	Establish Search Committee	Duty	Articles 5	Board	Decision	I&As SO/TOR Appendix 4.1

33.	Establish Audit Committee, its terms of reference in accordance with ACOP 25	Duty	Articles 6 FM 20, ACOP 16	Board	Decision	I&As SO/TOR Appendix 4.2
34.	Policy on attendance at Committee meetings by non-members of the Corporation	Duty	Articles 8 Delegated by the Board	S&G Committee	Delegated	I&As SO/TOR 8.1-8.5
35.	Modification/Revocation of Articles following consultation. <a href="#">Set out the Board's primary responsibilities in I&amp;AGs</a>	Duty <a href="#">Adopted</a>	Articles 9(f), Instrument 22 <a href="#">Code 2.3 July 2015</a>	S&G Committee	Recommendation	I&As SO/TOR 2.4.f <a href="#">Code</a>
36.	Rules for conduct of staff	Duty	Articles 11 Delegated by the Board	F&E Committee Principal	Delegated	I&As SO/TOR Appendix 4.3.6
37.	Grievance, suspension and disciplinary procedures for staff including senior post holders	Duty	Articles 13	F&E Committee	Recommendation	I&As SO/TOR Appendix 4.3.6, 4.4.6
38.	Approve Student Union constitution	Duty	Articles 15(1)	No Student Union		I&As
39.	Present Student Union's annual audited accounts	Duty	Articles 15(2)	No Student Union		I&As
40.	Set rules concerning conduct of students including procedures for suspension and expulsion	Duty	Articles 15(3)  Delegated by the Board	Principal	Delegated	I&As Principal's job description
41.	Set policy by which tuition and other fees are determined	Duty	Articles 16	F&E Committee	Recommendation	I&As SO/TOR Appendix 4.3.6.1.9
42.	Examination and evaluation of systems of internal financial control and other control	Duty	Articles 18 Delegated by the Board	Audit Committee	Delegated	I&As SO/TOR Appendix 4.2.6.
43.	Keep proper accounts and prepare financial statements	Duty	Articles 19	F&E Committee Audit Committee	Recommendation Recommendation	I&As SO/TOR Appendix 4.3.6.1
44.	Make bye-laws subject to provisions in the I&As	Duty	Articles 20	Committees	Recommendation	I&As
45.	Dissolve the Corporation and provide for the transfer of its property, rights and liabilities	Duty	Articles 23	Board	Decision	I&As
46.	Make proposals on character and mission	Duty	Articles 3(2)(a)	Principal	Recommendation	I&As SO/TOR Appendix 2

						Principal's job description
47.	Determination of academic activities	Duty	Articles 3(2)(b) Delegated by the Board	Principal	Delegated	I&As SO/TOR Appendix 2 Principal's job description
48.	Prepare annual estimates of income and expenditure, management of budget and resources	Duty	Articles3(2)(c)	Principal	Recommendation	I&As SO/TOR Appendix 2 Principal's job description
49.	The organisation, direction, management of institution and leadership of staff Board assured management-led systems in place provide very best affordable learning experience for students. Through constructive and supportive challenge, monitor policy implementation	Duty  Adopted	Articles 3(2)(d) Delegated by the Board Code 3.4 July 2015  Code 3.3	Principal	Delegated	I&As SO/TOR Appendix 2 Principal's job description Code
50.	Appointment, grading, appraisal, suspension, dismissal, determination of pay and conditions of staff other than senior post holders within framework set by Corporation	Duty	Articles 3(2)(e) Delegated by the Board Pay award not delegated	Principal  F&E Committee	Delegated  Recommendation	I&As SO/TOR Appendix 2 Principal's job description
51.	Maintain student discipline, suspension and expulsion under procedures approved under Articles 18(3)	Duty	Articles 3(2)(f) Delegated by the Board	Principal	Delegated	I&As SO/TOR Appendix 2 Principal's job description
52.	Properly manage and develop accommodation	Duty	Articles 3(1) (d) FA FM 14 Delegated by the Board if included in budget (depends on project cost)	F&E Committee Principal	Delegated	I&As SO/TOR Appendix 4.3.6.3
53.	Approve disposal of, lease or rent land/ buildings. (Notify ESFA)	Duty	Articles 3(1) (d) FM 15	F&E Committee	Recommendation	I&As SO/TOR Appendix 4.3.6.1.4
54.	Adopt effective systems of control and risk management that promote VFM, efficient use of capital estate and technology, meet	Adopted	Code 6.2 July 2015	Audit Committee F&E Committee	Recommendation Recommendation	SO/TOR Appendix 4.2,3

	<a href="#">mandatory audit requirement, produce accurate quality-assured data</a>					
55.	Value for Money Report	Duty	Articles 3(1) (d) Internal Auditors (advisory) ACOP 19	Audit Committee	Recommendation	I&As, ACOP SO/TOR Appendix 4.2
56.	Treasury Management Report	Duty	Articles 3(1) (d)  Internal Auditors (advisory)	F&E Committee	Recommendation	I&As SO/TOR Appendix 4.3.6.1 1
57.	Risk Management Policy. Risk Register with links to Strategic Plan	Duty	FM 18 ACOP 19	Audit Committee	Recommendation	FM,ACOP SO/TOR Appendix 4.2
58.	<a href="#">Ensure statement of internal control explains risk management arrangements in corporate governance section of audited financial statements</a>	<a href="#">Adopted</a>	<a href="#">Code 6.8 July 2015</a>	<a href="#">Clerk/ Director of Finance/Audit/F&amp;E</a>	<a href="#">Recommendation</a>	<a href="#">Code SO/TOR Appendix 4.2</a>
59.	<a href="#">Comply to funding agencies mandatory requirements relating to audit including adherence to ACOP</a>	<a href="#">Adopted</a>	<a href="#">Code 6.9 July 2015</a>	<a href="#">Audit Committee</a>	<a href="#">Recommendation</a>	<a href="#">ACOP Code</a>
60.	<a href="#">Audit Committee support Board and Principal by reviewing comprehensiveness, reliability and integrity of assurances: governance, risk management and internal control framework and produce annual report to Board</a>	Duty <a href="#">Adopted</a>	ACOP 19 <a href="#">Code 6.10 July 2015</a>	Audit Committee	Recommendation	ACOP SO/TOR Appendix 4.2 <a href="#">Code</a>
61.	<a href="#">Board ensure effective arrangements for the management and quality assurance of data. Audit Committee to provide assurance to the Board in a statement on data quality</a>	<a href="#">Adopted</a>	<a href="#">Code 6.11 July 2015</a>	<a href="#">Audit Committee</a>	<a href="#">Recommendation</a>	<a href="#">Code SO/TOR Appendix 4</a>
62.	Approve Audit Committee's annual report which includes the Internal Auditor's strategic and annual internal audit plan, and annual report.	Duty	ACOP 19	Audit Committee	Recommendation	ACOP SO/TOR Appendix 4.2
63.	Accounting Officer to ensure compliance with ESFA Financial Memorandum <a href="#">Comply with funding agencies' financial memorandum/conditions of funding</a>	Duty  <a href="#">Adopted</a>	FM 9, 10 Delegated by the Board <a href="#">Code 6.3 July 2015</a>	Principal  <a href="#">Finance Director/Clerk</a>	Delegated  <a href="#">Delegated/ Recommendation as applicable</a>	FM Principal's job description <a href="#">Code</a>



64.	Inform funding agencies of any 'materially adverse' change to circumstances	Adopted	Code 6.4 July 2015	F&E Committee/Audit Finance Director (College Auditors could identify issues)	Recommendation	Code SO/TOR Appendix 4.2
65.	Approve annual Members' Report and Financial Statements which are made widely available internally and externally. Members' Report to set out governance arrangements including extent the Code adopted. Board should use to account to stakeholders on performance and prospects of the College. Include policy and measurable objectives or cross-reference to separate report. S&G Committee produce annual report describing Committee's work, recruitment and E&D policy, measurable objectives and progress.	Duty Adopted	FM 17 ACOP 19 Code 2.6, 7, 6.12 July 2015  Code 8.7  Code 9.28	F&E Committee Audit Committee	Recommendation Recommendation	FM, ACOP SO/TOR Appendix 4.2,4.3 Code
66.	Approve Financial Statements Auditor's management letter for submission to ESFA	Duty	ACOP 24	Audit Committee	Recommendation	ACOP SO/TOR Appendix 4.2
67.	Monitor implementation of recommendations from management letter and Financial Statements/other Audit reports	Duty	ACOP 19	Audit Committee	Recommendation	ACOP SO/TOR Appendix 4.2
68.	Approve Chair to sign letter of representation for submission to ESFA	Duty	ESFA ACOP	F&E Committee	Recommendation	ACOP SO/TOR Appendix 4.2
69.	Approve annual College budget	Duty	ESFA	F&E Committee	Recommendation	SO/TOR Appendix 4.3
70.	Review ESFA's response to financial plan and confirmation of financial health		ESFA Delegated by the Board	F&E Committee	Delegated	SO/TOR Appendix 4.3
71.	Set a budget timetable	Good practice	Delegated by the Board	F&E Committee	Delegated	SO/TOR Appendix 4.3
72.	Appoint Financial Statements, Regularity and other assurance providers, including Internal Auditors	Duty	ACOP 19	Audit Committee	Recommendation	ACOP SO/TOR Appendix 4.2
73.	Foster exceptional teaching and learning; secure coherent provision for students that leads to further learning; appropriate mechanisms for effective oversight of quality	Adopted	Code 4.1 July 2015	Q&S Committee	Delegated	Code SO/TOR Appendix 4.5

	and inclusivity of learning experience.					
74.	Receive results of student surveys and monitor improvement plans	Adopted	Code 4.7 July 2015	Q&S Committee	Delegated	Code SO/TOR Appendix 4.5
75.	Awareness of expectations of external bodies and quality standards (including new initiatives in teaching and learning)	Adopted	Code 4.6 July 2015	Q&S Committee	Recommendation of SAR	Code SO/TOR Appendix 4.5
76.	Executive provide Governors with external validation of internal observation reports and actions to address any weakness	Adopted	Code 4.3 July 2015 Delegated by the Board	Q&S Committee	Delegated	Code SO/TOR Appendix 4
77.	Ensure Auditors adhere to professional standards by monitoring against performance indicators		ACOP 19 Delegated by the Board	Audit Committee	Delegated	ACOP SO/TOR Appendix 4. 2
78.	Ensure effective governance arrangements for controls, reporting and delegating systems for partnerships or new business acquisitions	Adopted	Code 7.2 July 2015	Audit Committee	Delegated	Code SO/TOR Appendix 4.1
79.	New ventures present opportunities, significant challenges and risks to college. Board must approve such strategic developments with regular reports from executive on performance of partnerships and external businesses	Adopted	Code 7.4 July 2015	Audit Committee/ F&E Committee	Recommendation	Code SO/TOR Appendix 4 2, 4.3
80.	For all subsidiary entities:- <ul style="list-style-type: none"> <li>Ensure entity's board possesses attributes to provide proper stewardship and control</li> <li>Appoint suitably qualified directors/ trustees who are not members of the Board/staff/students of the College</li> <li>Ensure the entity's board conducts business in accordance with a recognised and appropriate code of governance</li> </ul>	Adopted	Code 7.5	Audit Committee/ F&E Committee S&G Committee	Recommendation	Code
81.	Ensure all college policies, particularly safeguarding, actively implemented in subsidiaries/partnerships	Adopted	Code 7.8 July 2015	Q&S Committee	Delegated	Code SO/TOR Appendix 4.5
82.	Assurance student voice heard through partnership activities	Adopted	Code 7.9 July 2015	Q&S Committee	Delegated	Code SO/TOR Appendix 4.5
83.	Facilitate and enable collaboration and partnerships ensuring the College's financial	Adopted	Code 7.1, 7.3, 7.5, 7.6, 7.7 July 2015	F&E Committee/ Audit	Recommendation	Code SO/TOR Appendix 4.3

	sustainability. Scrutinise potential financial or reputational risks, conform to charity law and regulation with clear corporate governance arrangements					
84.	Succession planning to maintain appropriate balance of skills, experience and progressive refreshing of key roles. Renew Governors' appointment subject to satisfactory performance – attendance, contribution and against the skills audit	Adopted	Delegated by the Board Code 9.20, 9.29 July 2015	S&G Committee	Delegated	SO/TOR Appendix 4.1 Code
85.	Monitor attendance of Governors and Committee Members	Duty	Instrument clause 10 (2)(b) ESFA. Code 9.29 Delegated by the Board	S&G Committee	Delegated	I&As SO/TOR Appendix 4.1
86.	The Board must be clear how performance will be measured. It should adopt KPIs covering financial health, teaching and learning, student experience and outcomes, staff performance and stakeholder opinions	Adopted	Code 1.6, 4.8 July 2015	Principal	Recommendation	SO/TOR Appendix 4 Code
87.	Assess reputation of College and stakeholders' views	Adopted	Code 1.6, 3.6, 5.2-5.5,5.7 July 2015	Principal	Recommendation	Code Principal's job description
88.	Be responsive to the community and relevant employment trends, build relationship with LEP/employer-led local groups	Adopted	Code 5.1 July 2015	Principal	Recommendation	Code Principal's job description
89.	Regularly review Board's effectiveness ensuring continuous improvement. Assess performance against values and principal responsibilities in the Code	Adopted	Code 10.1 July 2015	S&G Committee/Clerk Delegated	Recommendation	SO/TOR Appendix 4 Code
90.	Conduct a regular, full and robust review of the Board and its committees' effectiveness (assessment against Code).	Adopted	Code 10.4 July 2015	S&G Committee/Clerk/ Chair/Vice Chair/ Committee Chairs	Delegated	SO/TOR Appendix 4.1 Code
91.	Board should reflect on success of College as a whole to meet strategic objectives, associated performance measures and Board's contribution to	Adopted	Code 10.6 July 2015			Code

	success					
92.	Benchmark Board's performance and processes against comparable institutions where possible	Adopted	Code 10.7 July 2015	S&G Committee/Clerk	Delegated	SO/TOR Appendix 4.1 Code
93.	Annually reflect on extent Committees have met their terms of reference and remain fit for purpose	Adopted	Code 10.3 July 2015	Clerk/Chair/Committee Chairs		SO/TOR Appendix 4 Code
94.	Publish action plan to address governance performance reviews in annual report	Adopted	Code 10.9 July 2015	Clerk/S&G Committee	Recommended for approval	SO/TOR Appendix 4.1 Code
95.	Take account of views of executive, relevant bodies and stakeholders. Review should include external perspective, e.g. facilitated by Governor/Clerk from another college. Timed to feed into SAR	Adopted	Code 10.8 July 2015	Clerk/S&G Committee	Delegated	SO/TOR Appendix 4.1 Code
96.	Approve the College's Self Assessment Report benchmarked against national norms and sufficiently detailed to provide assurance learning experience is monitored with appropriate learning resources available	Duty Adopted	ESFA, Ofsted Code 4.2 July 2015	Q&S Committee	Recommendation	SO/TOR Appendix 4.1 Code
97.	Effective arrangements for management of quality assurance of data, including statement on data quality from Audit Committee	Adopted	Code 6.11 July 2015	CMT Q&S Committee Audit Committee		SO/TOR Appendix 4.2, 4.5 Code
98.	Secure implementation of strategy ensuring effective under-pinning policies and systems in place. Endorse appropriate policies	Adopted	Code 3.1 July 2015 Code 3.2 July 2015	All Committees	Delegated/ Recommendation as applicable	SO/TOR Appendix 4 Code
99.	Establish adequate and effective College assurance frameworks	Duty	ACOP 19 Delegated by the Board	Audit Committee	Delegated	ACOP SO/TOR Appendix 4
100.	Publish complaints and whistleblowing policies and procedures with report to Board on complaints and resolutions	Duty Adopted	Legislation ACOP 19 Delegated by the Board Code 2.9, 3.8 July 2015	Audit Committee F&E Committee	Delegated	ACOP SO/TOR Appendix 4.2 Code
101.	Approve Fraud Policy and report any incidents of fraud to ESFA, and Anti Bribery Policy (within Financial Regulations) and report incidents to Audit Committee	Duty	ESFA FM 21 ACOP 19 Delegated by the Board	F&E Committee Audit Committee	Delegated Delegated	ACOP SO/TOR appendix 4.2
102.	Comply with funding agencies' Financial	Duty in FM		F&E Committee	Delegated	SO/TOR Appendix 4.2,

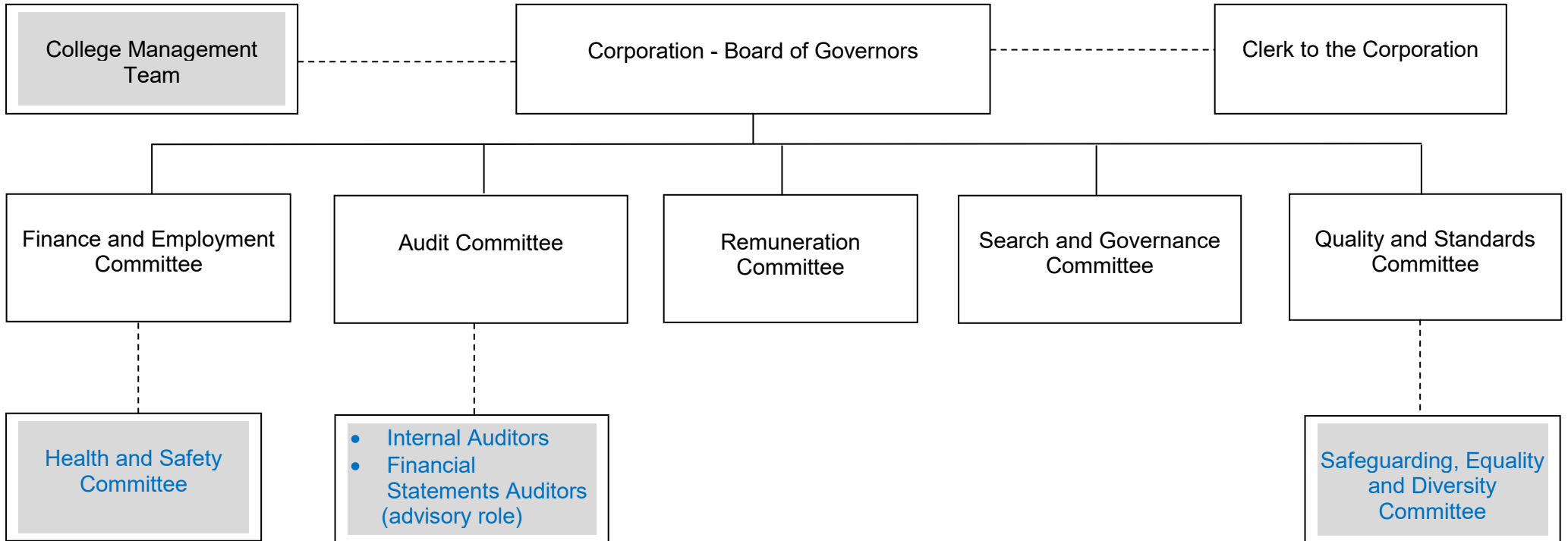
	Memorandum and meet funding conditions	Adopted	Code 6.3 July 2015	Audit Committee		4.3 Code
103.	Approve Financial Regulations and appropriately documented delegations/ procedures approved by Board specifying financial responsibilities and authority of committees/staff	Adopted	Code 6.5 July 2015	F&E Committee	Recommendation	SO/TOR Appendix 4.3 Scheme of delegation Code
104.	Establish robust arrangements for accurate and timely monthly financial reporting and control	Duty Adopted	Articles 3(1) Code 6.6-7 July 2015	F&E Committee	Recommendation	I&As SO/TOR Appendix 4.3
105.	Establish robust arrangements for HR practices and workforce strategy reflecting ethos of the College to aid teaching and learning. HR strategies should take account of E&D in respect of pay awards	Duty Adopted	Articles 3(1)(d), 13 Legislation Code 4.5, 8.5 July 2015 Delegated by the Board	F&E Committee Principal	Delegated	I&As Legal requirement SO/TOR Appendix 4.3
106.	Establish robust arrangements for child protection and safeguarding. Provide safe environment and meet duties of Counter-Terrorism and Security Act 2015	Duty Adopted	Ofsted Legislation Code 3.7 July 2015	Q&S Committee Q&S Committee	Recommendation Recommendation	Legal requirement SO/TOR Appendix 4.5
107.	Establish robust arrangements to ensure equality and diversity embedded including meeting Equality Duty	Duty Adopted	Ofsted, Equality Duty legislation Code 8.1, 8.2, 8.3, 8.4 July 2015	Q&S Committee F&E Committee S&G Committee	Recommendation	Legal requirement SO/TOR Appendix 4.5
108.	Establish robust health and safety practices and procedures	Duty	Ofsted, ESFA and legislation Delegated by the Board	F&E Committee Principal	Delegated	Legal requirement SO/TOR Appendix 4.3
109.	Comply to Freedom of Information legislation conducting affairs openly and transparently with public access to appropriate information about the Board's proceedings	Duty Adopted	ESFA FM 26 Legislation Delegated by the Board Code 2.5 July 2015	Finance Director Clerk	Delegated	Legal requirement, FM,SO/TOR 14
110.	Comply to General Data Protection Regulation	Duty	Legislation Delegated by the Board	Finance Director	Delegated	Legal requirement SO/TOR 14
111.	Monitor student attendance, retention and withdrawals	Adopted	Ofsted Delegated by the Board	Q&S Committee	Delegated	SO/TOR Appendix 4.5
112.	Monitor student success rates against previous year's target and setting targets	Adopted	Ofsted Delegated by the Board	Q&S Committee	Delegated	SO/TOR Appendix 4.5
113.	Monitor student destinations	Adopted	Ofsted	Q&S Committee	Delegated	SO/TOR Appendix 4.5

			Delegated by the Board			
114.	Give close regard to students' voice and experience	Adopted	Ofsted, Code 1.6, 3.5 July 2015 Delegated by the Board	Q&S Committee	Delegated	SO/TOR Appendix 4.5 Code
115.	Gain assurance that management-led systems provide best affordable learning experience for all students	Adopted	Code 3.4 July 2015	Q&S Committee F&E Committee	Delegated	Code
116.	Establish robust business continuity planning arrangements	Adopted	Internal Auditors (advisory) Delegated by the Board	Audit Committee	Delegated	SO/TOR Appendix 4.2
117.	Refresh mission and strategy annually and publish including process involving key stakeholders every three years.	Adopted	Code 1.9,10 July 2015	S&G Committee	Recommendation	SO/TOR Appendix 4.1 Code
118.	Publish on website an account of College's engagement with main communities it serves, progress to meeting education/training needs/ aims to meet future needs	Adopted	Code 5.6 July 2015 Delegated to the Principal and Deputy Principal	Principal and Deputy Principal	Delegated	Code Strategic Plan
119.	Accountable for College's business and comply with relevant legislation. Seek assurances the Board meets all legal and regulatory requirements imposed on corporate body. Schedule of dates and business timetable in place	Adopted	Code 2.1, 2, 4 July 2015  Delegated by the Board	Board and Committees Clerk and S&G Committee	Delegated	SO/TOR Code
120.	Fulfil duties in line with standards in public life, avoid conflicts of interest, act in interests of College	Adopted	Code 2.10 July 2015	Governors and Clerk	Delegated	SO/TOR 11 Code
121.	Abide by principle of collective decision-making/stand by Board's decision	Adopted	Code 2.11 July 2015	Governors and Clerk	Delegated	SO/TOR 11 Code
122.	Openness and engagement in Board discussion. Matters whereby specific Governors should not be party to discussions, should be addressed as conflict of interest or confidential item	Adopted	Code 9.5 July 2015	Governors and Clerk	Delegated	SO/TOR 11 Code
123.	Governors committed to contribute proactively to meetings and seen as advocates to the College. Bring their knowledge and expertise, support and challenge executive ensuring	Adopted	Code 9.17 July 2015	Governors and Clerk	Delegated	SO/TOR 11 Code

	student interest put first					
124.	Governors able to allocate sufficient time to undertake duties effectively. Board agree indication of time expectation in role description	Adopted	Code 9.18 July 2015	Governors and Clerk	Delegated	SO/TOR 11 Code
125.	Governors to act in best interest of the College, not selectively or in interests of a particular constituency. Act with honesty, frankness and objectivity, taking decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.	Adopted	Code 9.19 July 2015	Governors and Clerk	Delegated	SO/TOR 11 Code
126.	Governors ensure individually and collectively they have or acquire sufficient understanding about the College and educational landscape to be fully engaged in affairs of the Board. Clerk to maintain records of Governors' development activity	Adopted	Code 9.32 July 2015	Clerk/Chair S&G Committee Individual Governors	Delegated	SO/TOR 11 Code
127.	Ensure organised and clear governance and management structures, well understood delegations and authorities and Governors are capable, knowledgeable and supported	Adopted	Code 9.1 July 2015 Delegated by the Board	Clerk/Chair/ S&G Committee	Delegated	SO/TOR document Scheme of delegation Code
128.	Be alert to College issues using various methods to meet students, staff, parents and employers, e.g. <del>Board Champions</del> , learning walks and attending College awards' events	Adopted	Code 4.4 July 2015 learning walks, students invited to some Governors' Workshops, Governors invited to student awards events	S&G Committee/ Clerk	Delegated	SO/TOR Appendix 4.1, 4.5 Code
129.	Ensure fair and appropriate remuneration	Adopted	AoC Remuneration Code Dec 2018	Remuneration Committee	Delegated Recommendation	SO/TOR Appendix 4.4
130.	Produce a Remuneration Committee Annual Report to the governing body	Adopted	AoC Remuneration Code Dec 2018	Remuneration Committee	Delegated	SO/TOR Appendix 4.4

**Scheme of Delegation Appendix B**

**HEREFORDSHIRE, LUDLOW AND NORTH SHROPSHIRE COLLEGE BOARD, COMMITTEE AND WORKING GROUPS STRUCTURE CHART**



**KEY**

- Denotes College areas reporting to Committees
- Blue text Outside of the Board and Committee structure with membership of College Committees including a Governor
- Unshaded Strategic role
- Shaded Operational role



