



Governors' Handbook 2016-17

Section 1 - Governors Handbook Contents, Current Membership and Business

(All policies in the Governor's Handbook are subject to annual review – the next review is scheduled for July 2017)

CONTENTS

Section 1 – Governors Handbook Contents, Current Membership and Business

	Page Ref
List of Contents of the Governors Handbook	Section 1 - 1
Determination of Membership	Section 1 - 5
Members of the Governing Body	Section 1 - 6
Members of Governing Body Committees	Section 1 - 7
Governing Body Calendar	Section 1 - 8
Governing Body Annual Cycle of Business	Section 1 - 9

Section 2 – Legal Framework, Standing Orders, & Terms of Reference

	Page Ref
Instrument and Articles of Government	Section 2 - 2
Charitable Status of Colleges	Section 2 - 17
Standing Orders	Section 2 - 18
Terms of Reference of Committees:	
- Audit	Section 2 - 29
- Finance & General Purposes	Section 2 - 33
- Planning & Performance	Section 2 - 36
- Special	Section 2 - 37
- Selection	Section 2 - 39
- Joint Search & Governance (Coulsdon College & Reigate College)	Section 2 - 41

Section 3 – Roles & Responsibilities

	Page Ref
Governor Roles, Responsibilities & Person Specification	Section 3 - 2
10 Point Guide for Governors	Section 3 - 5
Statement of Responsibilities of the Chair & Vice Chair	Section 3 - 6
Governance & Management Policy Statement	Section 3 - 9
Key Functions of the Clerk	Section 3 - 11
Code of Conduct	Section 3 - 13
Annual Eligibility Declaration	Section 3 - 19
Role Descriptor – Governor with specific responsibility for Safeguarding & Prevent	Section 3 - 20

Section 4 – Training, Development & Self Assessment

	Page Ref
Governors Training & Development Policy	Section 4 - 2
Governor Training Needs Analysis	Section 4 - 3
Meeting/Training Evaluation	Section 4 - 6
Governor Induction Programme	Section 4 - 8
Governance Performance Indicators and Self Assessment	Section 4 - 18

Section 5 – Governance Policies & Procedures

	Page Ref
Disciplinary Procedure for Senior Postholders	Section 5 - 2
Grievance Procedure for Senior Postholders	Section 5 - 9
Governor Skills Audit Proforma	Section 5 - 13
Policy on the Conduct of Corporation Business	Section 5 - 15
Governor Financial Liability	Section 5 - 16
Governor Expenses	Section 5 - 18
Succession Planning Policy	Section 5 - 19
Policy on Attendance at Meetings & Access to Governing Body Business	Section 5 - 20
Policy on the Selection & Re-appointment of Governors	Section 5 - 23
Policy on the Removal of Governors	Section 5 - 28
Framework for Settlement Negotiations for Senior Postholders	Section 5 - 30
Policy on Complaints Made Against the Board	Section 5 - 31
Procedure to Follow for When the Corporation Acts Outside of its Powers	Section 5 - 33
Register of Interests	Section 5 - 35
Policy for Overseeing Organisational Change	Section 5 - 38
Parameters for Decision Making	Section 5 - 40

Section 6 – Key Reference Documents

	Page Ref
Funding Agency Memorandum	
Joint Audit Code of Practice	
Ofsted Common Inspection Framework September 2015	

DETERMINATION OF NUMBERS OF BOARD MEMBERS

Categories of membership	Number in each category
External	10
Staff	1
Student	1
Principal	1
Total number on the Board	13

CORPORATION MEMBERSHIP

Determination of 13 Members	Nominating Body	Name	Term of Office Expires
10 External Members	N/A	Mr Robert Hails	18/03/17
		Mr Ian Fortune	18/03/17
		Vacancy	
		Mr Michael Jones	18/03/17
		Mr Mark Coleman	18/03/17
		Cllr Chris Wright	31/07/17
		Mr Del Attah	31/12/18
		Mr Andrew Booth	31/12/18
		Ms Sharmin Joarder	31/03/19
Ms Phidelma Keating	31/03/19		
Principal Coulsdon College (i)	N/A	Mr Brett Freeman	From 01/01/15 for the period of his Principalship
Staff (1 member)	Staff of the College	Ms Yvonne White	31/07/17
Student (1 member)	Students of the College	Ms Akua Apeagyei	31/07/16

Chair: Mr Robert Hails
 Vice Chairs: Ms S Joarder & Mr Del Attah
 Clerk: Mr Jon Allen

COMMITTEE MEMBERSHIP

Planning & Performance Committee

Mr I Fortune (Committee Chair)
Mr R Hails
Ms Y White
Ms A Apegyei
Mr B Freeman
Ms P Keating
Mr A Booth

Finance & General Purposes Committee

Mr M Jones (Committee Chair)
Mr R Hails
Mr D Attah
Cllr C Wright
Mr B Freeman

Audit Committee

Mr M Coleman (Committee Chair)
Mr I Fortune
Ms S Joarder

Joint Search & Governance

Mr M Jones (Committee Chair)
Mr R Hails
Mr I Fortune
Ms J Tindle
Mr M Coleman

CORPORATION & COMMITTEE MEETINGS 2016/17

AUTUMN TERM 2016

MON	26/09/16	1800	CORPORATION MEETING
MON	14/11/16	1800	PLANNING & PERFORMANCE
MON	21/11/16	1800	FINANCE & GENERAL PURPOSES
MON	28/11/16	1800	AUDIT
MON	12/12/16	1800	CORPORATION MEETING

SPRING TERM 2017

MON	30/01/17	1800	PLANNING & PERFORMANCE
MON	20/02/17	1800	FINANCE & GENERAL PURPOSES
MON	27/02/17	1800	AUDIT
MON	06/03/17	1800	BOARD STRATEGY
MON	13/03/17	1800	CORPORATION MEETING

SUMMER TERM 2017

TUE	09/05/17	1800	JOINT GOVERNOR TRAINING & 'SOCIAL' WITH REIGATE GOVERNORS
MON	15/05/17	1800	PLANNING & PERFORMANCE
MON	19/06/17	1800	F&GP
MON	26/06/17	1800	AUDIT
MON	10/07/17	1800	CORPORATION MEETING

ANNUAL CYCLE OF BUSINESS (INDICATIVE)

FINANCE & GENERAL PURPOSES COMMITTEE:

Autumn	Spring	Summer
<ul style="list-style-type: none"> • Appoint Chair • Summary Action List • Accommodation Strategy • Receive & review management accounts including review of performance against agreed financial objectives • Review projected year-end outturn • Receive and review year-end accounts & Mgt Letter • Student Union Accounts 	<ul style="list-style-type: none"> • Summary Action List • Receive and review management accounts including review of performance against agreed financial objectives • Review projected year-end outturn • Review Tuition Fee Policy & Fees for next year • Review of Financial Regulations 	<ul style="list-style-type: none"> • Summary Action List • Receive and review management accounts including review of performance against agreed financial objectives • Receive and review budget for next year • Pay Award • Lettings Charging Policy • Annual Review of Long Term Contracts

PLANNING & PERFORMANCE COMMITTEE:

Autumn	Spring	Summer
<ul style="list-style-type: none"> • Appoint Chair • Summary Action List • Recruitment • Attendance • Success, Retention & Achievement • Progress (Against TMG) • Value Added • Teaching, Learning & Assessment • Progression & Destinations • Surveys (Staff & Students) • Self Assessment Report • Quality Improvement Plan • Staff Development Plan 	<ul style="list-style-type: none"> • Summary Action List • Attendance • Success, Retention & Achievement • Progress (Against TMG) • Teaching, Learning & Assessment • Progression & Destinations • Surveys (Staff & Students) • Quality Improvement Plan • Staff Development Plan 	<ul style="list-style-type: none"> • Summary Action List • Recruitment • Attendance • Success, Retention & Achievement • Progress (Against TMG) • Teaching, Learning & Assessment • Surveys (Staff & Students) • Child Protection Review • Curriculum Update • Quality Improvement Plan

AUDIT COMMITTEE

Autumn	Spring	Summer
<ul style="list-style-type: none"> • Appoint Chair • Summary Action List • Roll-Forward audit action plan • Internal Audit Annual report • Regularity audit final opinion & Mgt letter & year-end accounts • Review and recommend year-end accounts for Corporation approval • Annual Report from Audit Committee • Risk Management and Board Assurance Framework • Financial Statement Auditor Appointments/re-appointments assessments 	<ul style="list-style-type: none"> • Summary Action List • Roll-Forward audit action plan • Receive IA 1st report • Annual Review of value for money • Risk Management & Board Assurance Review • Regularity Audit Interim opinion & Mgt Letter 	<ul style="list-style-type: none"> • Summary Action List • Roll-Forward audit action plan • Regularity Audit • Internal Audit Plan and Audit Strategy for next year • Audit Plan for Financial Statements & Regularity • Risk Management & Board Assurance Review • Internal Audit Services appointment/re-appointment

JOINT GOVERNANCE & SEARCH COMMITTEE (ONLY IF REQUIRED)

Autumn	Spring	Summer
<ul style="list-style-type: none"> • Governor appointments/re-appointments 	<ul style="list-style-type: none"> • Governor appointments/re-appointments 	<ul style="list-style-type: none"> • Governor appointments/re-appointments

CORPORATION MEETINGS:

Autumn	Spring	Summer
<ul style="list-style-type: none"> • Summary Action List • Approve HR Strategy • Termly review of college performance against S/Plan Objectives • Year-end accounts • Regularity audit final opinion & Mgt letter • Internal Audit Annual report • Annual Report from the Audit Committee • Financial Statement Auditor 	<ul style="list-style-type: none"> • Summary Action List • Termly review of college performance against S/Plan Objectives • Review of Mission & Strategic direction • Tuition Fee Policy • Approve changes to Financial Regulations • Receive reports from all Committees and to consider resolutions arising 	<ul style="list-style-type: none"> • Summary Action List • Annual appointment of Chair & Vice Chair • Termly review of college performance against S/Plan Objectives • Approve 2-year financial forecast & Budget • Annual review of Risk management Policy • Appointment/re-appointment of IAS • Confirmation of

<p>Appointments/re-appointments</p> <ul style="list-style-type: none"> • Approve SAR incorporating Governance SAR • Receive reports from all Committees and to consider resolutions arising 		<p>Clerk's appraisal and clerking arrangements for next year</p> <ul style="list-style-type: none"> • Child Protection Annual Review • Annual Schedule of business and meeting dates • Receive reports from all Committees and to consider resolutions arising • Annual review of all confidential minutes to determine which minutes can be released into the public domain. • Annual election of Chair & Vice Chair
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Governors' Handbook

Section 2 – Legal Framework, Standing Orders, & Terms of Reference

INSTRUMENT & ARTICLES OF GOVERNMENT

***APPROVED BY THE BOARD OF GOVERNORS MARCH 2013 &
AMENDED 16 MARCH 2015***

INSTRUMENT OF GOVERNMENT

CONTENTS

1. Interpretation of the terms used
2. Composition of the Corporation
3. Determination of membership numbers
4. Appointment of the members of the Corporation
5. Appointment of the Chair and Vice-Chair
6. Appointment of the Clerk to the Corporation
7. Persons who are ineligible to be members
8. The term of office of a member
9. Termination of membership
10. Members not to hold interests in matters relating to the institution
11. Meetings
12. Quorum
13. Proceedings of meetings
14. Minutes
15. Public access to meetings
16. Publication of minutes and papers
17. Copies of the Instrument of Government
18. Change of name of the Corporation
19. Application of the seal

Interpretation of the terms used

1. In this Instrument of Government—
 - (a) any reference to “the Principal” shall include a person acting as Principal;
 - (b) “the Clerk” means the Clerk to the Corporation;
 - (c) “the Corporation” means any further education corporation to which this Instrument applies;
 - (d) “the institution” means the institution which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992(1);
 - (e) “this Instrument” means this Instrument of Government;
 - (f) “the CE of Skills Funding” means the Chief Executive of Skills Funding
 - (g) “meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use of telephone and or video-conferencing facilities it is possible for every person present at the meeting to communicate with each other;
 - (h) “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
 - (i) “parent member”, “staff member” and “student member” have the meanings given to them in clause 2;
 - (j) “the previous Instrument of Government” means the Instrument of Government relating to the Corporation which had effect immediately before 1st January 2008;
 - (k) “the Secretary of State” means the Secretary of State for Business Innovation and Skills;

1 1992 c.13.

- (l) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (m) “the students’ union” means any association of students formed to further the educational purposes of the institution and the interests of students, as students;
- (n) a “variable category” means any category of members whose numbers may vary according to clauses 2 and 3.

Composition of the Corporation

2.—(1) The Corporation shall consist of—

- (a) a minimum of twelve members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government;
- (b) if so determined by the Corporation, not more than one member who is a parent of a student under the age of 19 years attending the institution, who have been nominated and elected by other parents, or if the Corporation so decides, by a recognised association representing parents (“parent member”);
- (c) the Principal of the institution, unless the Principal chooses not to be a member;
- (d) one member of the institution’s staff who have a contract of employment with the institution and who have been nominated and elected as set out in paragraphs (3); and
- (e) at least one and not more than two members who are students at the institution and have been nominated and elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students (“student members”).

(2) A person, who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the institution for study, travel or for carrying out the duties of any office held by that person in the institution’s students’ union.

(3) Where the Corporation has decided that there is to be one staff member, the member may be a member of the academic staff or the non-academic staff and shall be nominated and/or elected by all staff.

(4) The appointing authority, as set out in clause 4, will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph (1).

Determination of membership numbers

3.—(1) Subject to paragraph (2), the number of members of the Corporation, and the number of members of each variable category shall be that decided by the Corporation.

(2) The Corporation may at any time vary the determination referred to in paragraph (1) and any subsequent determination under this paragraph provided that -

- (a) the number of members of the Corporation, shall not be less than twelve; and
- (b) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in Clause 2.

(3) No determination under this clause shall terminate the appointment of any person who is already a member of the Corporation at the time when the determination is made.

Appointment of the members of the Corporation

4 – (1) Subject to paragraph (2) the Corporation is the appointing authority in relation to the appointment of its members.

(2) If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.

(3) The appointing authority may decline to appoint a person as a parent, staff or student member if—

- (a) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
- (b) the appointment of the person would contravene any rule or bye-law made under article 20 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
- (c) the person is ineligible to be a member of the corporation because of clause 7.

(4) Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

Appointment of the Chair and Vice-Chair

5—(i) The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves.

(2) Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.

(3) If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.

(4) The Chair and Vice-Chair shall hold office for such period as the Corporation decides.

(5) The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk.

(6) If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.

(7) If the Corporation is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Vice-Chair from office and the office shall then be vacant.

(8) At the last meeting before the end of the term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.

(9) At the last meeting before the end of the term of office of the Vice-Chair, or at the first meeting following the Vice-Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.

(10) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.

(11) Paragraph (10) is subject to any rule or bye-law made by the Corporation under article 20 of the Articles of Government concerning the number of terms of office which a person may serve.

Appointment of the Clerk to the Corporation

6—(1) The Corporation shall appoint a person to serve as its Clerk, but the Principal may not be appointed as Clerk.

(2) In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk, but the Principal may not be appointed as temporary Clerk.

(3) Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).

(4) Subject to clause 13, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.

(5) The Clerk may also be a member of staff at the institution.

Persons who are ineligible to be members

7—(1) No one under the age of 18 years may be a member, except as a student member.

(2) The Clerk may not be a member.

(3) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal.

(4) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.

(5) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986(2), or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.

(6) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease—

- (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
- (b) if the bankruptcy order is annulled, at the date of that annulment; or
- (c) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
- (d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
- (e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.

(7) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.

(8) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if—

- (a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
- (b) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
- (c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.

(9) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.

(10) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Clerk.

2 1986.c.45 as amended by the Enterprise Act 2002 (c. 40)

The term of office of a member

8.—(1) A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.

(2) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 4 shall apply to the reappointment of a member as it does to the appointment of a member.

(3) Paragraph (2) is subject to any rule or bye-law made by the Corporation under article 20 of the Articles of Government concerning the number of terms of office which a person may serve.

Termination of membership

9.—(1) A member may resign from office at any time by giving notice in writing to the Clerk.

(2) If at any time the Corporation is satisfied that any member –

- (a) is unfit or unable to discharge the functions of a member; or
- (b) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

(3) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

(4) A student member shall cease to hold office—

- (a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
- (b) if expelled from the institution,

and the office shall then be vacant.

Members not to hold interests in matters relating to the institution

10 (1) A member to whom paragraph (2) applies shall -

- (c) disclose to the Corporation the nature and extent of the interest; and
- (d) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
- (e) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

(2) This paragraph applies to a member who—

- (a) has any financial interest in—
 - (i) the supply of work to the institution, or the supply of goods for the purposes of the institution;
 - (ii) any contract or proposed contract concerning the institution; or
 - (iii) any other matter relating to the institution; or
- (b) has any other interest of a type specified by the Corporation in any matter relating to the institution.

(3) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.

(4) Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member—

- (a) need not disclose a financial interest; and
- (b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
- (c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

(5) The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

Meetings

11—(1) The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.

(2) The Corporation shall determine its rules and procedures covering the use of e-governance.

(3) The Corporation shall determine its rules and procedures covering the use of decisions by written resolution, video and or teleconferencing.

(4) Subject to paragraphs (6) and (7) and to clause 12(4), all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda.

(5) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.

(6) A meeting of the Corporation, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any five members.

(7) Where the Chair, or in the Chair’s absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.

(8) Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

Quorum

12—(1) Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members, determined according to clause 3.

(2) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.

(3) If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.

(4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.

Proceedings of meetings

13—(i) Every question to be decided at a meeting of the Corporation shall be decided either by general consensus as determined by the Chair after taking into account the views of all members present or by a majority of the votes cast by members present and entitled to vote on the question.

(2) Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.

(3) A member may not vote by proxy or by way of postal vote.

(4) No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

(5) A member of the Corporation who is a member of staff at the institution, including the Principal, shall withdraw—

- (a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
- (b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
- (c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
- (d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

(6) A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under paragraph (5).

(7) A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal—

- (a) for the expenditure of money by the Corporation; or
- (b) under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

(8) A student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

(9) In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall—

- (a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
- (b) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.

(10) The Clerk—

- (a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and
- (b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (5).

(11) If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (10), the Corporation shall appoint a person from among themselves to act as Clerk during this absence.

(12) If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Corporation shall appoint a person from among themselves to act as Clerk to the committee during this absence.

Minutes

14—(1) Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph (2), at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.

(2) Paragraph (1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.

(3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.

(4) Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with clause 13(5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

Public access to meetings

15. The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Principal and in making its decision, it shall give consideration to clause 16(2).

Publication of minutes and papers

16—(1) Subject to paragraph (2), the Corporation shall ensure that a copy of—

- (a) the agenda for every meeting of the Corporation;
- (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
- (c) the signed minutes of every such meeting; and
- (d) any report, document or other paper considered at any such meeting,

shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.

(2) There shall be excluded from any item made available for inspection any material relating to—

- (a) a named person employed at or proposed to be employed at the institution;
- (b) a named student at, or candidate for admission to, the institution;
- (c) the Clerk; or
- (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

(3) The Corporation shall ensure that a copy of the signed minutes of every meeting of the Corporation, under paragraph (1), shall be placed on the institution's website, and shall remain on its website for a minimum period of 12 months.

(4) The Corporation shall review regularly all material excluded from inspection under paragraph (2)(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

Copies of the Instrument of Government

17. A copy of this Instrument shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy, and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

Change of name of the Corporation

18. The Corporation may change its name with the approval of the Secretary of State.

Application of the seal

19. The application of the seal of the Corporation shall be authenticated by—

- (a) the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
- (b) the signature of any other member.

ARTICLES OF GOVERNMENT

CONTENTS

1. Interpretation of the terms used
2. Conduct of the institution
3. Responsibilities of the Corporation, the Principal and the Clerk
4. The establishment of committees and delegation of functions generally
5. The search committee
6. The audit committee
7. Composition of committees
8. Access to committees by non-members and publication of minutes
- 9.,10., 11. Delegable and non-delegable functions
- 12., 13 Appointment and promotion of staff
14. Grievance, suspension and disciplinary procedures
15. Suspension and dismissal of the Clerk
16. Financial matters
17. Co- operation with the CE OF SKILLS FUNDING's auditor
18. Internal audit
19. Accounts and audit of accounts
20. Rules and bye-laws
21. Copies of Articles of Government and rules and bye-laws
22. Modification or replacement of the Instrument & Articles of Government
23. Dissolution of the Corporation

Interpretation of the terms used

1. In these Articles of Government—

- (a) any reference to “the Principal” shall include a person acting as Principal;
- (b) “the Articles” means these Articles of Government;
- (c) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair of the Corporation appointed under clause 6 of the Instrument of Government;
- (d) “the Clerk” has the same meaning as in the Instrument of Government;
- (e) “the Corporation” has the same meaning as in the Instrument of Government;
- (f) “the CE OF SKILLS FUNDING” means the Chief Executive of Skills Funding.
- (g) “parent member”, “staff member” and “student member” have the same meanings as in the Instrument of Government;
- (h) “the Secretary of State” means the Secretary of State for Innovation, Universities and Skills ;
- (i) “senior post” means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;
- (j) “the staff” means all the staff who have a contract of employment with the institution;
- (k) “the students’ union” has the same meaning as in the Instrument of Government.

Conduct of the institution

2. The institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.

Responsibilities of the Corporation, the Principal and the Clerk

3.—(1) The Corporation shall be responsible for the following functions—

- (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (aa) 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;
- (b) approving the quality strategy of the institution;
- (c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- (d) approving annual estimates of income and expenditure;
- (e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk’s appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- (f) setting a framework for the pay and conditions of service of all other staff.

(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 implementing the decisions 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 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) 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, where the Clerk is also a member of the staff; and
 - (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- (3) The Clerk shall be responsible for the following functions: -
- (a) advising the Corporation with regard to the operation of its powers;
 - (b) advising the Corporation with regard to procedural matters;
 - (c) advising the Corporation with regard to the conduct of its business; and
 - (d) advising the Corporation with regard to matters of governance practice.

The establishment of committees and delegation of functions generally

4.—(1) 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-

- (a) such committees;
- (b) the Chair, or in the Chair’s absence, the Vice-Chair; or
- (c) the Principal.

(2) 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 Corporation.

(3) The Corporation may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006(3) governing such arrangements.

The search committee

5.—(1) The Corporation shall establish a committee, to be known as the “search committee”, to advise on—

- (a) the appointment of members (other than as a parent, staff or student member); and
- (b) such other matters relating to membership and appointments as the Corporation may ask it to.

(2) The Corporation shall not appoint any person as a member (other than as a parent, staff or student member) without first consulting and considering the advice of the search committee.

(3) The Corporation may make rules specifying the way in which the search committee is to be conducted. A copy of these rules, together with the search committee’s terms of reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, shall be published on the institution’s website and shall be made available for inspection at the institution by any person during normal office hours.

(4) The Corporation shall review regularly all material excluded from inspection under paragraph (3) and shall make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

(3) 2006 c. 40.

The audit committee

6.—(1) The Corporation shall establish a committee, to be known as the “audit committee”, to advise on matters relating to the Corporation’s audit arrangements and systems of internal control.

(2) The audit committee shall consist of at least three persons and may include members of staff at the institution with the exception of those in senior posts, and shall operate in accordance with any requirements of the CE OF SKILLS FUNDING.

Composition of committees

7. Any committee established by the Corporation, other than the committee referred to in article 10, may include persons who are not members of the Corporation.

Access to committees by non-members and publication of minutes

8. The Corporation shall ensure that:—

- (a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and
- (b) the minutes of committee meetings, if they have been approved by the Chair of the meeting,

are published on the institution’s website and made available for inspection at the institution by any person, during normal office hours.

Delegable and non-delegable functions

9. The Corporation shall not delegate the following functions-

- (a) the determination of the educational character and mission of the institution;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
- (d) the appointment of the Principal or holder of a senior post;
- (e) the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk’s appointment in the capacity of a member of staff); and
- (f) the modification or revocation of these Articles.

10.—(1) The Corporation may not delegate -

- (a) the consideration of the case for dismissal, and
- (b) the power to determine an appeal in connection with the dismissal

of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

(2)The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.

11. The Principal may delegate functions to the holder of suitable senior manager post other than-

- (a) the management of budget and resources; and
- (b) any functions that have been delegated to the Principal by the Corporation.

Appointment and promotion of staff

12. The Corporation will set out in a policy the procedure for the appointment and promotion for senior post holders

13. The Principal shall have responsibility for selecting for appointment all members of staff other than -

- (a) senior post holders; and
- (b) where the Clerk is also to be appointed as a member of staff, the Clerk in the role of a member of staff.

Grievance, suspension and disciplinary procedures

14. The Corporation will set out in a policy disciplinary and dismissal procedures of senior post-holders

Suspension and dismissal of the Clerk

15.—(1) Where the Clerk is also a member of staff at the institution, the Clerk is to be treated as a senior post holder for the purposes of article 14.

(2) Where the Clerk is suspended or dismissed under article 14, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation.

Financial matters

16. The Corporation shall set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the CE OF SKILLS FUNDING.

Co- operation with the CE of Skills Funding's auditor

17. The Corporation shall co-operate with any person who has been authorised by the CE OF SKILLS FUNDING to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Corporation, including computer records.

Internal audit

18.—(1) The Corporation shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.

(2) The Corporation may arrange for the examination and evaluation mentioned in paragraph (1) to be carried out on its behalf by internal auditors.

(3) The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under article 19(3).

Accounts and audit of accounts

19.—(1) The Corporation shall

- (a) keep proper accounts and proper records in relation to the accounts; and
- (b) prepare a statement of accounts for each financial year of the Corporation.

(2) The statement shall—

- (a) give a true and fair account of the state of the Corporation's affairs at the end of the financial year and of its income and expenditure in the financial year; and

- (b) comply with any directions given by the CE of Skills Funding as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.
- (3) The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.
- (4) The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 18.
- (5) Auditors shall be appointed and audit work conducted in accordance with any requirements of the CE of Skills Funding.
- (6) The “financial year” means the first financial year and, except as provided for in paragraph (8), each successive period of twelve months.
- (7) The “first financial year” means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation with the CE of Skills Funding’s approval.
- (8) If the Corporation is dissolved—
 - (a) the last financial year shall end on the date of dissolution; and
 - (b) the Corporation may decide, with the CE of Skills Funding’s approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

Rules and bye-laws

20. The Corporation shall have the power to make rules and bye-laws relating to the government and conduct of the institution and these rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.

Copies of Articles of Government and rules and bye-laws

21. A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

CHARITABLE STATUS OF COLLEGES

Every college has charitable status and so is subject to the requirements of the Charities Act. Further education (FE) corporations and sixth form college (SFC) corporations are classified as 'exempt' charities. This means that they are not regulated by the Charity Commissioners but by a separate regulator. In the case of FE Corporations, this is the Department for Business, Innovation and Skills (BIS). In the case of SFC corporations, this is the Department for Education (DfE).

Governors are, however, trustees, and are therefore required to:

- apply the property and income of the college only for the purposes of the charity
- act only within their legal powers – not 'ultra vires'
- manage and protect the property of the college
- 'exercise the same degree of care in dealing with the administration of the charity as a prudent business person would in managing their own affairs or those of someone else for whom they are responsible'

The fundamental requirements of the Charities Act are set out in the Charity Commission's publication, Registering as a Charity (CC21).

Since colleges are charities, governors are only eligible to serve if they meet the criteria for appointment as charity trustees. They must be fit and able to discharge the duties of a governor and must not be bankrupts or former prisoners.

STANDING ORDERS FOR THE CONDUCT OF BUSINESS

INTERPRETATION

1. In these Standing Orders -

“College” means Coulsdon College

“Corporation” means the Corporation of Governors of Coulsdon College

“Committee” means a committee of the Corporation

“Chairman” means the chairman of the Corporation or of a Committee of the Corporation or of a meeting of the Corporation or a Committee as the context requires

“Vice-Chairman” means the vice-chairman of the Corporation or of a Committee of the Corporation as the context requires

“governor” means a member of the Corporation of Governors

“Principal” means the principal of Coulsdon College

words importing one gender shall import all genders and the singular number shall include the plural and vice versa (unless the context otherwise requires)

2. The ruling of the Chairman as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Corporation or a Committee, nor open to discussion.
3. These Standing Orders shall take effect subject to any statutory provision for the time being in force affecting further education corporations, in particular the Instrument and Articles of Government.

MEETINGS OF THE CORPORATION

4. Ordinary meetings of the Corporation shall be held at least once in each academic term on dates to be agreed by the Corporation.
5. All meetings shall be summoned by the Clerk to the Governors, who shall send to the governors written notice of the meeting and a copy of the agenda therefor at least seven **clear** calendar days in advance of the meeting.
6. However, if it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Governors, the Chairman (and not the Clerk) shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned together with any relevant papers.

7. A special meeting of the Corporation may be called at any time by the Chairman or at the request in writing of any five governors. Where the Chairman, or in his absence the Vice-Chairman, so directs on the grounds that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda therefor are given within such period, being less than seven days, as he specifies.
8. Only the business on the agenda will be discussed at Corporation meetings except for urgent matters which the Chairman rules may be considered. Full details of such matters must be given to the Chairman in advance of the meeting and the Chairman's approval obtained before such items are raised.
9. The Clerk will retain a register of attendance.
10. The Clerk to the Governors shall be entitled to attend all meetings of the Corporation (including any committee of the Corporation) but shall withdraw from that part of any meeting at which his remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered, in which case the members of the Corporation shall appoint from their number a person to act as Clerk to the Governors for the duration of such meeting or part of a meeting.
11. The Principal shall be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate.
12. Any question of attendance by any other person to participate in a meeting of the Corporation shall be decided by the Chairman after taking advice from the Principal and the Clerk.
13. The public and representatives of the press shall be admitted to all meetings of the Corporation but may be excluded at any time by order of the Chairman or by resolution of the Corporation should the Chairman and/or the Corporation consider this to be warranted by the nature of the business to be transacted.
14. If a member of the press or public interrupts the proceedings or behaves in a disorderly manner, the Chairman may, after a warning, order his or her removal from the room.
15. No video, audio or photographic equipment may be used at a Corporation meeting without the prior consent of the Chairman.

CHAIRMAN AND VICE-CHAIRMAN

16. The Corporation shall appoint annually a Chairman and Vice-Chairman from among their number at the summer meeting of the Corporation with tenure of office commencing 1 August.
17. At meeting at which the appointment of the Chairman is before the Corporation, the chair shall be taken for this item by the Vice-Chairman or, in his absence, by a governor (other than the Principal or the staff and student governors) chosen by the governors present at the meeting.

18. Any governor who is the Principal, a member of staff at the College or who is the student governor shall not be eligible to be appointed as Chairman or Vice-Chairman.
19. The Chairman and Vice-Chairman will normally be appointed following a show of hands of governors present and voting at the meeting. However, if demanded by any one governor, the Chairman and/or the Vice-Chairman shall be elected by secret ballot. If where there are more than two nominations for the office of Chairman and Vice-Chairman, the first voting does not produce an absolute majority of votes in favour of any nominee, the nominee having the least number of votes shall be struck off the list and a fresh ballot shall take place, and so on, until an absolute majority of the governors present and voting shall be obtained in favour of one nominee. In cases where there is an equal division of votes between nominees, the Chairman shall if necessary exercise a second or casting vote.
20. The Chairman and Vice-Chairman shall hold office from the date of their appointment until the next summer meeting of the Corporation.
21. If both the Chairman and Vice-Chairman are absent from any meeting of the Corporation, the governors present shall choose one of their number to act as chairman for that meeting, provided that the member chosen shall not be the Principal or a staff or student member.
22. The Chairman and Vice-Chairman may at any time by notice in writing to the Clerk resign their respective offices.
23. At the first meeting following the expiry of the term of office of the Chairman or the Vice-Chairman, or following the resignation of the Chairman or Vice-Chairman, the governors shall appoint a new Chairman or Vice-Chairman, as the case may be, from among their number.
24. Chairmen and Vice-Chairmen retiring at the end of their respective terms of office shall be eligible for reappointment.

QUORUM

25. Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the membership numbers determined in accordance with clause 3(1) of the Instrument of Government.
26. If the number of governors assembled for a meeting of the Corporation does not constitute a quorum therefor, the meeting shall not be held. If in the course of a meeting of the Corporation the number of governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
27. If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the Chairman shall, if he thinks fit, cause a special meeting to be summoned as soon as conveniently may be.

PROCEEDINGS OF MEETINGS

28. Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the governors present and voting on the question. Where there is an equal division of votes the Chairman of the

meeting shall have a second or casting vote. Should the Chairman or the Corporation by resolution determine that it would be proper to conduct the debate on a specific issue formally, the Rules of Debate contained in Standing Orders 36 - 49 will apply.

29. A governor may not vote by proxy or by way of a postal vote.
30. No resolution of the governors may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
31. Except as provided by article 16 of the Articles of Government (relating to appeals and representations about staff discipline and dismissal), a member of the Corporation who is a member of the staff of the institution shall withdraw -
 - (a) from that part of any meeting of the Corporation at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered;
 - (b) from that part of any meeting of the Corporation at which the appointment of his successor is to be considered; and
 - (c) if so required by a resolution of the other governors present, from that part of any meeting of the Corporation at which the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to his own are to be considered.
32. Subject to Standing Order 31, if the Principal chooses not to be a member of the Corporation he shall still be entitled to attend and speak at all meetings of the Corporation.
33. A student member who is under the age of 18 shall not vote on any question concerning any proposal -
 - (a) for the expenditure of money by the Corporation; or
 - (b) under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability (whether immediate, contingent or otherwise).
34. Except as provided by rules made under article 18(3) of the Articles of Government (relating to appeals and representations by students in disciplinary cases) a student member shall withdraw from that part of any meeting of the Corporation at which his conduct, suspension or expulsion is to be considered.
35. In any case where the Corporation are to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff of the institution, a student member shall -
 - (a) take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and

- (b) if so required by a resolution of the other governors present, withdraw from the meeting.

RULES OF DEBATE

(Standing Orders 36 to 49 will only apply following a decision by the Chairman or by the Corporation under Standing Order 28)

- 36. When speaking, governors will address the Chair. If two or more governors wish to speak at the same time the Chairman will decide who shall speak first. A governor who is speaking will immediately be silent if the Chairman so requests, or if another governor raises a point of order.
- 37. Every motion or amendment must be moved and seconded, except that the Chairman may move a motion without the requirement for a seconder. If the Chairman so requires, a motion or amendment must be submitted in writing to the Clerk and read aloud before it is put to the meeting.

Relevance

- 38. Every governor who speaks must direct his or her speech strictly to the motion or matter under discussion, or to a motion or amendment which he moves, or to a point of order.

Points of Order

- 39. Any Governor wishing to raise a point of order must say at the outset the Standing Order which he believes has been infringed. Every point of order will be decided immediately by the Chairman whose decision will be final.

Motions and Amendments

- 40. A governor may not move or second more than one amendment on any motion.
- 41. Once moved and seconded, a motion or amendment may not be withdrawn without the consent of the Corporation.
- 42. With the consent of the Corporation, a governor may with the consent of his or her seconder, alter a motion which he has moved. The alteration must be one which could be made as an amendment under Standing Order 43.
- 43. Every amendment must be relevant to the motion under discussion and will either:
 - (a) move the reference of the matter back to a Committee
 - (b) leave out words
 - (c) add words, or
 - (d) leave out words and add others.
- 44. An amendment which forms the negative of the motion will not be allowed.

45. Whenever an amendment has been moved and seconded, no subsequent amendment may be moved until the first has been dealt with, unless the Chairman decides otherwise.
46. If an amendment is lost, other amendments may be moved on the motion.
47. If an amendment is carried, the motion as amended will become the substantive motion, on which further amendments may be moved.

Procedural Motions

48. Any governor may, at the close of the speech of another governor, move one of the following procedural motions
 - That the question be now put
 - That the Corporation adjourns
 - That the debate be adjourned
 - That the Corporation proceeds to the next business
49. Procedural motions require a seconder. If such a motion is carried, it will be acted on without further discussion.

SUSPENSION OF STANDING ORDERS

50. Any Standing Order may be suspended at any meeting provided that a majority of the governors present and voting so decide and provided that in so doing there is no conflict with any statutory requirement.

VOTING AND DIVISIONS

51. Subject to Standing Order 19 voting will be by show of hands unless at least five governors demand a division.
52. Where a division is called, the names of those voting for or against the motion or amendment will be recorded and entered in the minutes.
53. On a formal motion put from the Chair the question may be decided by the voice of the governors, unless any governor demands a show of hands.
54. If immediately after a vote is taken any governor so requires, the way in which he voted (or abstained) will be recorded in the minutes of that meeting.
55. In the event of there being a tied vote, the Chairman of the meeting shall have a second or casting vote regardless of whether he has voted when the motion or amendment was put to the meeting.

DISORDERLY CONDUCT BY GOVERNORS

56. If at a meeting of the Corporation any governor in the opinion of the Chairman misconducts himself by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly, or offensively, or by wilfully obstructing the business of the Corporation, it shall be competent for a governor to move "That (governor's name) be not further heard," or "That (governor's name) leaves the meeting". Such motion, if seconded, shall be put and determined without discussion.

SUSPENSION OF SITTING

57. If, after a motion under Standing Order 56 has been carried, the misconduct or obstruction is continued, or action is taken in pursuance of Standing Order 14 which in the opinion of the Chairman renders the due and orderly dispatch of business impossible, the Chairman may, at his sole discretion, adjourn or suspend the sitting of the Corporation for such period as he in his discretion shall consider expedient.

ADJOURNMENT

58. The Chairman may at any time adjourn a meeting of the Corporation. The decision of the Chairman in this matter shall be final and shall not be open to discussion.

GOVERNORS' INTERESTS

59. Except with the approval in writing of the Secretary of State no governor shall take or hold any interest in any property held or used for the purpose of the College.
60. A governor who has any financial interest in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College or any other matter relating to the College shall-
- (a) disclose to the Corporation the nature and extent of his financial interest
 - (b) if he is present at a meeting of the Corporation at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he is not entitled to vote.
61. This Standing Order shall not prevent the members of the Corporation considering and voting upon proposals for the Corporation to insure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.
62. The Clerk shall maintain a Register of Interests of Governors and Senior Officers in a form prescribed by the Corporation and this shall be made available during normal office hours at the College to any person wishing to inspect it. It shall be a condition of Corporation membership that governors register their interests.

MINUTES

63. At every ordinary meeting of the Corporation the minutes of the last ordinary meeting shall be taken as an agenda item and, if agreed to be accurate, those minutes shall be signed as a true record.

64. Separate minutes shall be taken of those parts of meetings from which the Clerk to the Governors or staff or student members have withdrawn. The Clerk to the Governors who has withdrawn from a meeting in accordance with Standing Order 10 shall not be entitled to see the minutes of that part of the meeting or any papers in relation thereto. A staff or student member who has withdrawn from a meeting in accordance with Standing Order 31, 34 or 35 shall not be entitled to see the minutes of that part of the meeting or any papers in relation thereto.
65. Subject to Standing Order 66, the Corporation shall ensure that a copy of:
- (a) the agenda for every meeting of the Corporation;
 - (b) the draft minutes of every such meeting, if they have been approved by the Chairman of the meeting
 - (c) the signed minutes of every such meeting; and
 - (d) any report, document or other paper considered at any such meeting
- shall, in each case as soon as may be, be made available during normal office hours at the College to any person wishing to inspect them. In addition, non confidential approved minutes to be published on the College's website. The definition of approved minutes is when the Committee and or Corporation has authorised the Chairman to sign the minutes as an accurate record.
66. There may be excluded from any item required to be made available in pursuance of Standing Order 65, any material relating to -
- (a) a named person employed at or proposed to be employed at the College;
 - (b) a named student at, or candidate for admission to, the College; and
 - (c) any matter which, by reason of its nature, the Corporation are satisfied should be dealt with on a confidential basis.

COMMITTEES

CONSTITUTION AND TERMS OF REFERENCE

67. The Committees of the Corporation and their constitution and terms of reference shall be as set out in the schedule attached to these Standing Orders, or as subsequently amended by the Corporation.

MEMBERSHIP AND TERM OF OFFICE

68. Every governor appointed to be a member of a Committee will cease to be a member of that Committee when he ceases to be a governor unless he has been appointed for a further term of office as a governor.
69. Subject to Standing Order 68 a governor's term of office as a member of a Committee will be four years from the date of his appointment to the Committee unless otherwise decided by the Corporation.

70. Co-opted members of Committees will be appointed by the Corporation and will hold office for four years.

CHAIRMAN

71. Where the constitution of a Committee requires the Committee to appoint a Chairman, he must be selected from amongst the members who are governors except that the Principal or any staff or student governors shall be ineligible to be appointed as Chairman.

COMMITTEE MEETINGS

72. Committees will normally meet once in each academic term at the College on a date fixed by the Committee. However, the Committee Chairman has authority to rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The Committee Chairman may also cancel a meeting if the Clerk advises that there is insufficient business requiring the Committee's attention to justify holding a meeting before the next scheduled meeting of the Committee.

MINUTES

73. Formal minutes of Committees will be prepared by the Clerk and submitted to the next meeting of the Corporation. Any recommendations made by Committees will be referred to specifically on the Corporation agenda.
74. In preparing the minutes, the Clerk will agree with the Chairman those items which are confidential and these will be prepared separately and submitted to the Corporation in that part of the meeting which is not open to the press and public.
75. The Corporation's policy on the publication of the minutes of Committee meetings shall be made available at the College during normal office hours to any person wishing to inspect it.

ATTENDANCE AT COMMITTEE MEETINGS BY PERSONS WHO ARE NOT COMMITTEE MEMBERS

76. Members of the public and representatives of the press shall not be admitted to meetings of Committees.
77. Subject to Standing Order 81, the Principal shall be entitled to attend meetings of any Committee of which he is not a member.
78. Subject to Standing Order 10, the Clerk to the Governors shall attend meetings of all committees.
79. The Principal is authorised to invite other members of staff to attend Committee meetings as the need arises.

80. The Chairman of any Committee may permit the attendance of any other person at a Committee meeting after having taken the advice of the Principal and the Clerk.
81. A Committee shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered.
82. The Standing Orders of the Corporation set out herein shall apply to Committee meetings subject to any specific provisions relating to Committees contained in Standing Orders 67 to 81.

CONFIDENTIALITY

83. All governors and co-opted members of Committees must respect the confidentiality of any papers made available to them whether for the purposes of Corporation or committee meetings or otherwise for so long as those papers remain confidential.

URGENT ACTION

84. If, in his opinion, any matter which would otherwise be the responsibility of the Corporation, is of an urgent nature, the Principal may, in consultation with the Clerk obtain the agreement in writing of the Chairman (or in his absence, the Vice-Chairman) of the Corporation, to take action necessary to deal with the matter. Provided always that none of the responsibilities of the Corporation referred to in Article 5(6) of the Articles of Government may be the subject of such action.
85. Every such decision shall be reported to the next available ordinary meeting of the Corporation.

AUTHENTICATION OF DOCUMENTS

COMMON SEAL

86. The Common Seal of the Corporation must be kept in a safe place at the College and affixed to any document which requires to be sealed for the transaction of the business of the Corporation. The application of the Seal shall be authenticated by the signature of the Chairman (or in his absence, the Vice Chairman) together with that of one other governor.
87. The use of the Common Seal to be reported at the next meeting of the Corporation.

SIGNING OF DOCUMENTS

88. The Principal is authorised to sign on behalf of the Corporation, where appropriate, any document necessary to give effect to any decision of the Corporation or its committees or any other matter in furtherance of the College's business.

VARIATION OR REVOCATION

89. Any amendment, variation, addition to or revocation of these Standing Orders

shall be approved by the Corporation and shall take effect as from the conclusion of the meeting at which the Corporation's approval is given, subject to any direction to the contrary given by the Corporation. Any such changes to these Standing Orders shall not be made in such a way that a conflict is created with any provision of the Instrument and Articles of Government of the College which take precedence at all times.

INFORMATION AND COMPLAINTS

- 90 Any request for information relating to the Corporation should be addressed to the Clerk of the Corporation.
- 91 A complaint against the Corporation or an individual member of the Corporation shall be addressed to the Clerk to the Corporation who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Clerk to the Corporation shall be forwarded to the Chair of the Corporation.

AUDIT COMMITTEE

1 Constitution

- a) The membership of the Committee shall be up to four eligible governors or three eligible governors and one co-opted non-governor. Ineligible governors are the Chairman of the Board, members of the Management Committee and the Principal. In accordance with the Audit Code of Practice, no person (other than staff governors) having any interest, or perceived interest, in the College (or its advisers or suppliers) or who holds executive, management, financial or budgetary responsibilities within the College may serve on the Committee.
- b) To meet the requirements of the EFA/SFA, at least one member must have relevant financial/audit experience.
- c) At the first meeting of the Committee in each academic year, the Committee shall appoint a Chair from amongst its governor members.
- d) The Committee shall be quorate when at least two members are in attendance.
- e) The Committee shall meet at least once in each academic term. Ad hoc meetings may be called as necessary in agreement with the Chairman of the Committee.
- f) Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chairman of the Committee shall have a second or casting vote.
- g) The Committee may invite the Corporation's advisers, members of the senior management team, or other persons to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- h) The Internal Audit Service (IAS) to be invited to all meetings of the Audit Committee and the Financial Statements and Funding Auditors (where appointed) to be invited appropriate to the agenda.
- i) The Clerk to the Corporation should not be clerk of the Audit Committee if he/she has significant financial responsibilities at senior management level within the College.
- j) The Audit Committee must receive copy of the financial statements to inform its view on the financial statements management letter.
- j) The Audit Committee has the right to go into confidential session without college management being present.

2 Terms of Reference

- a) To consider and advise the Corporation on the adequacy and effectiveness of the College's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money);
- b) To establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the Internal Audit Services (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;
- c) To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the IAS and to ensure that letters of engagement for auditors meet SFA minimum requirements set out in the Audit Code of Practice;
- d) To consider and advise the Corporation on the audit strategy and annual internal audit plans for the IAS and consider and advise the Corporation annually whether there is a need for an internal audit function and if so, its remit and level and focus of internal audit activity.
- e) To consider and advise the Corporation on an annual review of the Board Assurance Framework which is in place to provide assurance of effective internal control and its design and effectiveness.
- f) To ensure that the appointed financial statement auditor undertakes regularity audit within the framework and deadline dates set by the SFA;
- g) To ensure effective co-ordination between the IAS, the funding auditor (where appointed); and the financial statements auditor including whether the work of the funding auditor should be relied upon for internal audit purposes;
- i) To consider and advise the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor and the funding auditor (where appointed); and management responses to these;
- j) To consider and, if appropriate, investigate or commission investigations into any complaints relating to alleged fraud or other financial irregularity or malpractice at the College in accordance at all times with any relevant guidelines and policies;
- k) To produce an annual report for the Corporation and accounting officer, which should include the Committee's advice on the effectiveness of the college's risk management, control and governance processes and any significant matters arising from the work of the IAS, the funding auditors (where appointed); and the financial statement auditors;
- l) To consider and advise on any relevant reports or recommendations by the SFA, NAO or other external bodies, and where appropriate management's response to these;

- m) To monitor within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the funding auditor's management letter and spot-check reports (where appropriate) and financial statements auditor's management letter;
- n) To ensure that the internal audit service is adequately resourced and has appropriate standing within the Corporation;
- o) To be informed of all additional services undertaken by the IAS, the financial statements auditors and the funding auditors (where appointed);
- p) To investigate any activity within its terms of reference, to seek information from the internal audit service, external auditor, governors, committees and employees plus relevant information from sub-contractors and other third parties and to obtain external professional advice;
- q) Recommending the Financial Statements to the Corporation for approval:

The Corporation has approved the following process to be followed for the review and approval of the Financial Statements:

- The Finance & General Purposes Committee (F&GP) in the first instance to review the financial information and commentary in the year-end accounts, and once reviewed, to make a recommendation to the Audit Committee on whether to recommend the accounts to the Corporation for approval. The Audit Committee to consider the recommendation from the F&GP Committee along with the audit opinions received and other evidence of the adequate operation of financial and other controls before making any final approval recommendations to the Corporation regarding the approval.
- r) To maintain an effective oversight of risk management by:
 - ensuring that the identification, assessment and mitigation of risk is linked to the achievement of the College's objectives;
 - considering any significant new activity or opportunities as they arise to ensure that risks are identified and managed;
 - monitoring the management of significant risks to reduce the likelihood of unwelcome surprises;
 - receiving regular reports from College Management supplemented by internal and external audit reports and other third party agencies in order to receive assurance that all aspects of risk are being appropriately managed;
 - annually reviewing the College's approach to Risk Management and approve changes to key elements of its processes and procedures; and
 - regular review of the College's Risk Register and risk reduction plans
- s) The responsibilities of the Committee shall not extend to an executive role and shall not require the members of the Committee to offer the Corporation professional advice.

3 Reporting Procedures

- a) The Clerk to the Corporation shall act as Clerk to the Committee. The Clerk to the Corporation shall circulate minutes of the meeting of the Committee to all Committee members.
- b) At each meeting the minutes of the last meeting shall be taken as an agenda item, and if agreed to be accurate, signed as a true record.
- c) The Committee shall provide a report of its work to the Corporation at each meeting of the Corporation. This report to consist of signed minutes of previous meetings and all recommendations put forward by the Committee for consideration by the Corporation.

FINANCE & GENERAL PURPOSES COMMITTEE

Constitution

1. The Committee shall comprise of up to 5 members, being the Principal and four other eligible members. Ineligible members are the student members and members appointed to serve on the Audit Committee. 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 to the meeting).
2. The Chair of the Committee will be selected by the Corporation.
3. The quorum for meetings of the Committee shall be 3 members.
4. The Committee shall meet at least once in each academic term. Ad hoc meetings may be called as necessary in agreement with the Chair of the Committee.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
6. If requested by the Committee, the Director of Finance will attend meetings of the Committee.

Terms of Reference

1. To consider and advise the Corporation on all aspects of the Corporation's finances, financial policies, controls and strategy.
2. To consider, review and report on the periodic management accounts of the Corporation.
3. To review the Annual Financial Statements prior to submission to the Corporation.

The Corporation has approved the following process to be followed for the review and approval of the Financial Statements:

The Finance & General Purposes Committee (F&GP) in the first instance to review the financial information and commentary in the year-end accounts, and once reviewed, to make a recommendation to the Audit Committee on whether to recommend the accounts to the Corporation for approval. The Audit Committee to consider the recommendation from the F&GP Committee along with the audit opinions received and other evidence of the adequate operation of financial and other controls before making any final approval recommendations to the Corporation regarding the approval.

4. To discuss and recommend to the Corporation the annual income and expenditure budget and half-yearly revision.
5. To monitor the income and expenditure against the Budget, to consider recommendations where appropriate for any adjustments and make recommendations to the Corporation concerning:
 - Major variations on expenditure
 - Virements between budget heads
 - Capital expenditure requirements including loans
 - the review on an annual basis of contracts and leases of more than one year's duration
6. To receive financial forecasts for the College to monitor its long-term financial solvency and to recommend to the Corporation the annual three year financial forecast submitted to the funding body (LSC).
7. To review the College's Financial Regulations and make recommendations to the Corporation regarding:
 - Any proposed changes
 - The scale of fees to be charged to students and rent to be charged to users of the premises
 - Suggested levels of donations to the College Fund
8. To review the arrangements for securing value for money, solvency and the safeguarding of assets.
9. To monitor capital projects and approve capital expenditure within approved programmes.
10. To make recommendations to the Corporation concerning investment and borrowing policies.
11. To recommend to the Corporation an Accommodation Strategy and programme for the maintenance and development of the College's site and to receive reports on its implementation.
12. To recommend the placement of major contracts and to receive regular reports on the progress of such contracts once placed.

Reporting Procedures

1. The Clerk to the Corporation shall act as Clerk to the Committee. The Clerk to the Corporation shall circulate minutes of the meeting of the Committee to all Committee members.
2. At each meeting the minutes of the last meeting shall be taken as an agenda item, and if agreed to be accurate, signed as a true record.
3. The Committee shall provide a report of its work to the Corporation at each meeting of the Corporation. This report to consist of draft minutes of previous meetings and all recommendations put forward by the Committee for consideration by the Corporation.

PLANNING & PERFORMANCE COMMITTEE

Constitution

1. The membership of the Committee shall be the Chairman of the Corporation, the Principal and up to five other members of the Corporation. The two student governors and the teaching staff governor should be included in the membership of the Committee.
2. The Committee shall annually elect a Chairman from amongst its members at the autumn meeting of the Committee.
3. The Committee shall be quorate when at least three members are in attendance.
4. The Committee shall meet at least once in each academic term. Ad hoc meetings may be called as necessary in agreement with the Chairman.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chairman shall have a second or casting vote.

Terms of Reference

1. To be the guardians of the College Strategic Plan, such that it fulfils the College Mission, on behalf of the Corporation.
2. To oversee the timetable for the preparation of the Strategic Plan prior to its approval by the Corporation.
3. To monitor the implementation of the Strategic Plan and its effectiveness in achieving the College Missions through:
 - reviewing operational plans and monitoring priorities
 - setting and monitoring key performance indicators
 - setting and monitoring College performance targets
 - setting and monitoring quality standards
 - monitoring of the self assessment process.

Reporting Procedures

1. The Clerk to the Corporation shall act as Clerk to the Committee. The Clerk to the Corporation shall circulate minutes of the meeting of the Committee to all Committee members.
2. At each meeting the minutes of the last meeting shall be taken as an agenda item, and if agreed to be accurate, signed as a true record.
3. The Committee shall provide a report of its work to the Corporation at each meeting of the Corporation. This report to consist of signed minutes of previous meetings and all recommendations put forward by the Committee for consideration by the Corporation.

SPECIAL COMMITTEE

Constitution

1. The Special Committee will consist of five members of the Corporation but the Chair of the Corporation, the Vice-Chair, the Principal and Chief executive and the staff and student members will not be eligible for membership of the Special Committee.
2. The Committee may invite the Corporation's advisers or other 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). If requested by the Committee, the Director of Personnel will attend meetings of the Committee.
3. The Special Committee will appoint a Chair of the Committee and he or she will thereafter be responsible for ensuring compliance with written procedures as outlined in the College's Disciplinary Procedure for Holders of Senior Posts.
4. The Committee shall be quorate when at least three members are in attendance.
5. The Committee shall convene a meeting as soon as practicable after a reference to it, subject to no less than seven days notice in writing being given by the Clerk to the Corporation to the senior postholder concerned.
6. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chairman shall have a second or casting vote.
7. The clerk to the Corporation shall act as Clerk to the Committee

Terms of Reference

1. To examine the case for the dismissal of a senior post holder referred to the Committee by the Chair of the Corporation, the Vice Chair of the Corporation, or a majority of the members of the Corporation.
2. To give the person whose dismissal is to be considered the right to make representations. The representations, which may be made in writing, may also be made orally, for which purpose the person whose dismissal is to be considered may be accompanied and represented by a friend or professional colleague.

Reporting Procedures

1. To prepare a written report containing its recommendations regarding the case for dismissal of a senior post holder for consideration by the Corporation, a copy of which shall be sent to the person to whom it relates.

Points to Note:

- ❖ All Committee members must be give a copy of the College's Disciplinary Procedure for Holders of Senior Posts.
- ❖ When examining the case for dismissal, the Committee should consider whether the dismissal would be fair and reasonable in the circumstances, which may include (but is not limited to) reviewing the following:
 - any relevant documents and representations;
 - the terms and conditions of the senior postholder's employment;
 - any relevant ACAS guidelines
 - relevant legislation including unfair dismissal legislation, discrimination legislation and the Human Right Act 1998.

SELECTION COMMITTEE

Constitution

1. The membership of the Selection Committee for the appointment of a Principal shall be the Chairman of the Corporation (ex officio) or Vice Chairman of the Corporation (ex officio), and at least four other members of the Corporation (total of at least 5). The Selection Committee for the appointment of a senior post holder other than the Principal shall be the Chairman or Vice Chairman, the Principal and at least two other members of the corporation (total of at least 4).
2. The Selection Committee has the authority to invite external representatives, College staff or other governors to attend committee meetings. Such individuals will have no voting rights.
3. The Selection Committee at its first meeting shall elect a Chairman from amongst its members.
4. The Selection Committee shall be quorate when at least five members are in attendance.
5. The Selection Committee shall meet as frequently as required during the recruitment of a Principal and senior Postholder.
6. Decisions to be made at meetings of the Selection Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chairman of the Selection Committee shall have a second or casting vote.
7. The Selection Committee will make the final recommendation for appointment to the Corporation and that the minimum numbers of Governors must be present when making the selection.

Terms of Reference

1. To review and to make recommendations to the Corporation on the possible use of a recruitment agency to assist in the recruitment of a Principal.
2. To make the final recommendation to the Corporation for the appointment of a Principal. Before making such a recommendation, the Selection Committee will give consideration to:

Working in partnership with any recruitment agency appointed by the Corporation;

Ensure that all members of the Selection Committee are able to give adequate time to the selection process including selection meetings and the assessment process itself which will take one or two full days;

Consider carefully the involvement of College staff in the assessment process ensuring that staff are not involved in the selection of the candidate itself;

Ensuring that the appropriate Committee of the Corporation and the Corporation has agreed the financial package to be offered;
Ensuring that the terms and conditions for the appointment have been approved;
Ensuring that the job description and person specification for the appointment have been agreed;
Drawing up a timetable for the selection process including initial screening, gathering of references and a shortlisting meeting;
Ensuring that the post is advertised nationally;
Agreeing on the variety of assessment activities to be used for chosen shortlisted candidates;
Ensuring that all candidates are given an equivalent experience – with the same assessment activities and with the same assessors;
Pre-agreeing the questions to be asked and the people who will ask the questions
Ensuring that assessors keep notes in a fair and legible form, preferably against published criteria and on assessment sheets;
Ensuring that adequate arrangements are in place to provide feedback to the unsuccessful candidates.

Reporting Procedures

1. The Clerk to the Corporation shall act as Clerk to the Selection Committee. The Clerk to the Corporation shall circulate minutes of the meeting of the Committee to all Committee members.
2. At each meeting the minutes of the last meeting shall be taken as an agenda item, and if agreed to be accurate, signed as a true record.
3. The Selection Committee shall provide a report of its work to the Corporation at each meeting of the Corporation, and that a recommendation for appointment will be put forward to the Corporation.

**JOINT SEARCH & GOVERNANCE COMMITTEE
COULSDON COLLEGE AND REIGATE COLLEGE**

Constitution

1. Membership of the Governance & Search Committee to be made up of equal representatives from Coulsdon College and Reigate College, with 2 members from each Corporation.
2. The Committee will annually elect a Chair from amongst its members.
3. The Committee shall be quorate when at least two members are in attendance, and there must be in attendance at least one representative from the Corporation of Coulsdon College and one from the Corporation of Reigate College.
4. The Committee shall meet at least once in the academic year. Ad hoc meetings may be called as necessary in agreement with the Chairman.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. The Chair will not have a casting vote in the event of a tied vote.
6. In the event of a tied vote on any appointment recommendation, the appointment recommendation will not be taken forward

Terms of Reference

1. To advise the Corporations of Coulsdon College and Reigate College on the following:
 - the total number of members of the Coulsdon College Corporation and the Reigate College Corporation
 - the number of members in each membership category
 - the blend of skills required
 - the procedure for the selection of new governors
 - the criteria and procedure for de-selection of existing governors
 - governors' term of office
 - the code of conduct for governors
 - the register of governors' interests
 - governor training
 - Board and individual governor performance evaluation
 - the membership of committees of the Coulsdon College Corporation and the Reigate College Corporation
2. Each College to inform the Search & Governance Committee of vacancies as and when they occur and of the skills set required for the filling of the vacancy.
3. The Committee on notification of vacancies to conduct a search and to make appointment recommendations.
4. Appointment recommendations from the Search & Governance Committee to be approved by either the Coulsdon Corporation or the Reigate College

Corporation, depending on which governor appointment is being recommended to which College.

5. In the event that it appears to the Committee that there are grounds for de-selecting a governor, to conduct the appropriate procedure and make a recommendation.
6. To advise on governance issues and action required to enable the Corporation of Coulsdon College and the Corporation of Reigate College to meet its responsibilities for effective governance.

Reporting Procedures

7. The Clerk to the Corporation of Coulsdon College and the Clerk to the Corporation of Reigate College shall act as Clerk to the Committee. In the event of there being separate Clerks for both Colleges, the Clerks will alternative clerking the meetings. The Clerk shall circulate minutes of the meeting of the Committee to all Committee members.
8. At each meeting the minutes of the last meeting shall be taken as an agenda item, and if agreed to be accurate, signed as a true record.
9. The Committee shall provide a report of its work to the Corporation of Coulsdon College and to the Corporation of Reigate College. This report to consist of minutes of previous meetings and all recommendations put forward by the Committee for consideration.



Governors' Handbook

Section 3 – Roles & Responsibilities

ROLES, RESPONSIBILITIES AND PERSON SPECIFICATION FOR GOVERNORS

Main responsibilities of the Board of Governors

Under Article 3(1) of the College's Articles of Government the Board is responsible for:

- a) the determination and periodic review of the educational character and mission of the College and for the oversight of its activities
- b) approving the quality strategy of the institution;
- c) the effective and efficient use of resources, the solvency of the College and the Corporation and for safeguarding their assets
- c) approving annual estimates of income and expenditure
- d) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the clerk
- e) setting a framework for the pay and conditions of service of all other staff.

Responsibilities of individual governors

- f) to attend meetings of the Board of Governors and other occasional events arranged by the College and to work towards the individual attendance target of 75% for Board meetings
- g) to be a member of at least one committee of the Board
- h) to participate actively and constructively in meetings of the Board and the appropriate committees
- i) to take an active interest in Further Education in general and in the College in particular
- j) to sign and abide by the Code of Conduct for governors as approved by the Board and to declare any relevant financial, business and personal interests in accordance with the Register of Interests approved by the Board
- k) to contribute to the strength of the Board by bringing an external perspective and experience to the Board's oversight of the College but to stop short of giving professional advice
- l) to act as an ambassador for the College and to foster good relations between the College and the local community
- m) to always to act in the best interests of the College and not to speak or vote as if mandated by other persons or bodies

- n) to participate in the annual review of the performance of the governing body
- o) to take part in any relevant training and development events or opportunities as arranged from time to time for the benefits of Members
- p) to demonstrate a personal commitment to the seven principles of Public Life as set out in Lord Nolan's Report on Standards in Public Life (See Annex 1, Code of Conduct)
- q) to demonstrate a commitment and support for the principles of equality of opportunity for all
- r) to give any additional assistance as may be reasonably requested by the Chair of the Governing Body

Governors' person specification

In seeking to fill any vacancy, the Corporation endeavours to maintain a balance of skills and experience amongst its membership. The following is a specification for governors in general.

Key skills	Narrative
Commitment to education	Able to demonstrate a commitment to lifelong learning and the role of the College in improving the nation's skills base.
Interpersonal and team work	Able to work positively with others and debate whilst maintaining a constructive atmosphere.
Communication and ability to influence	Able to express ideas/plans in a clear manner and to listen actively to other views. Able to communicate effectively.
Planning and organisation	Able to establish quickly an effective course of action for self and others to achieve goals that can be monitored by realistic performance targets. To be visionary for the future plans of the College.
Drive to achieve and determination	Able to create the required energy/enthusiasm and commitment necessary to be effective and have the tenacity to overcome obstacles.
Strategic perspective	Able to develop a broad-based view of issues and events and perceive their long-term impact.
Intellectual and technical ability	Able to absorb sometimes complex information and rationalise appropriately. Able to think laterally and arrive at a pragmatic solution.
Leadership	Able to demonstrate behaviour and skills that motivate others to achieve, inspire confidence in others to achieve objectives, and respect the views of others.
Experience	<ul style="list-style-type: none"> • Experience of a senior management role or its equivalent or an appreciation of issues that affect the senior management role. • Expertise in a field which is of relevance to the oversight of the affairs of the College. • Ability to demonstrate a full understanding and appreciation of the principles of governance, including collective responsibility, discharge of fiduciary duties and the seven principles of public life

Circumstances	Available to attend scheduled meetings of the Corporation and Committees.
Equality	Committed to equal opportunities

10 POINT GUIDE FOR GOVERNORS

1	Governors should: observe and comply with the College's Code of Conduct for Governors (the Code) which sets out in more detail the principles touched upon here: the responsibilities and standards of conduct expected of members of the Governing Body;
2	remember that it is their role to determine the strategic policy and the overall direction of the College, to oversee its activities and to monitor the performance of the Principal and other senior postholders. They are accountable for the solvency of the College and for the proper use of public funds. The Principal is responsible for implementing the Governing Body's decisions, for managing the College's affairs within the budget and frameworks fixed by the Governing body and for the day to day running of the College;
3	observe the provisions in the College's Instrument and Articles of Government (and in particular discharge the responsibilities given to them by the Articles), comply with the Governing Body's standing orders and ensure that the Governing Body acts within the powers conferred on it by the Further and Higher Education Act 1992;
4	show the highest loyalty to the College and act in its best interests at all times. This means that: <ul style="list-style-type: none"> • Governing Body decisions must always be taken for the benefit of the College, its students, staff and other users and with a view to safeguarding public funds; • Governors must not be bound by any mandates given to them by other bodies; and • Governors must avoid putting themselves in a position where there is an actual, potential or perceived conflict between their personal interests (including those of their family) and those of College. Governors must declare any relevant interest in accordance with the provisions in the Instrument and the Code.
5	observe the duties set out in the College's financial memorandum with the SFA and ensure the proper use of income derived from other sources;
6	conduct themselves in accordance with the highest ethical standards and embrace the seven principles of public life laid down by the Nolan Committee (see Code of Conduct)
7	discharge their duties with skill, care and diligence;
8	be committed to securing equality of opportunity within the College, to combating discrimination on whatever grounds and to discharging their legal duties under the relevant anti-discrimination legislation;
9	abide by the principle of collective responsibility. Once a decision has been taken by the Governing Body, Governors have a duty to stand by it, even if they voted against the decision or were absent from the relevant meeting; and
10	ensure that the business of the Governing Body is conducted openly and transparently and that, as a general principle, students and staff have free access to information about the proceedings of the Governing Body and that confidential items are kept to a minimum.

THE ROLE OF THE CHAIR AND VICE CHAIR RESPONSIBILITIES AND JOB DESCRIPTION

The Instrument & Articles of Government requires each Corporation to appoint a Chair and Vice Chair. The Instrument & Articles of Government specifically uses the terms 'Chair' and 'Vice Chair'.

The Chair of the Corporation is accountable to the Secretary of State for Education & Skills (through the Funding Agency).

1. The Chair and Vice Chair must undertake the duties required of all governors (as set down in the Instruments and Articles and the generic job description published annually in the Governance Handbook).
2. The Chair and Vice Chair, with the support of the Clerk, to ensure the efficient and effective conduct of business at Corporation meetings by ensuring that issues before the Corporation are debated fully, that governors have the opportunity to contribute and that discussions and decisions are properly summarised and recorded.
3. The Chair shall preside at meetings of the Corporation, and in his/her absence, the Vice Chair shall preside. If both are absent from the meeting the remaining Governors shall appoint a person from amongst their number to act as Chair for that meeting.
4. The Chair may call a special meeting of the Corporation (if necessary with less than seven days notice) if there are matters of significance to be dealt with which are too urgent to await the next scheduled meeting.
5. The Chair to exercise a second or casting vote where there is an equality of votes at a Corporation meeting.
6. The Chair to exercise any specific authority delegated by the Corporation together with a general delegated authority to act, after consultation with the Principal and the Clerk, on any issue arising which is both urgent and important and cannot wait for the next meeting of the Corporation. Such action to be reported to the Corporation for information at the next available meeting.
7. The Chair and Vice Chair to develop an effective working relationship with the Principal and the Clerk based on a full understanding of the role of the Corporation in the governance of the College.
8. The Chair and Vice Chair to maintain the trust and support of the Corporation.
9. The Chair and Vice Chair will strive to build an effective Corporation through:
 - leading and promoting the Mission and educational character of the College

- maintaining strategic oversight of the College and to ensure that the Corporation works with the Senior Management Team in determining the strategic direction of the College
 - the development of a strong team spirit among Corporation members
 - demonstrating highly professional chairing skills, in ensuring clear decisions are determined through allowing all members to have an opportunity to speak and not personally dominating the discussion
 - positive leadership in shaping the style and tone of meetings
 - providing personal support to other Corporation members and, if and when necessary, discuss matters relating to poor attendance and unsatisfactory performance or conduct where necessary.
 - promoting a critical self assessment of Corporation processes and of Corporation performance
 - ensuring managerial freedom and scope of action to the Principal and Chief Executive, and other senior post-holders, to achieve their agreed objectives within executive limitations.
 - Encouraging on-going member participation in all issues and strategic decisions.
 - Addressing the balance of the Corporation with respect to gender, age, ethnicity and stakeholder representation.
10. The Chair and Vice Chair to offer both general and specific support to the Principal where strategic, major or contentious issues are involved.
 11. The Chair and Vice Chair shall, together with the Chief Executive, act as the principal spokespersons for the college in communication with the media in the event of any circumstance likely to damage the interest of the College.
 12. The Chair will ensure that business of the Corporation is conducted properly in accordance with the Instrument and Articles of Government, Corporation Standing Orders and recognised 'Good Practice'.
 13. The Chair will meet regularly with the College Principal and Chief Executive to review the business situation and major on-going developments within the College.
 14. The Chair will liaise with the Clerk on routine Corporation business and regulatory requirements, and determine the agenda for meetings of the Corporation in consultation with the Principal and the Clerk having regard to decisions of the Corporation and suggestions from individual members.
 15. The Chair and Vice Chair shall seek to promote the interests of the College wherever possible.
 16. The Chair and/or Vice Chair will represent the College at meetings, presentations and conferences as and when appropriate.
 17. The Chair and Vice Chair will collaborate with the Principal and the Clerk in formulating a programme for Governor training events.
 18. The Chair will assist the appropriate Corporation Committee in compiling a job description and person specification of the Senior Post-holders of the College and will organise with the Clerk and the Principal the appropriate arrangements for the selection process.

19. The Chair, or in his/her absence the Vice Chair, will undertake the annual appraisal of the Principal and to ensure appropriate opportunities for development and training for the Principal.
20. The Chair and Vice Chair will undertake the annual appraisal of the Clerk to the Corporation and will oversee the work of the Clerk.
21. The Chair and Vice Chair to instigate disciplinary action against holders of senior posts should the need arise and exercise those responsibilities detailed in the Articles of Governance with regard to the suspension and dismissal of Senior Post-holders.

GOVERNANCE & MANAGEMENT POLICY STATEMENT

SUMMARY

- Policy, oversight, financial probity and monitoring are the business of the governing body.
- Management and administration is the business of the Principal, CEO and management team.
- The Corporation and CEO are a team and need to support each other and work closely together. A good working relationship between the Corporation and CEO is essential to achieve corporate goals.
- The line between the Corporation and CEO should be clearly articulated and understood by Corporation members and senior managers.
- Clarity about roles and responsibilities is paramount, and should be reviewed regularly.
- The CEO, senior management and Clerk inform and guide the Corporation in making appropriate and effective decisions.
- The Corporation has the final and highest level of authority in the policy-making process, but may not exceed its legal authority.

RESPONSIBILITIES UNDER THE STATUTORY REGULATIONS

Corporation

- Determination of educational character and ethos
- Approving the quality strategy of the institution
- Articulation of vision, values and strategic direction
- Oversight and monitoring of college activities
- Effective and efficient use of resources
- Safeguarding asset
- Approving annual estimates of income and expenditure
- Appointment, grading, suspension, dismissal, appraisal and determination of pay and conditions of CEO, senior post holders and Clerk
- Setting framework for pay and conditions of service of all other staff
- Setting framework for tuition and other fees
- Financial probity

Principal

- Making proposals to Corporation about the educational character and mission
- Implementing policies and decisions
- Organisation, direction and management of college
- Leadership of staff
- Appointment and management of staff within the framework set by Corporation
- Determination, in consultation with Academic Corporation, of academic focus and activities
- Determination of all other college activities
- Principal accounting officer, accountable to Corporation and ultimately parliament

MANAGEMENT AND GOVERNANCE STATEMENT

Management and Corporation working together to achieve the best possible outcomes for the college as a whole.

CORPORATION	PRINCIPAL & CEO
governance in partnership with management	
<ul style="list-style-type: none"> Defines the vision and mission Strategic thinking and direction Determines appropriate policy framework Ensures financial solvency and probity Determines pay and remuneration framework Oversight of effectiveness of management Monitoring of the quality of college performance locally and within the sector context Maintains the assets of the college The community's voice within the college and represents the college to the community Fosters collaborative partnerships Well informed and committed Reviews Corporation's own effectiveness annually Continual improvements to Corporation effectiveness Appoints CEO and senior post holders and appraises CEO &, in partnership with CEO, appraises senior post holders Works with and supports CEO and team 	<ul style="list-style-type: none"> Proposes vision, mission and strategy Strategic planning and implementation Implements Corporation decisions Organisation, direction and day-to-day management of college Principal accounting officer, responsible for financial well-being of college and accountable to Corporation and parliament Ensures the provision of a quality curriculum and customer service Represents the college locally and nationally, builds positive working relations and collaborative partnerships Leadership of the staff Executive management and development of college and staff Appraisal of Senior postholders Supports and informs Corporation, provides briefings and advice.



GOVERNORS ACT AS THE **CRITICAL FRIEND** OF THE COLLEGE

KEY FUNCTIONS OF THE CLERK

1. Advising the Board and its committees on the proper exercise of their powers and on the application of the education acts and other laws affecting its work.
2. In consultation with the Chair and Principal, planning the forward programme of meetings of the Board and its committees; identifying the main items to be taken at those meetings and liaising with those members of staff or governors preparing papers for forthcoming meetings.
3. Facilitating communication on Board matters between the Chair, Principal and senior staff in the College.
4. Summoning meetings and preparing and despatching agendas and papers for Board and Committee meetings.
5. Either in person, or by delegation to a named individual, attending all meetings of the Board and its committees, giving advice on procedure at such meetings and preparing draft minutes of the proceedings.
6. Acting as a correspondent for the governors
7. Holding the College's seal and preparing documentation to be executed under the seal.
8. Giving administrative support to the Chair of governors, to Chair on committees and to individual governors as required.
9. Ensuring compliance with the law as regards public access to governors' papers.
10. Making arrangements for safe custody of the official record of the governing body's business and maintaining a record of outstanding business.
11. Drawing up for approval, and keeping under review, standing orders for the conduct of business of the Board and its committees.]
12. Maintaining a record of the membership of the Board, notifying it of any vacancies, making arrangements for staff, student and parent elections, and advising the Board on strategies for recruiting governors.
13. Maintaining an attendance record of governors, notifying any governors whose membership lapses as a result of non-attendance or who become disqualified for some other reason.
14. Maintaining a code of conduct for the Board and a register of the financial and personal interests of governors; and advising governors on declaration of interest.

15. Administrating any scheme for the reimbursement of governors' expenses.
16. In conjunction with the College or outsider agencies, facilitating induction and training programmes for governors.
17. Undertake an annual review of the Board's committee structure.
18. Undertake an annual review of governance and to produce a review report for the Board.
19. Taking appropriate action if and when the governing body, its Chair or one of its committees appears to be at risk of acting outside their powers or to be proposing actions that may be unlawful.

CODE OF CONDUCT

1. INTRODUCTION

- 1.1 This Code applies to every committee, working party or other subsidiary body of the Corporation to which Members may be appointed. It indicates the standards of conduct which are expected of them and is intended to enable them to understand their legal duties and to assist them both in carrying out their duties and in their relationship with the Corporation and the Principal. This Code is therefore aimed at promoting effective and well informed college governance and is not intended to be a definitive or authoritative statement of the law. The “Seven Principles of Public Life” identified by the Nolan Committee on Standards in Public Life form part of the Code and are set out in Annex 1 hereto. The main responsibilities of Members is set out in Annex 2 hereto.
- 1.2 In addition to this Code, Members are recommended to familiarise themselves with the following which will be supplied to them on appointment:
- - a) the College’s Instrument of Government
 - b) the College’s Articles of Government
 - c) the College’s Strategic Plan
 - d) the College’s Governors’ Handbook (including a) and b) above)
- 1.3 Annexes 1 and 2 are attached to this Code for easy reference. They should not be read as an exhaustive statement of duties, powers or provisions, and Members should refer to the source documents listed above. If a Member is in doubt about the provisions of any of these documents, the Clerk should be consulted and, if necessary, legal advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Member of a corporate body and for any act or omission in that capacity rests with the individual Member.
- 1.4 Acceptance of appointment as a Member of the Corporation will be construed as acceptance of this Code.

2 INTERPRETATION

In this Code, “College” means the College, “Corporation” means the Corporation as defined in the Instrument of Government and “Member”, “Chairman”, “Principal” and “Clerk” mean respectively a Member of the Corporation, the Chairman, the Principal and the Clerk for the time being of the Corporation. All other definitions have the same meanings as given in the College’s Instrument and Articles of Government, and words importing one gender will import any gender.

3 DUTIES

- 3.1 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 interests. Each Member should act honestly, diligently and, subject to the provisions appearing in paragraph 6 of this Code relating to collective responsibility, independently.

- 3.2 Whatever decisions Members take at meetings of the Corporation and its committees must be for the benefit of the College as a whole and not for any improper purpose, or for personal motive. The “benefit of the College” can be taken to mean, first and foremost, the interests of its students and other users of the College’s services, and the safeguarding of public funds. Members should have regard to those interests and must not allow any sectional interest to take precedence. In particular, Members are not appointed as “representatives” or “delegates” of any outside body, and may not lawfully be bound by mandates given by others.
- 3.3 Members must observe the provisions of the College’s Instrument and Articles of Government and in particular the responsibilities given to the Corporation by Article 3(1) of the College’s Articles of Government. Those responsibilities, including a list of “reserved” responsibilities which are so important that they must not be delegated, are set out in Annex 2.
- 3.4 Members should also have regard to the different, but complementary, responsibilities of the Principal as the College’s Chief Executive. Whereas it is the Corporation’s function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior post holders, it is the Principal’s role to implement the Corporation’s decisions and to manage the College’s affairs within the budgets and framework fixed by the Corporation. Members should work together so that the Corporation and the Principal perform their respective roles effectively.
- 3.5 Members are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the SFA as a condition of receiving public funding. A copy of the Financial Memorandum is published in the Governors’ Handbook.
- 3.6 Although the Skills Funding Agency (SFA) is the main provider of funds to the College, Members should note that they are also responsible for the proper use of income derived from other sources such as the Higher Education Funding Council for England (HEFCE), Education Funding Agency (EFA) and the European Union (EU).

4 SKILL, CARE AND DILIGENCE

A Member should in all his work for the College exercise such skill as he possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Members act as agents of the College, for example, when functions are delegated to a committee of the Corporation or to the Chair. Members should be careful to act within the terms of reference of any committees on which they serve. They should also take care in studying agendas and other papers provided for them in advance of Corporation and committee meetings and ensure that they are fully briefed before making decisions.

5 CONFLICTS OF INTEREST

- 5.1 Like other persons who owe a fiduciary duty, Members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They

should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

5.2 However, an interest does not have to be financial for the purposes of disclosure and examples of non-financial interests are given on the reverse of the Register of Interests form. If it is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Member's independent judgement, then the interest, financial or otherwise, should: -

- (a) be reported to the Clerk, and
- (b) be fully disclosed to the Corporation before the matter giving rise to the interest is considered

Members should withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter.

5.3 Members must not receive gifts, hospitality or benefit of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.

5.4 The Clerk will maintain a Register of Members' interests which will be open for public inspection. Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they or (so far as they are aware) their spouses or partners, children or other close relatives may have and the Clerk will enter such interests on the Register. Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Members should have regard to the meaning given to "interest" in paragraph 5.2 of this Code.

6 COLLECTIVE RESPONSIBILITY

6.1 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 he was present at the meeting of the Corporation when the decision was taken.

6.2 If a Member disagrees with a decision taken by the Corporation, his first duty is to have any disagreement discussed and minuted. If the Member strongly disagrees, he should consult the Chair. Alternatively, the Member may decide to offer his resignation from office, after consulting the Chair.

7 CONFIDENTIALITY

7.1 Because of the Corporation's public accountability, Members should ensure that, as a general principle, students and staff of the College have free access to information about proceedings of the Corporation. Accordingly, all non-confidential minutes relating to meetings of the Corporation are made available to the public through publication on the College website when they have been approved as an accurate record of the meeting.

- 7.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept confidentially by the Clerk and will be circulated in confidence to Members.
- 7.3 It is important that the Corporation and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Members, with a shared corporate responsibility for decisions. Members should keep confidential any matter which, by reason of its nature, the Chair or the Members or the Chair or Members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.
- 7.4 Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its committees without first having obtained the approval of the Chair or, in his absence, the Vice Chair. It is unethical for Members publicly to criticise, canvas or reveal the views of other Members which have been expressed at meetings of the Corporation or its committees.

8 ATTENDANCE AT MEETINGS

A high level of attendance at meetings of the Corporation is expected so that Members can perform their functions properly.

9 GOVERNANCE DEVELOPMENT

- 9.1 Members are encouraged to obtain a thorough grounding in their duties and responsibilities by participating in the College’s governance induction and training programmes, including regular refresher workshops.
- 9.2 In order to promote more effective governance, Members will carry out an annual review of the performance by the Corporation of its duties and responsibilities, as part of a continuing process of self- evaluation.

10 EQUALITY OF OPPORTUNITY

- 10.1 The Corporation is totally committed to the principles of equality of opportunity in everything that we do. All members are required to abide at all times to the principles of equality of opportunity.

AS A MEMBER OF THE CORPORATION I AGREE TO OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES

Signature: Date:

THE NOLAN COMMITTEE
THE SEVEN PRINCIPLES OF PUBLIC LIFE

SELFLESSNESS

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

INTEGRITY

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

OBJECTIVITY

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

ACCOUNTABILITY

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

OPENNESS

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

HONESTY

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

LEADERSHIP

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

Annex 2

SUMMARY OF RESPONSIBILITIES OF CORPORATION MEMBERS

Responsibilities

Under Article 3(1) of the College's Articles of Government the Corporation is responsible for:

- a) the determination and periodic review of the educational character and mission of the College and for the oversight of its activities
- b) approving the Quality Strategy of the institution
- c) the effective and efficient use of resources, the solvency of the College and the Corporation and for safeguarding their assets
- d) approving annual estimates of income and expenditure
- e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts, and
- f) setting a framework for the pay and conditions of service of all other staff.

"Senior post" means the post of Principal and such other posts as the Corporation determines for the purposes of the Articles.

Article 9 of the Articles of Government prohibits the Corporation from delegating the following:

- a) the determination of the educational character and mission of the College
- b) the approval of the annual estimates of income and expenditure
- c) ensuring the solvency of the College and the Corporation and the safeguarding of their assets
- d) the appointment or dismissal of the Principal, holder of a senior post, or the Clerk to the Corporation
- e) the appointment or dismissal of the Clerk
- f) the modifying or revoking of the Articles of Government

ANNUAL DECLARATION OF ELIGIBILITY FOR CORPORATION MEMBERSHIP

Personal Details
Name: _____
Declaration
<p>I declare that I am not disqualified from acting as a governor/charity trustee and that:</p> <ul style="list-style-type: none">• I am 18 years or over at the date of appointment (<i>except as a Student Governor</i>);• I am capable of managing and administering my own affairs;• I do not have any unspent convictions relating to any offence involving deception or dishonesty;• I am not an undischarged bankrupt nor have I made a composition or arrangement with, or granted a trust deed for my creditors.• I am not subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an Order made under section 429(b) of the Insolvency Act 1986.• I have not been removed from the office of charity trustee or trustee for a charity by an Order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement nor am I subject to an Order under section 7 of the Law Reform (Miscellaneous provisions) (Scotland) Act 1990, preventing me from being considered in the management or control of any relevant organisation or body.• I am not subject to a disqualification Order under the Criminal Justice and Court Services Act 2000 (<i>Working with Children</i>)• I am not disqualified under the Protection of Vulnerable Adults List.
Signed _____ Date _____

**ROLE DESCRIPTION:
GOVERNOR WITH RESPONSIBILITY FOR SAFEGUARDING & PREVENT**

SAFEGUARDING

Published Guidance documentation confirms the necessary actions and elements of good practice required by Governing Bodies of Sixth Form Colleges to enable them to discharge their safeguarding responsibilities of young people (under the age of 18) and any vulnerable adults that may be enrolled on College courses.

The Governing Body is required to ensure that the College:

- Keeps young people and vulnerable adults from harm whilst on College premises
- Raises awareness of issues relating to safeguarding and promoting the welfare of children, young people and vulnerable adults in the College
- Provides a safe environment in which students learn
- Identifies young people who are suffering, or at risk of suffering, significant harm and takes appropriate action to see that such young people are kept safe at the College
- Ensures students at risk of radicalisation are identified and supported by the College
- Has procedures for reporting and dealing with allegations of abuse against members of staff and volunteers
- Operates safe recruitment procedures
- Designates a member of staff with sufficient authority to take lead responsibility for child protection
- Remedies any deficiencies or weaknesses with regard to protection arrangements that are brought to the attention of the Governing Body

An annual report is published each year outlining how statutory duties are met. The annual report outlines how the Governing Body has discharged its responsibilities and provides a summary of referrals made, of any allegations investigated, and outcomes of any investigations.

Good practice requires the Governing Body to nominate a member of the Corporation to be responsible for liaising with the LEA and/or partner agencies, as appropriate, in the event of allegations of abuse being made against the Executive Principal. This governor is referred to as the Designated Safeguarding Governor.

PREVENT

The responsibilities of Sixth Form College Governing Bodies, confirmed in the PREVENT Duty Guidance (Counter-Terrorism and Security Bill) states:

- The Prevent Duty Guidance places a statutory duty on colleges (and other specified authorities) to *'have due regard, in the exercise of its functions, to the need to prevent people from being drawn into terrorism'*.

The key themes of the Prevent Duty are:

- Active engagement in partnership with police, local authority and Prevent coordinators with arrangements for sharing information
- Taking a risk based approach to managing staff, students, the estate and engagement with external bodies
- Having clear policies and procedures in place to identify and act where staff or students may be drawn into terrorism
- Ensuring all Governors, managers, staff and students have appropriate training
- Development of a 'Prevent' action plan to drive change and manage risk
- Promotion of a notion of 'British Values' defined as *'democracy, the rule of law, individual liberty and mutual respect and tolerance for those with different faiths and beliefs'*.

DUTIES EXPECTED OF THE DESIGNATED GOVERNOR WITH RESPONSIBILITY FOR SAFEGUARDING & PREVENT

- (i) To liaise with the designated member of staff with safeguarding responsibility on all matters relating to safeguarding and prevent
- (II) To conduct at least annually a visit to the College support team with responsibility for safeguarding and prevent
- (III) To be available for interview by Ofsted at inspection, to demonstrate the Governing Body has in place a Designated Governor with responsibility for Safeguarding & Prevent
- (iv) To undertake appropriate safeguarding and prevent training
- (v) To be the member of the Governing Body responsible for liaising with the LEA and/or partner agencies, as appropriate in the event of allegations of abuse being made against the Executive Principal
- (vi) To liaise with the Clerk to ensure the Governing Body is in receipt of an annual report on safeguarding and prevent which reports on how the Governing Body is discharging its statutory responsibilities for both safeguarding and prevent.



Governors' Handbook

Section 4 – Training, Development & Self Assessment

Governors Training and Development Policy

The Governing Body is committed to the training and development of governors, both individually and collectively, so they may discharge their responsibilities effectively and with confidence.

Every Governor can expect to:

- have equal opportunity to take part in training and development activities appropriate to their needs;
- have an appropriate programme of induction when being appointed to the Governing Body, (See also the Governors Induction Programme);
- be fully informed of new key developments within the College as well as external developments relevant to the work of the College;
- have training, as appropriate, on new initiatives;
- be consulted on their training and development needs and appropriate modes of delivery;
- receive information about externally provided training and development activities;

All Governors will be expected to:

- take part in the Induction programme on appointment;
- participate in the annual self-assessment process for governance both individually and collectively;
- participate in training and development activities arranged by the College;
- play an active role in their own development as well as the development of the Governing Body as a whole; and participate in training and development as specified or recommended by regulatory and improvement bodies from time to time.

The Clerk will ensure that:

- i) the training and development of governors is actively promoted;
- ii) all new governors are properly inducted in accordance with the agreed induction programme;
- iii) governors are consulted about their training and development needs;
- iv) an annual training programme is developed;
- v) appropriate arrangements are in place for the management and administration of governor training and development

GOVERNOR TRAINING NEEDS ANALYSIS

1 NAME OF GOVERNOR

.....

1. Details of Training and Development Activities undertaken in last two years

Date (approx)	Title	Organising Body	Venue

2. Views on Future Activities

a) Content

Please indicate up to 6 of the following subjects in which you think that training/development would be helpful. Please prioritise your selection (i.e. 1 highest, 2 – second preference, etc):

- The Legal Framework for FE Corporation
- Understanding College finances
- The Role of Governors and Other Governance Matters including
Accountability and Nolan Principles
- Risk Management & Audit Arrangements
- Management/Chairing of Meetings
- Human Resource Management
- Estates Management
- Learner Voice/Student Matters
- Equality & Diversity
- Strategic Planning
- Health and Safety

- Safeguarding
- Marketing & Use of Social Media
- Quality Assurance
- Common Inspection Framework
- Work Based Learning/Apprenticeships
- Special Needs Provision
- Curriculum Areas/Briefings
- Asking Powerful/Challenging Questions
- Measuring Performance
- Moodle/Student Intranet

From any of the above list, where you have indicated a training need, would making available a briefing information sheet/follow up discussion be a useful way to meet your training needs? Please specify:

.....

.....

.....

Are there any subjects, not listed above, that you feel should be included? Please specify:

.....

.....

.....

c) Timing of Training

What type of training and development session do you prefer? Please number your preferences (i.e. 1 – highest, 2 – second preference, if applicable, etc)

Immediately prior to ordinary meeting

Integrated into ordinary meeting

Separate from ordinary meeting

Any other comments regarding type of training?

.....
.....

Signed: _____

Date: _____

EVALUATION OF BOARD & COMMITTEE MEETINGS & GOVERNOR TRAINING/BRIEFING EVENTS

In order to carry out continuous self-assessment, Governors are requested to complete this evaluation of the meeting/training session you have attended

Name: _____

Meeting/Training: _____

Date: _____

	Please tick [√]			
	Strongly Agree	Agree	Disagree	Strongly Disagree
1. The agenda and papers arrived in plenty of time for the meeting/training/briefing session				
2. The individual papers were clear, concise in identifying the main issues, well presented by the staff and enabled me to understand the issues and reach a decision on the recommendations				
3. There was sufficient time available for debate and discussion				
4. The proportion of time spent on strategic matters exceeded that spent on compliance matters				
5. I felt able to express my views openly				
6. (a) The meeting was well chaired (b)The Training session was well delivered and clear in its objectives				
7. The meeting was well clerked				
8. I am clear about what was agreed at the meeting				
9. I had the opportunity to make an effective contribution				
10. I am satisfied that the information received and all decisions taken were centred on improving the experience of learners at the College and levels of achievement				
11. The training/briefing delivered met my specific needs				

Please specify if there was anything specific from the meeting/training about which you would like to comment:

Did the meeting raise any training or development issues for you and if so, what?

Did you find the training/workshop/briefing session of benefit and do you consider you will be able to apply some/all of what you learnt?

GOVERNOR INDUCTION PROGRAMME

CONTENTS

SECTION A BASIC GOVERNANCE PRINCIPLES

SECTION B GOVERNANCE & MANAGEMENT STATEMENT

SECTION C ROLES & RESPONSIBILITIES

SECTION D EVERSHEDES 10-POINT GUIDE FOR GOVERNORS

SECTION E GOVERNORS' HANDBOOK & PAPERWORK

SECTION A - BASIC GOVERNANCE PRINCIPLES

The following key principles need to be owned by all Corporation Members:

1 *There is a simple underlying principle to guide governors' actions:*

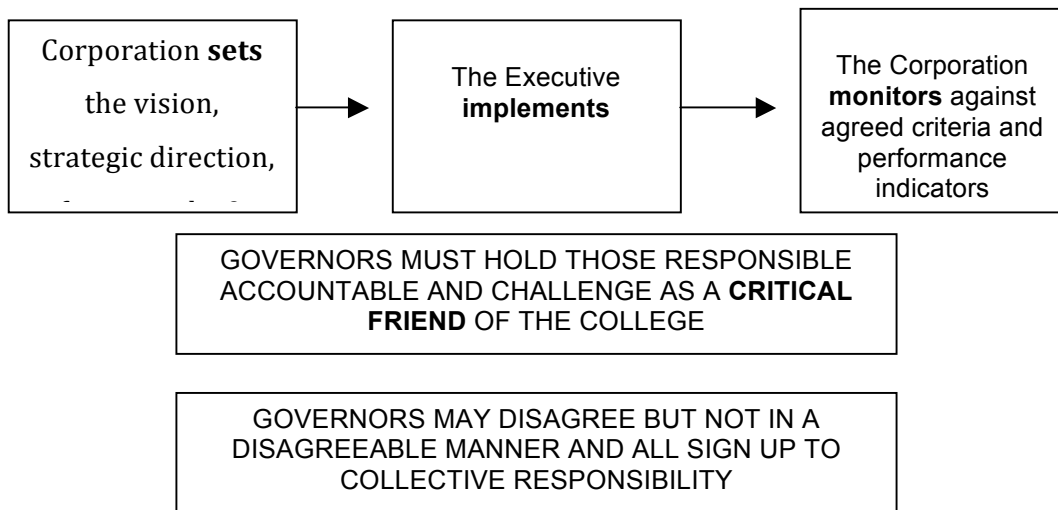
The fundamental responsibility of the Corporation is to hold the management accountable for running the College properly. Governors should do this on the basis of evidence not reassurances.

If this principle is accepted it guides the range of questions governors should be asking, and the degree of detail they need to be provided with. It provides a perspective for identifying those issues which require governors' attention.

Holding managers to account should not be an exercise which emphasises the negatives. The evidence they are presented with should help governors to recognise and acknowledge areas of success and achievement. All those aspects of the College which are being run well and those areas which are improving should receive positive feedback from governors.

Governors should require a systematic programme of reports which provide key data on activities/targets/performance for which managers, not governors, carry the operational responsibility. By one means or another reports should, over a period of time, cover all main college functions.

Governors do not need the degree of detail which they would require if they were operationally responsible for an issue. They **MUST** demand the degree of detail which enables them to be absolutely clear whether an area of activity is being handled properly.



When a concern has been identified governors need a clear statement from the principal and or senior managers of what the problem is; what action is to be taken; the date by which the remedial action is expected to achieve a solution, and any major cost implications.

Where remedial action is needed, it is primarily up to the principal; and or senior managers to propose what the action should be. Governors should not get deeply involved in the detail of the action to be taken, but rather should hold management accountable for achieving the intended outcome.

Major college failures have often been followed by enquiry reports which include comment that the governing body failed to exercise adequate control over the executive. The willingness of governors to ask questions at the right level of detail and receive responses which avoid whitewash and waffle but address issues clearly and at the right level of detail is crucial to an effective relationship between governors and managers, and to the proper running of a College.

2 That collectively all Members of the Board work together in meeting the qualities of a good Governing Body:-

Strategic	Positive	Persistence	Challenging	Empathy	Determination
Innovative	Flexible	Collaborative	Responsive	Listening	Well Organised
Proactive	Perceptive and insightful	Learning	Systematic and evaluative	Rigorous	Focused on outcomes for learner's futures
Transparent	Inquisitive	Forward thinking with stakeholders	Outward looking	Resilience	Open and honest communicators

3 Putting Learners at the heart of governance

Governors should ask themselves the key question:

“Are we satisfied that the information received and all decisions taken are centred on improving the experience of students and levels of achievement?”

The main duty and responsibility of the Corporation is to work with the Principal to ensure that there are high standards in place leading to the delivery of quality provision resulting in high levels of achievement.

4 All governors are equal in status

There is a legal requirement to have at least two student governors and at least one staff governor. In addition the Principal is a governor and the remaining governors come from a category called ‘External Governors’. External governors come from a broad background of skills and experience – they could be business people, community leaders, or from agencies and national bodies such as the NHS.

All governors, despite their category, are of equal status and collectively governors make up what is referred to as the Corporation. The Corporation works together as a single unit.

SECTION B- GOVERNANCE & MANAGEMENT POLICY STATEMENT

SUMMARY

- Policy, oversight, financial probity and monitoring are the business of the governing body.
- Management and administration is the business of the Principal, CEO and management team.
- The Corporation and CEO are a team and need to support each other and work closely together. A good working relationship between the Corporation and CEO is essential to achieve corporate goals.
- The line between the Corporation and CEO should be clearly articulated and understood by Corporation members and senior managers.
- Clarity about roles and responsibilities is paramount, and should be reviewed regularly.
- The CEO, senior management and Clerk inform and guide the Corporation in making appropriate and effective decisions.
- The Corporation has the final and highest level of authority in the policy-making process, but may not exceed its legal authority.

RESPONSIBILITIES UNDER THE STATUTORY REGULATIONS

Corporation

- Determination of educational character and ethos
- Articulation of vision, values and strategic direction
- Oversight and monitoring of college activities
- Effective and efficient use of resources
- Safeguarding asset
- Approving annual estimates of income and expenditure
- Appointment, grading, suspension, dismissal, appraisal and determination of pay and conditions of CEO, senior post holders and Clerk
- Setting framework for pay and conditions of service of all other staff
- Setting framework for tuition and other fees
- Financial probity

Principal

- Making proposals to Corporation about the educational character and mission
- Implementing policies and decisions
- Organisation, direction and management of college
- Leadership of staff
- Appointment and management of staff within the framework set by Corporation
- Determination, in consultation with Academic Corporation, of academic focus and activities
- Determination of all other college activities
- Principal accounting officer, accountable to Corporation and ultimately parliament

MANAGEMENT AND GOVERNANCE STATEMENT

Management and Corporation working together to achieve the best possible outcomes for the college as a whole.

CORPORATION	PRINCIPAL & CEO
governance in partnership with management	
<ul style="list-style-type: none"> Defines the vision and mission Strategic thinking and direction Determines appropriate policy framework Ensures financial solvency and probity Determines pay and remuneration framework Oversight of effectiveness of management Monitoring of the quality of college performance locally and within the sector context Maintains the assets of the college The community's voice within the college and represents the college to the community Fosters collaborative partnerships Well informed and committed Reviews Corporation's own effectiveness annually Continual improvements to Corporation effectiveness Appoints CEO and senior post holders and appraises CEO &, in partnership with CEO, appraises senior post holders Works with and supports CEO and team 	<ul style="list-style-type: none"> Proposes vision, mission and strategy Strategic planning and implementation Implements Corporation decisions Organisation, direction and day-to-day management of college Principal accounting officer, responsible for financial well-being of college and accountable to Corporation and parliament Ensures the provision of a quality curriculum and customer service Represents the college locally and nationally, builds positive working relations and collaborative partnerships Leadership of the staff Executive management and development of college and staff Appraisal of Senior postholders Supports and informs Corporation, provides briefings and advice.



GOVERNORS MUST HOLD THOSE RESPONSIBLE ACCOUNTABLE AND CHALLENGE AS A **CRITICAL FRIEND** OF THE COLLEGE

SECTION C- ROLES & RESPONSIBILITIES AND PERSON SPECIFICATION FOR GOVERNORS

Main responsibilities of the Board of Governors

Under Article 3(1) of the College's Articles of Government the Board is responsible for:

- a) the determination and periodic review of the educational character and mission of the College and for the oversight of its activities
- b) approving the quality strategy of the institution
- c) the effective and efficient use of resources, the solvency of the College and the Corporation and for safeguarding their assets
- c) approving annual estimates of income and expenditure
- d) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the clerk
- e) setting a framework for the pay and conditions of service of all other staff.

2 2 Responsibilities of individual governors

- f) to attend meetings of the Board of Governors and other occasional events arranged by the College and to work towards the individual attendance target of 75% for Board meetings
- g) to be a member of at least one committee of the Board
- h) to participate actively and constructively in meetings of the Board and the appropriate committees
- i) to take an active interest in Further Education in general and in the College in particular
- j) to sign and abide by the Code of Conduct for governors as approved by the Board and to declare any relevant financial, business and personal interests in accordance with the Register of Interests approved by the Board
- k) to contribute to the strength of the Board by bringing an external perspective and experience to the Board's oversight of the College but to stop short of giving professional advice
- l) to act as an ambassador for the College and to foster good relations between the College and the local community
- m) to always to act in the best interests of the College and not to speak or vote as if mandated by other persons or bodies
- n) to participate in the annual review of the performance of the governing body

- o) to take part in any relevant training and development events or opportunities as arranged from time to time for the benefits of Members
- p) to demonstrate a personal commitment to the seven principles of Public Life as set out in Lord Nolan's Report on Standards in Public Life (see Appendix)
- q) to demonstrate a commitment and support for the principles of equality of opportunity for all
- r) to give any additional assistance as may be reasonably requested by the Chair of the Governing Body

APPENDIX

Public concern about the financial probity of members of parliament and other holders of public office led to the setting up in 1994 of the Committee on Standards in Public Life (chaired by Lord Nolan and later Lord Neill). The Committee drew up seven principles of public life as a yardstick against which public service may be measured:

- *Selflessness*: Holders of public office should take decisions solely in terms of the interest of the public. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.
- *Integrity*: Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
- *Objectivity*: In carrying out public business, including making public appointments, awarding contracts, and recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.
- *Accountability*: Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- *Openness*: Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands this.
- *Honesty*: Holders of public office have a duty to declare any private interest relating to their public office duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- *Leadership*: Holders of public office should promote and support these principles by leadership and example.

SECTION D - EVERSHEDES 10 POINT GUIDE FOR GOVERNORS

1	observe and comply with the College's Code of Conduct for Governors (the Code) which sets out in more detail the principles touched upon here: the responsibilities and standards of conduct expected of members of the Governing Body;
2	remember that it is their role to determine the strategic policy and the overall direction of the College, to oversee its activities and to monitor the performance of the Principal and other senior postholders. They are accountable for the solvency of the College and for the proper use of public funds. The Principal is responsible for implementing the Governing Body's decisions, for managing the College's affairs within the budget and frameworks fixed by the Governing body and for the day to day running of the College;
3	observe the provisions in the College's Instrument and Articles of Government (and in particular discharge the responsibilities given to them by the Articles), comply with the Governing Body's standing orders and ensure that the Governing Body acts within the powers conferred on it by the Further and Higher Education Act 1992;
4	show the highest loyalty to the College and act in its best interests at all times. This means that: <ul style="list-style-type: none"> • Governing Body decisions must always be taken for the benefit of the College, its students, staff and other users and with a view to safeguarding public funds; • Governors must not be bound by any mandates given to them by other bodies; and • Governors must avoid putting themselves in a position where there is an actual, potential or perceived conflict between their personal interests (including those of their family) and those of the College. Governors must declare any relevant interest in accordance with the provisions in the Instrument and the Code.
5	observe the duties set out in the College's financial memorandum with the SFA and ensure the proper use of income derived from other sources;
6	conduct themselves in accordance with the highest ethical standards and embrace the seven principles of public life laid down by the Nolan Committee (set out overleaf);
7	discharge their duties with skill, care and diligence;
8	be committed to securing equality of opportunity within the College, to combating discrimination on whatever grounds and to discharging their legal duties under the relevant anti-discrimination legislation;
9	abide by the principle of collective responsibility. Once a decision has been taken by the Governing Body, Governors have a duty to stand by it, even if they voted against the decision or were absent from the relevant meeting; and
10	ensure that the business of the Governing Body is conducted openly and transparently and that, as a general principle, students and staff have free access to information about the proceedings of the Governing Body and that confidential items are kept to a minimum.

SECTION E – GOVERNORS’ HANDBOOK & PAPERWORK

- Issue Governors’ Handbook
- Complete Register of Interests
- Complete eligibility declaration
- Complete Governor Skills Audit
- Sign Code of Conduct
- Disclosure Baring Scheme (If required)
- ID
- Sharefile Access (If required)

GOVERNANCE KPIs & ANNUAL SELF-ASSESSMENT REPORT

*The Clerk to undertake an annual review of performance against agreed Governance PIs and to make available to the Corporation at its December meeting an **Annual Review of Governance Report** for the previous academic year that will provide governors with a brief commentary on performance against each agreed PI as the detail will have been analysed and discussed by the appropriate Committee of the Corporation. The report will inform the College's Self Assessment Report.*

Performance Indicator	Target	Commentary on performance
Corporate Effectiveness	1) Key strategic outcomes in the College's Strategic Plan to be formally monitored by Corporation each term: -Learners Numbers against profile -Success Rates -Student Attendance -Lesson Observation profiles	
	2) Setting and monitoring of targets for retention, achievement and success rates and to call for improvement plans where appropriate	
	3) Monitoring the financial performance of the College	
	4) Appropriate skills mix amongst governors	
Guiding and monitoring the strategic direction of the College	5) Meeting to be held at least once a year focusing solely on strategic direction of the College	
Attendance	6) 75% Governor attendance	
Length of meetings	7) Corporation & Committee meetings to last no more than 2.5 hours	
Appointment	8) Corporation vacancies to be filled within four months of the vacancy occurring.	
	9) Continue to strive to improve the representation of women and ethnic minorities onto the Corporation	
Committee membership	10) All governors to be a member of at least one committee.	
Register of interests & Annual Declaration of Eligibility	11) Declarations of interest to be made by governors as appropriate and presented to the Clerk annually. Confirmation of annual eligibility to serve as a governor.	
Training and development	12) Implementation of an annual governors training programme	
	13) Chairs of Committee and the	

	Chairman to participate in pre-planning meetings prior to Committee/Corporation meetings with appropriate College senior management	
	14) All new governors to undertake an induction	
	15) All governors to be supported in the discharging of their duties by being issued annually with a Governance Handbook confirming roles and responsibilities	
Clerkship	16) Issue of Agendas and supporting papers at least 7 days before meetings 17) Drafting of minutes within 1 week of all meetings	
Senior post holders	18) Annual appraisal of senior post holders undertaken by Chairman	



Governors' Handbook

Section 5 – Governance Policies and Procedures

DISCIPLINARY PROCEDURE FOR HOLDERS OF SENIOR POSTS

1 SCOPE AND PURPOSE

This procedure applies to all holders of senior posts (“senior postholders”) as defined in the Corporation’s Articles of Government (Principal and Clerk), and the holders of such other senior posts as the Corporation shall from time to time determine. The purpose of the procedure is:

- (a) to help and encourage senior postholders to achieve and maintain acceptable standards of conduct and work performance: and
- (b) to ensure consistent and fair treatment in relation to disciplinary action taken in response to allegations of unacceptable conduct of performance.

2 GENERAL PRINCIPLES

2.1 Instrument & Articles Of Government

The Corporation may not delegate responsibility for dismissing a senior postholder.

2.2 Independent Advice

The Chairman or, in his absence the Vice Chairman, shall take independent legal advice before making any decision to dismiss a senior postholder to ensure that such action does not contravene UK or EU employment law or any other relevant legislation.

2.1 Investigations

No disciplinary action shall be taken against a senior postholder until the Corporation has fully investigated the circumstances of the matter complained of. If appropriate, the Corporation may suspend the senior postholders, in accordance with Section 7 below, whilst the investigation is carried out.

2.2 Disciplinary Hearings

If the Corporation decides to hold a disciplinary hearing relating to the matter complained of, the senior postholder shall be advised of the nature of the complaint against him or her at least three working days before such hearing. At any disciplinary hearing, the senior postholder shall be given an opportunity to state his or her case and shall have the right to be accompanied by an acknowledged staff representative, work colleague or friend of his or her choice. If the senior postholder fails, without good reason, to attend a disciplinary hearing which the Corporation has invited him or her to attend, the hearing shall take place, and a decision shall be made, in his or her absence. All parties present must have a reasonable opportunity to present their case. At the conclusion of the hearing the employee should be notified of the outcome and this confirmed in writing within 5 working days.

2.3 Penalty

No formal disciplinary penalty will be imposed without a disciplinary hearing. Other than in cases of gross misconduct, gross negligence or gross incompetence, when the penalty may be dismissal without notice or payment in lieu of notice, no senior postholder shall be dismissed for a first offence.

2.4 Stages of the Procedure

Normally, the procedure shall be followed in the order of the stages set out in Section 3 below. However, offences of a serious nature may be brought into the procedure at any stage if any earlier stage would not be appropriate to deal with it. For example, there may be occasions when misconduct is considered not to be serious as to justify dismissal, but serious enough to warrant only one written warning which shall be both the first and final written warning.

3 THE PROCEDURE

Minor lapses from acceptable standards on conduct or work performance shall usually be dealt with by the Chair of the Corporation or, in the absence of the Chair, the Vice-Chair, giving informal oral warnings or reprimands, which shall not be recorded on the Corporation's personnel file relating to the senior postholder. If the matter is more serious, the following formal procedure shall be used:

Stage 1 – Oral Warning

If conduct or work performance does not meet acceptable standards, the senior postholder will normally be given a formal oral warning by either the Principal or the Chair of Corporation, or in his or her absence, the Vice Chair. The postholder will be advised of the reason for the warning, that it is the first stage of the formal disciplinary procedures and that he or she has the right to appeal against it in accordance with section 7 below. A brief note of the oral warning will be placed on the Personnel Department's file relating to the postholder. After 6 months the warning will be spent and the note removed from the file and returned to the postholder, subject to their conduct and work performance having been satisfactory throughout that period.

Stage 2 – Written Warning

A written warning shall be given to the senior postholder by either the Principal or the Chair or, in the absence of the Chair, the Vice-chair of the Corporation, if the senior postholder commits a serious offence of misconduct or the standard of his or her work performance is seriously inadequate, or if he or she fails to comply with a formal oral warning given under stage 1.

This written warning shall give details of the complaint against the senior postholder, the improvement required and the time limit within which such improvement must be achieved. In the case of misconduct, the warning will state that, if the senior postholder commits a further offence of misconduct during the period specified in the warning, action under Stage 3 will be considered. The written warning will also advise the senior postholder of the right of appeal in accordance with Section 6 below. A copy of the written warning will be placed on the personnel file relating to the senior postholder. After twelve months the warning will be spent and will be removed from the file, subject to the postholder's conduct and work performance having been

satisfactory throughout the period. If the note is not removed after this time the postholder has the right to appeal against its non-removal.

Stage 3 – Final Written Warning

A final written warning will normally be given to the senior postholder by either the Principal or the Chair or, in the absence of the Chair, the Vice-chair of the Corporation if:

- (a) the senior postholder fails to comply with a first written warning given under Stage 2; or
- (b) despite having been given, under Stage 2, a first written warning as the result of either misconduct or unsatisfactory work performance, the senior postholder commits a further offence of misconduct or his or her work performance continues to be unsatisfactory; or
- (c) the senior postholder's misconduct or unsatisfactory work performance, although not considered to be serious enough to justify summary dismissal, is sufficiently serious to warrant only one written warning (in effect both the first and a final written warning).

This final written warning will give details of the complaint, the improvement required and the time limit within which such improvement must be achieved. In the case of misconduct the warning shall state that, if the senior postholder commits a further offence of misconduct during the time limit specified in the warning, his or her employment may be terminated after another hearing. In the case of unsatisfactory work performance the warning will advise the senior postholder as to what steps he or she should take to improve and state that, if such improvement is not achieved within the period specified in the warning, his or her employment may be terminated after another hearing. The final written warning will also advise the senior postholder of the right of appeal in accordance with Section 6 below. A copy of the final written warning will be placed on the personnel file relating to the senior postholder. After twelve months (although, in exceptional cases, the period may be longer) the warning will be spent and will be removed from the said file and returned to the postholder, subject to the postholder's conduct and work performance having been satisfactory throughout that period. If the note is not removed after this time the postholder has the right to appeal against its non-removal.

Stage 4 – Dismissal

Further misconduct by the senior postholder or failure by him or her to reach the required standard of work performance within the time limit stipulated in the final written warning given under Stage 3 may lead to dismissal, as may acts of gross misconduct or other acts capable of justifying summary dismissal under Section 4 below. If it is considered by the Chair or, in the absence of the Chair, the Vice-Chair, or by a majority of the members of the Corporation that it may be appropriate to dismiss the senior postholder, the matter shall be referred to Special Committee of the Corporation, in accordance with the procedure set out in Section 5 below.

4 SUMMARY DISMISSAL

A senior postholder who is accused of gross misconduct, gross negligence or gross incompetence may be suspended from work in accordance with the provisions of Section 7 below whilst the college investigates the alleged offence.

The Chair or, in the absence of the Chair, the Vice-Chair of the Corporation may implement the majority decision of the Corporation on completion of the investigation and the Special Committee hearing in accordance with Section 5 below by summarily dismissing the senior postholder if it is established that the senior postholder has been guilty of gross misconduct, gross negligence or gross incompetence. Such dismissal will be without notice or payment in lieu of notice and will be confirmed to the postholder in writing specifying the reasons for the dismissal.

5 SPECIAL COMMITTEE

- 5.1** If the Chair, or in his absence the Vice Chair, or a majority of members of Corporation, consider that it may be appropriate for the Corporation to dismiss a senior postholder then they should refer the matter to Special Committee. Referral is by submitting a written statement setting out the facts of the case, together with any supporting evidence, to the Clerk who will convene a Special Committee. Special Committee shall be convened as soon as practicable after receipt of the referral under Stage 4 of the formal procedure, and shall meet within 7 days of being convened.
- 5.2** The Special Committee shall consist of at least three members of the Corporation. Membership may be drawn from Corporation members but may not include the following: the Chair of the Corporation, the Vice-Chair, the Principal, the staff and student members, nor any member involved in the case who shall not be eligible for membership of the Special Committee. The Special Committee shall appoint a Chair of the Committee and he or she will be responsible for ensuring compliance with the procedure at the meeting. The Clerk will convene and Clerk the Special Committee unless the committee is considering the post of Clerk, in which case the Chair of Corporation will convene the committee and the committee chairman will appoint a member or other independent person to clerk the meetings. Quorum of Special Committee will be three.
- 5.3** The duties of the Special Committee are to examine the facts of the case for dismissal of a senior postholder, hear or take representations from the postholder, review any relevant documents or representations, take independent advice as appropriate, and submit a written report to Corporation with a copy to the senior postholder it refers to.
- 5.4** The first meeting will review the written statement from the Chair, or Vice Chair, or majority of members, stating the grounds for proposed dismissal and set the time frame and process of preparing a written report to Corporation which should be submitted within 2 months of the date on which Special Committee was convened. The report must set out Corporation's original grounds for dismissal, the submission of the parties in the case, the facts of the case as determined by the committee, any other matters which the Committee considers should be taken into account by the Corporation in

their consideration of the case, and the committee's recommendations about the decision to be taken by the Corporation.

- 5.5** Special Committee shall copy the Corporation's written statement to the postholder and invite the postholder to make representations, either in writing within 14 days or orally at Special Committee's main meeting. The senior postholder shall also be informed of his or her right, prior to the meeting, to bring witnesses to that meeting, and to be accompanied by a friend who may present the case on behalf of the senior postholder. The timing of the meeting should be such that the postholder concerned is given not less than seven working days' notice in writing of the meeting and shall have the opportunity to submit a written statement or other documentation in reply at least three working days before the meeting.
- 5.6** At the main meeting, Special Committee shall first ensure that the nature of the referral, the Committee's role and the procedure to be followed are understood by all persons attending the meeting. Both parties shall then have opportunity to be heard, produce evidence in support of their cases and to question each other's statement and evidence, including oral evidence given by any witness called. The evidence of the Corporation's representative shall be heard first and the senior postholder shall then have the opportunity to respond. The members of the Committee shall be able to put such questions as they think fit to the parties, their representatives and any witnesses called. If the members of the Committee are then of the opinion that more evidence should be provided to it, the hearing may be adjourned for a period of up to seven working days, or as soon as practicable, to ensure further evidence to be submitted. When all the evidence has been heard, the parties shall have the opportunity to summarise their respective cases and must then withdraw from the meeting.
- 5.7** Subject to the senior postholder's rights to be heard and adduce evidence, the Special Committee shall have full discretion to admit or exclude evidence as it thinks fit, without following the legal rules as to admissibility of evidence, and to vary, as may be necessary, the procedure to be followed at the meeting.
- 5.8** Upon conclusion of the hearing, the Committee shall, in private, deliberate their findings and determine their report to be made to the Corporation.

Not later than five working days after the conclusion of the hearing, and within 2 months of the date on which Special Committee was convened, the Special Committee shall send its report to the Chair and Vice-chair of the Corporation and to the senior postholder concerned. The Chair of Corporation will authorise the Clerk to send the report to all members of Corporation except the staff and student members and to call a meeting of Corporation to consider the report.

- 5.9** A meeting of the Corporation shall take place for the purpose of considering the Special Committee report, as soon as practicable after the report has been submitted, and within 28 days of submission of the report, subject to not less than seven working day's notice in writing being given by the Clerk to the Corporation and to the senior postholder concerned. Nothing in this procedure shall prohibit a member of the Corporation who was a member of the Special Committee from attending the meeting. However, neither they, nor any member involved in investigation of the case, may take part in the

vote on Corporation's decision. A staff member may, by resolution of other members present, be required to withdraw from any part of the meeting at which the conduct, suspension, dismissal or retirement of any member of staff holding a position senior to his/her own is to be considered. Student members may take no part in the consideration of such matter and may be required by a majority of members to withdraw from any meeting at which such matters will be discussed.

- 5.10 The senior postholder concerned shall have the right to attend the meeting in order to make further representations, including oral representations, for which purpose he may be accompanied by a friend.
- 5.11 At the conclusion of the meeting, the Corporation shall decide upon the appropriate disciplinary action, if any, which may include dismissal with or without notice. The senior postholder concerned shall be informed of the Corporation's decision verbally and in writing within five working days of the Corporation's consideration of the matter being concluded. The decision shall be final and binding and there shall be no right of appeal.
- 5.12 If it is not possible, due to the complexities of the case, to prepare a written report within 2 months, Special Committee must prepare an interim report within that time which sets out a timetable for preparation of the final report.

6 APPEALS AGAINST DISCIPLINARY PENALTIES OTHER THAN DISMISSAL

A senior postholder who wishes to appeal against a written warning or a final written warning should inform the Clerk to the Corporation within five working days of the date of the decision which forms the subject of the appeal. The appeal shall be heard by a committee of the Corporation, consisting of three members of the Corporation, excluding the Chair, the Vice-Chair, any members involved in hearing or investigating the case, the staff members and the student member.

The appeal hearing shall be convened as soon as practicable after the notice to appeal has been received by the Clerk to the Corporation and not later than 21 working days after the notice to appeal has been received by the Clerk to Corporation. The postholder will be given at least five working days' notice of the date, time and place for the hearing. At the hearing of the appeal, the senior postholder will be given an opportunity to state his or her case and will be entitled to be accompanied and represented by an acknowledged staff representative, a work colleague or friend of his or her choice.

At the appeal, the disciplinary penalty imposed will be reviewed, but it cannot be increased. The decision of the committee of the Corporation shall be notified to the senior postholder in writing within five working days of the appeal hearing and shall be final and binding. In the case of an appeal against a notice of dismissal the dismissal shall not take effect before the appeal has been determined.

7 SUSPENSION PENDING DISCIPLINARY HEARING

- 7.1 When the Chair, or in the absence of the Chair, the Vice-Chair of the Corporation is of the view that a senior postholder may be guilty of

misconduct or that, because of some other good and urgent cause, the continuing attendance of the senior postholder at the Corporation's premises cannot be permitted, the Chair or Vice-Chair may suspend the senior postholder from duty pending the holding of a formal disciplinary hearing.

- 7.2** If the Chair or Vice-Chair decides to suspend the senior postholder immediately, he/she shall:
- (a) Provide the senior postholder with written notification of the suspension immediately, setting out the grounds on which the decision to suspend has been taken; and
 - (b) Inform the Corporation and the Funding Council of the suspension in writing within 2 working days of the suspension or as soon thereafter as is practicable.
- 7.3** The relevant Article 11 does not give any authorisation to suspend without pay unless this is expressly provided for in the postholder's terms of contract.
- 7.4** A senior postholder who has been under suspension for three weeks or more may appeal in writing to the Corporation against the suspension. Notice of such appeal shall be heard as soon as practicable by a committee consisting of three members of the corporation, excluding the Chair and/or the Vice-Chair, the staff members and the student member. However no such right of appeal shall lie if the senior postholder is the subject of a reference to the Special Committee under Section 5 above.
- 7.5** A suspension against which an appeal by a senior postholder is made shall continue to operate pending the determination of the appeal.
- 7.6** Where an appeal against suspension is made by a senior postholder to the Corporation, the senior postholder shall be given at least five working day's notice of the date, time and place fixed for the hearing, unless an earlier date has been mutually agreed.
- 7.7** At the hearing of an appeal against suspension, the senior postholder may be accompanied and represented by an acknowledge staff representative, a work colleague of his or her choice or friend.
- 8.8** Following the hearing of an appeal against suspension, the Corporation's committee appointed to hear the appeal may either confirm the suspension or lift the suspension. The decision of the Corporation, and the reasons for the same, shall be confirmed by the Clerk to the Corporation in writing to the senior postholder within five working days of the hearing of the appeal. The decision is final.

GRIEVANCE PROCEDURE FOR SENIOR POST-HOLDERS

A. SCOPE AND PURPOSE

1. This procedure applies to the Principal and all senior post holders as defined in the Corporation's Articles of Government. References to section numbers are to the numbered sections of this document.
2. The purpose of this procedure is to:
 - Enable senior post-holders who consider that they have a grievance or complaint arising from their employment to have it dealt with at the appropriate level as expediently as possible.
 - To promote fairness and consistency in the process by which grievances or complaints arising from a senior post holders employment is considered.
3. This procedure will not apply to any grievances concerning complaints or disputes which are covered by separate procedures or arrangements of the Corporation.

2 GENERAL PRINCIPLES

1. These rules and procedures will be reviewed regularly and applied in accordance with the Corporation's Articles of Government and taking into account developments in employment legislation and good practice and current guidance provided by the Advisory, Conciliation and Arbitration Service.
2. It is anticipated that the majority of senior post-holders' grievances can be resolved directly with the person or persons concerned. This procedure sets out the process for grievances to be considered where this is not possible or the grievance is unresolved.
3. The Corporation is committed to resolving each stage of the procedure as soon as reasonably possible, taking into account the need to investigate any grievance fairly and adequately and any constraints imposed by staff availability.
4. A senior post-holder (and any other member of staff asked to attend) has the right to be accompanied at any grievance hearing at any stage of the formal procedure by a representative of a trade union or a workplace colleague.
5. In circumstances where a disciplinary hearing has been arranged but the trade union representative or workplace colleague is unable to attend the proposed hearing, the hearing may be postponed if the senior post-holder (or member of staff affected) can offer an alternative date and time which is reasonable and falls within 5 working days after the day on which the original hearing was proposed.

6. A workplace colleague chosen to accompany a senior post-holder (or any other member of staff attending) at a grievance hearing will be permitted to take paid time off during working hours to attend the hearing.
7. At least 5 working days in advance, a senior post-holder (and any other member of staff attending) must alert the person or committee who is considering his or her grievance to the identity of any person which the senior post-holder (and other member of staff) proposes to accompany him or her at a grievance hearing.
8. Matters investigated as part of a grievance may, in appropriate circumstances, lead to and be used as part of disciplinary proceedings under the Corporation's disciplinary procedure.
9. The fact that a senior post-holder has invoked the grievance procedure will not (in the absence of exceptional circumstances) preclude the Corporation from instituting, continuing with or concluding disciplinary proceedings, whether they involve the senior post-holder or other members of staff.
10. All reasonable steps will be taken to maintain confidentiality and written records of any grievance proceedings shall be kept and maintained by the Corporation in accordance with the Data Protection Act 1998.

3 PROCEDURE

Stage One - Informal

1. A senior post-holder who has a grievance should first raise it informally with the Principal or, if the grievance is against the Principal or the Principal has a grievance, it should be raised with the Chair of the Corporation, or in his or her absence the Vice-Chair of the Corporation.
2. The grievance may be raised either orally or in writing.
3. The person considering the grievance will take such steps he or she considers necessary to resolve the grievance as quickly as possible, on an informal basis.
4. If the matter is very serious or in other circumstances where the senior post-holder does not wish to raise the matter informally, the senior post-holder may proceed straight to the formal stage of the procedure.

Stage Two - Formal

5. If the grievance cannot be resolved under the informal procedure, or in the event that paragraph 3.4 applies, a senior post-holder must prepare a written statement of his or her grievance.
6. The written statement should be sent to the Clerk to the Corporation for the grievance to be considered at this stage by the Chair of the Corporation. If the Chair of the Corporation is absent or has already considered the grievance at the informal stage, the grievance will be considered by the Vice-

Chair of the Corporation and references in sections 3.7 to 3.9 below to the Chair will include the Vice-Chair (as appropriate).

7. The Chair shall undertake all reasonable investigations as soon as reasonably possible. Where a grievance is against another member of staff, this will include seeking comments regarding the grievance from such member of staff.
8. The Chair shall convene a grievance hearing with the senior post-holder to take place within 20 working days of the Clerk receiving the written statement, or as soon after that as reasonably possible. The senior post-holder will be given as much notice as reasonably possible of the grievance hearing and the conduct of the hearing will be at the Chair's discretion. If the grievance involves another member of staff, the Chair may require the attendance of such a member of staff or any other members of staff who may be able to provide relevant information. If any documentation is to be considered at the hearing, it will be circulated at least 5 working days in advance of the hearing.
9. The Chair's decision will be confirmed in writing to the senior post-holder by the Clerk to the Corporation within 10 working days of the hearing. If it is not possible for a decision to be reached within this period, the Clerk will write to the senior post-holder on behalf of the Chair with an explanation for the delay and when the written decision can be expected. The decision will include a reminder that the senior post-holder has a right to appeal against the decision if he or she is not satisfied with it.

Stage Three - Appeal

10. If a senior post-holder is dissatisfied with the decision at the conclusion of the formal procedure, he or she may appeal. The appeal must be made in a written statement setting out the grounds for the appeal and the statement must be sent to the Clerk to the Corporation within 10 working days of receipt by the senior post-holder of the written decision following the formal procedure.
11. The Corporation will appoint a committee of the Corporation ("the Appeal Committee") which, if not already appointed by the time the appeal by the senior post-holder is received by the Clerk, will be appointed as soon as reasonably possible.
12. The Appeal Committee shall undertake any further investigations which it considers necessary as soon as reasonably possible.
13. The Appeal Committee shall convene an appeal hearing with the senior post-holder to take place within 20 working days of its appointment or receipt by the Clerk of the appeal (whichever is the later), or as soon after that as reasonably possible. The conduct of the hearing will be at the Appeal Committee's discretion, save that the senior post-holder has a right to be accompanied as detailed in section 2.3. If the grievance involves another member of staff, the Appeal Committee may require the attendance of such member of staff or any other members of staff who may be able to provide relevant information. If any documentation is to be considered at the hearing, it will be circulated at least 5 working days in advance of the hearing.

14. The Appeal Committee's decision will be provided in writing by the Clerk to the Corporation to the senior post-holder within 10 working days of the appeal hearing. If it is not possible for a decision to be reached within this period, the Clerk will write to the senior post-holder on behalf of the Appeal Committee with an explanation for the delay and when the written decision can be expected.
15. The Appeal Committee's decision shall be final.

CORPORATION SKILLS AUDIT

Name _____

Can you please complete for all headings. It does not matter how many boxes you tick as it is expected that governors will have a breadth of skills and expertise. Please return your completed form to the Clerk

Skills Area	Professional expertise and skill		
	High	Moderate	None
Strategic Management			
Safeguarding			
Equality & Diversity			
Finance/Accounting			
Audit			
Legal			
Property/Premises Management			
Personnel			
Marketing			
Governance / Trusteeship			
Education Management			
Secondary Education			
Further Education			
Higher Education			
Special needs/basic skills			
Large Organisation Management			
Information and Communications Technology			
Local Authorities			
Public Sector Organisations			
Local voluntary/community groups			
Local businesses/Employer links			
Work based Learning -Apprenticeships			
Teaching			
Quality Systems			
Risk Management / Health and Safety			
Spiritual / Faith			
Student Matters			
Widening Participation			
Funding Bodies			

Ethnicity:

Bangladeshi	black African	black Caribbean	black other	Chinese	Indian	other Asian	mixed	Pakistani	white	other (please specify)

Age:

16 - 21	22-30	31-40	41- 50	51 - 60	60+

POLICY FOR THE CONDUCT OF CORPORATION BUSINESS

1 INTRODUCTION

- 1.1 These guidelines supplement the ' Standing Orders approved by the Corporation.

2 PLANNING AND PREPARATION FOR MEETINGS

- 2.1 The Clerk will issue to the Principal and to all Chairs at the commencement of each term a schedule of business required of all Committees including the meeting of the Corporation.
- 2.2 Four weeks prior to the meeting, the Clerk will circulate a draft agenda for the meeting and to agree the deadline date for receipt of all reports.
- 2.3 The Clerk will ensure that the agenda and reports for the meeting are made available to Members 7 days in advance of the meeting.
- 2.4 The Clerk will offer to arrange with each Chair in advance of the meeting of the Committee/Corporation a briefing meeting involving appropriate members of the College Management Team to discuss the agenda items.

3 CHAIRING OF MEETINGS

- 3.1 All questions and points of order to be put through the Chair.
- 3.2 Chairs to ensure as far as possible that meetings do not exceed two hours in length.
- 3.3 Decisions and voting at meetings to follow appropriate Standing Orders.

4 MINUTES OF MEETING

- 4.1 Corporation Standing Orders require the draft minutes to be produced for approval, by the Chair, not latter than 2 weeks after the meeting has taken place.

GOVERNORS' FINANCIAL LIABILITY

Corporation members (Governors) have two key forms of protection against any personal financial liability that may arise through their activities on behalf of the Corporation:

1. Established legislation makes provision for the Court to extinguish, reduce or vary the liability of any Governor who has acted ***honestly and reasonably***;
2. Insurance cover taken out by the College in respect of damages and costs for any acts, errors or omissions committed by the College, Governors and Officers whilst acting in those capacities.

Generally, if a problem in the college caused a loss to a third party, that third party would sue the Corporation and not individuals. This is because actions are taken in the name of the Corporation, which is a legal entity in its own right. In exceptional circumstances, it might be possible for a claimant or a successor corporation to sue an individual Governor, on the basis that it was his/her action or failure to act that caused the loss. In these unusual circumstances, the protections mentioned above would potentially be invoked.

Governors are not responsible for losses caused by acts of employees or agents of the Corporation unless they have personally procured the act that led to the loss or are in breach of their duties of skill and care and that led to the loss.

It is worth noting the basic duties of Governors.

1. Collectively to carry out the responsibilities set out in Clause 3 (1) of the Articles. These include responsibility for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets. This does not mean that Governors become personally liable simply by virtue of the insolvency of the institution. Personal liability in such circumstances would only be likely to arise if it was found that individual Governors had failed to discharge their responsibilities properly in accordance with the principles referred to below.
2. To act in good faith and in the best interests of the Corporation. Anything Governors do in their capacity as Governors they do, not on their own behalf, but on behalf of the Corporation. In making any decision, Governors should always have the best interests of the Corporation and the continued fulfilment of its functions at the forefront of their minds. Any ulterior motives or factors that are not relevant to such interests should not be taken into account.
3. In carrying out their functions as Governors, to exercise such powers of skill and care as they possess, at least at the same level that an ordinary prudent person might reasonably be expected to show when acting on their own behalf. Higher duties of skill and care are expected of people who are

professionally qualified when acting within their areas of expertise, as opposed to people who are not qualified.

4. To avoid putting themselves in a position where they have a conflict of interests with the Corporation. For example, if Governors find that they have an interest in a personal or business capacity in a potential contract with the Corporation, they must declare that interest and ensure that they take no part in the Corporation's decision in relation to that contract.
5. Not to obtain any undisclosed benefit as a result of being Governor. In other words, Governors should not profit from their position and should not misappropriate or misuse Corporation assets or information. A Governor may be liable to repay any improper benefit and should always declare any benefits received.
6. To observe the rules of governance, ensuring that the Corporation stays within its powers (e.g. in delegation of duties and commercial decisions) and that actions are properly authorised. A third party could sue Governors who signed a contract that was unenforceable because the decision had been taken at an inquorate meeting.

In summary, any claim against a Governor personally is unlikely. In the event of a claim, Governors are likely to be protected by current legislation and by the College's own insurance, provided that they have acted honestly and with a reasonable level of skill and care (as they would in looking after their own affairs).

GOVERNOR REIMBURSEMENT FOR EXPENSES

General Principles

- 1 Governors are entitled to receive reimbursement for expenses incurred while undertaking Corporation business.
- 2 Expense rates paid to Governors will be the same rates that apply to College staff.
- 3 Expense claims can be made to cover the costs incurred for travelling to meetings, conferences, and training events. Governors are expected to claim for the cheapest method of travel.
- 4 Receipts need to be made available for all claims except for mileage claims.
- 5 College expense claim forms are to be used by Governors when claiming expenses.
- 6 Completed expense forms to be sent to the Clerk who will keep a record of all claims received.
- 7 The College to set up an annual budget for Governor's expense claims to allow for monitoring and disclosure in the College's financial statements.

POLICY ON SUCCESSION PLANNING

- 1 The Corporation agrees that there must be an on-going review of succession planning for positions of Chair and Vice Chair of the Corporation and for this review to be conducted by the Independent Clerk to the Corporation.
- 2 When considering succession, priority must be given to the development of existing governors and of promotion from within existing membership.
- 3 An indication should be sought from existing governors if there is any governor prepared to put themselves forward for consideration as either the future Chair or Vice Chair.
- 4 If there are governors who are prepared to undertake either of these roles, then arrangements should be made to enable prospective Chairs and Vice Chairs to shadow the existing Chair and Vice Chair over a period of time.
- 5 In addition, prospective Chairs and Vice Chairs should be given the opportunity to Chair a Committee of the Corporation so that they gain experience in chairing meetings.
- 6 The Clerk will inform all governors of the Succession Policy and, on an on-going basis, will seek expressions of interest from governors in either being Chair or Vice-Chair. Should this result in no expressions of interest being received, and if there are governors who have the appropriate skills and expertise to undertake the duties of either Chair or Vice Chair, then arrangements should be made for the Independent Clerk and Principal to actively persuade such governors to take on the role.
- 7 If there are no governors willing to put themselves forward for Chair or Vice Chair, and if the Corporation feels there is need to attract a certain calibre of individual from outside its membership, then the option to search and advertise will need to be given consideration.

POLICY ON ATTENDANCE AT MEETINGS AND ACCESS TO COLLEGE BUSINESS

1 ATTENDANCE AT CORPORATION MEETINGS

1.1 Meetings of the Corporation are split into three sections as follows:

- | | |
|----------|--|
| Part I | General Public Information |
| Part II | Items confidential to members only, but where minutes and resolutions are for the public records |
| Part III | Confidential items to members only and where Staff and Student Members through a resolution made by the Corporation may be excluded, and minutes and resolutions are not for the public record |

1.2 Agendas and other papers for Corporation meetings are organised so that they reflect this structure of business.

2 CONSIDERATION OF CONFIDENTIAL BUSINESS BY THE CORPORATION (INCLUDING COMMITTEES)

2.1 The Corporation's policy is that as much business as possible will be conducted in public but the Corporation reserves the right to keep certain matters confidential. The Corporation uses the following criteria for deciding on confidentiality

- consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation
- consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position
- items containing personal information relating to an individual (other than a member of staff of the College)
- information provided in confidence by a third party who has not authorised its disclosure
- Information relating to the negotiating position of the college in industrial relations matters.
- Legal advice received from or instruction given to the college legal advisors
- where appropriate, professional advice received from or instructions given to the College's professional advisers
- information planned for publication in advance of that publication
- any other matters the publication of which would, in the Corporation's view, be detrimental to the College's interests
- where the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member or prospective member of staff are to be considered (except that the staff governor may attend where the matter relates only to a member or prospective member of staff holding a post at the same level or junior to his or her own post)

- 2.1 The Corporation will agree, at the end of each meeting, which items, if any, should be kept confidential, bearing in mind the criteria for confidentiality listed above. As a general rule, confidential papers will come into the public domain within one year of their first publication. However there will be papers which must remain confidential - either because they contain information relating to individuals, or contain information which the Corporation has decided for specific reasons should not be made public.
- 2.2 The Corporation will annually review all confidential meetings and agree on which minutes can be released within the public domain.

3 MINUTES OF CORPORATION & COMMITTEE MEETINGS

- 3.1 Formal minutes of Corporation and committee meetings are prepared and submitted to the next ordinary meeting of the Corporation. Items which are confidential in terms of the criteria set out in paragraphs 2.1 and 2.2 of this policy are prepared separately and submitted in the appropriate Part of the Corporation agenda.
- 3.2 All approved minutes of Part I and the resolutions of Part II will be published to all Members of the Corporation and published on the College website. The definition of approved minutes is when the Committee and or Corporation has authorised the Chairman to sign the minutes as an accurate record.

4 ATTENDANCE AT CORPORATION MEETINGS BY PERSONS WHO ARE NOT CORPORATION MEMBERS

- 4.1 **The Corporation shall decide through a resolution whether a person should be allowed to attend any of its meetings where that person is not a Member, the Clerk or the Principal.**

5 ATTENDANCE AT COMMITTEE MEETINGS BY PERSONS WHO ARE NOT COMMITTEE MEMBERS

- 5.1 Members of the public and representatives of the press shall not be admitted to meetings of committees of the Corporation.
- 5.2 Subject to 5.6 below, the Principal shall be entitled to attend meetings of any committee of which (s)he is not a member.
- 5.3 The Clerk to the Governors shall attend meetings of all committees except that s/he shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
- 5.4 The Principal is authorised to invite other members of staff to attend committee meetings as the need arises.
- 5.5 The chairman of any committee may permit the attendance of any other person at a committee meeting after having taken the advice of the Principal and the Clerk.
- 5.6 All committees shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered.

6 ACCESS TO COLLEGE DOCUMENTATION

- 6.1 Information about College activities is generally available to the public. Full details of the range of publications available to the public, and any fees charged for making available this information, are outlined in the College's *'Freedom of Information Publication Scheme'*.

POLICY ON THE SELECTION & REAPPOINTMENT OF GOVERNORS
(Excluding the Principal)

1. VACANCIES

1.1 Vacancies may arise from:

- the death of a governor
- the resignation of a governor
- the removal of a governor from office by the Board
- the expiry of the term of office of an existing governor

1.2 In all cases except the expiry of the term of office of an existing governor, the process for filling vacancies shall be that set out in paragraph 3 of this policy.

2. EXPIRY OF THE TERM OF OFFICE OF AN EXISTING GOVERNOR

2.1 At the commencement of the last year of a governor's term of office, the Clerk will make contact with the governor to see if they are willing for their name to be considered by the Search Committee to serve another term of office.

2.2 Governors seeking re-appointment will be required to complete a '*Governors Re-Appointment Self-Assessment' Questionnaire*' (Appendix I).

2.3 The Search Committee will review completed questionnaires and will make any re-appointment recommendations to the Corporation.

2.4 In circumstances where the governor is willing to be re-appointed, the Search Committee will consider whether to make a recommendation to the Board that the governor be appointed to serve for a further term of office. The Committee shall base their decision on the following factors:

- whether the skills of the governor are still required;
- whether the departure of the governor would afford the opportunity to improve the skill mix of the Board;
- the governor's contribution and commitment to the Board's work; and
- the gender/equality make up of the Board.

2.5 When the governor under consideration is a member of the Search Committee, that governor shall withdraw from the meeting and take no part in the decision or voting in relation to his/her future membership of the Board.

2.6 Where the Board accepts a recommendation from the Committee to appoint an existing governor for a further term of office, the Board shall make the appointment in accordance with the Instrument of Government of the College.

2.6 Where the Search Committee decides that the governor should not be appointed for a further term, a vacancy shall exist and shall be dealt with under paragraph 3 of this policy. Such a decision will be reported to the next meeting of the Board.

- 2.7 A governor who the Search Committee decides should not be appointed for a further term of office shall have no right of appeal against such a decision nor the right to be heard by the Committee or the Board on this issue.

3. FILLING OF VACANCIES

- 3.1 When a vacancy arises, for whatever reason, the Search Committee will give consideration to the skills mix required of the vacancy/vacancies to ensure that the Board has appropriate skills and expertise amongst its membership to enable the Board to discharge its responsibilities.
- 3.2 Consideration will also be given to the gender and equality of the current membership with the aim of working towards a Board membership that best reflects the community that the College serves.
- 3.3 Vacancies may be advertised either through the placing of an advert in local/national newspapers and periodicals or by advertising the vacancy on the College's website. Existing Board members will also be asked to bring the vacancy to the attention of any persons that they think might be suitable for appointment. Applications shall be submitted in writing to the Clerk to the Governors.
- 3.4 The Clerk will be responsible for assessing applicants against the person specification and required skills mix.
- 3.5 Interviewing shall be undertaken by a panel determined by the Search Committee. Minimum membership of the panel shall be the Principal, one other governor, and the Clerk.
- 3.6 The Board shall only appoint a governor on the recommendation of the Search Committee and shall do so in accordance with the Instrument of Government of the College. Appointments will be for a period of 4 years.

4 STAFF GOVERNOR

- 4.1 Nominations shall be sought from staff whenever a vacancy arises. If more nominations are received than vacancies exist, the Clerk will make the arrangements for an election to take place.
- 4.2 The Corporation shall only appoint a staff governor on the recommendation of the Search Committee and shall do so in accordance with the Instrument of Government of the College. Appointments will be for a period of 4 years.

5 STUDENT GOVERNORS

- 5.1 The Executive of the Students Association or Students Union will be the recognised body for nominating the two student governors. If the Student Association or Student Union is unable to make any nominations, the Clerk will make the necessary arrangements for the student body to elect the student governors
- 5.2 The Corporation shall only appoint a student governor on the recommendation of the Search Committee and shall do so in accordance with the Instrument of Government of the College.

Appendix 1

Governors Re-Appointment Self Assessment Questionnaire

This self assessment questionnaire is designed for use by Governors who are being considered for re-appointment to the Governing Body. The questionnaire should be returned to the Clerk to the Corporation who will submit it to the Search Committee. The completed questionnaire will form the basis of the Search Committee's evaluation of the performance of the member before making a recommendation on re-appointment to the full Corporation. The Search Committee may make a decision on the basis of the completed questionnaire, or may in addition call a member for interview in case of the need for more information or clarification on any point. Only the Clerk, members of the Search Committee and auditors may see the completed questionnaires. Please continue on a separate sheet if necessary.

NAME OF MEMBER BEING CONSIDERED FOR RE-APPOINTMENT (BLOCK LETTERS)

Date of evaluation by Search Committee

SECTION 1 : TO BE COMPLETED BY THE MEMBER BEING CONSIDERED FOR RE-APPOINTMENT

	Yes	To Some Extent	No
a Are you able to contribute as much as you would like to meetings? <i>Comments</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b Do you normally attend training events ? <i>Comments : Please list any training events attended, either in-house training events or external training events (NB: The Clerk will have a record of attendance to all in-house training events)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c Do you become involved in College activities (other than training events) e.g. Governor Link visits/Award ceremonies? <i>Comments : please list any college activities (other than training events) which you attended</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- d Do you undertake any additional roles apart from your membership of the Governing Body eg Chairing committees, membership of working groups etc. If yes, please state which.
- Comments :*

- | | Yes | To
Some
Extent | N
o |
|--|--------------------------|--------------------------|--------------------------|
| e Do you consider that your skills and experience remain relevant to the needs of the Governing Body (This is particularly relevant for Governors with more than 8 years' service)? <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
- Comments:*

Signature of member seeking re-appointment

SECTION 2 : FOR COMPLETION BY THE CLERK/ SEARCH COMMITTEE

- a The member has achieved good attendance, and normally at least 70% over an academic year, at meetings (this section to be completed by the Clerk based on published attendance figures)

Year of Review

Average attendance (%)

- b (Where applicable) A nomination has been received/ renewed from a suitable nominating body

Name of nominating body

Date received:

c Recommendation from the Search Committee:

Re-appoint for a period of _____years from _____(date)

Do not re-appoint

Call for interview

Other (please specify)

Date:

POLICY ON THE REMOVAL OF A GOVERNOR FROM OFFICE

1. ABSENCE FROM MEETINGS FOR A PERIOD LONGER THAN SIX MONTHS

- 1.1 The Clerk will be responsible for monitoring the attendance of Governors at formally summoned Board and Committee meetings. If a governor is identified as having been absent from such meetings for a period of longer than six months without the Board's agreement, the Clerk will immediately notify the Principal and the Chairman of the Board.
- 1.2 The Clerk will then write to the governor concerned explaining the position regarding his/her attendance and advising that this could result in the governor's removal from office. The governor should be asked to explain the reasons for the non-attendance at meetings.
- 1.3 The Clerk will then discuss the matter with the Chairman and the Principal. The Chairman shall decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Board and, if necessary, shall authorise the Clerk to convene a special meeting.

2 INABILITY OR UNFITNESS

- 2.1 Any question as to whether or not a member may be unable or unfit to discharge the functions of a governor must be referred to the Clerk.
- 2.2 Should such a question, regardless of its source, be brought to the attention of the Clerk he/she shall immediately notify the Principal and the Chairman of the Board. If it appears to the Chairman that the matter should be pursued, he/she will decide, in consultation with the Principal and the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.
- 2.3 The Chairman will decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Board and, if necessary, shall authorise the Clerk to convene a special meeting.

3. MEETINGS OF THE BOARD REGARDING THE REMOVAL OF A GOVERNOR

- 3.1 Meetings of the Board at which the removal of a governor is to be considered shall be convened by the Clerk giving at least seven clear days notice.
- 3.2 The only persons entitled to attend such meetings shall be members of the Board and the Clerk, except that the governor in question shall be invited to attend for part of the meeting in order to state his/her case. He/she shall not participate in discussion or voting by the Board.

- 3.3 The Board shall decide whether or not the governor be removed from office. Should this be the case, the Clerk shall notify the governor.
- 3.4 A governor so removed shall have no right of appeal against the Board's decision.

FRAMEWORK FOR OVERSEEING SETTLEMENT NEGOTIATIONS BETWEEN THE BOARD AND DESIGNATED SENIOR POST HOLDER

As required by the Financial Memorandum, a framework needs to be established for determining any settlement between a designated senior postholder and the Board.

The Financial Memorandum confirms that colleges should avoid spending public funds on settlements where disciplinary action would have been more appropriate.

FRAMEWORK

- 1 Appropriate professional (legal) advice must be obtained at all stages of negotiations and when determining any final settlement
- 2 The Board should consider establishing a special committee to oversee negotiations.
- 3 Reference in the first instance to the Remuneration Committee is appropriate, as the Board has discharged to this Committee responsibility for all matters relating to senior postholders.
- 4 The College will need to be able to demonstrate that payments in respect of termination are regular, secure value for money and are affordable. Full costings of any settlement offer must be made available and considered against the financial performance of the College.
- 5 Normally public funds should only be used to meet contractual requirements (i.e., payments in lieu of notice not to exceed contractual period of notice) and items such as pension enhancements within the limits set out in the relevant pension scheme rules. Exceptions should be justified by explicit and quantified reference to value for money.
- 6 Appropriate records of each stage of negotiations should be retained.
- 7 The outcome of negotiations to be reported to the Board for final approval.
- 8 Once agreement has been reached, all parties should sign a Compromise Agreement drawn up by the College's Solicitor.
- 9 Details of the financial costs of settlements to be made available to the College's external auditors for inclusion in year-end accounts.

POLICY ON COMPLAINTS AGAINST THE CORPORATION

1. A complaint against the Corporation, a member of the Corporation or the Clerk to the Corporation may be made by an individual, business or an organisation.
2. Complaints against the Corporation or a member of the Corporation should be confirmed in writing and addressed to the Clerk.
3. The complaint should state clearly the nature of the complaint and, if appropriate, provide copies of any related documentation. The complainant should also state the remedy they are seeking.
4. The Clerk to the Corporation will:
 - acknowledge receipt of the complaint without delay
 - investigate the complaint
 - endeavour to provide a response to the complaint within four weeks and, if this is not possible, provide the complainant with an interim statement.
5. The written response of the Clerk to the Corporation will include details of any arrangements for pursuing the matter with an independent body (see paragraph 10 below).
6. The Clerk to the Corporation will keep the Chair informed of the situation and will provide the Corporation with a written statement of the nature of the complaint and the response at the next Corporation meeting. Such a report shall be circulated to members within ten working days of the response of the Clerk to the complainant so that members are aware of the situation.
7. When carrying out an investigation on a complaint against the Corporation or an individual member of the Corporation the Clerk to the Corporation will have the authority to refer issues to the Corporation's auditors (external and/or internal) or other appropriate advisers.
8. A complaint against the Clerk to the Corporation shall be forwarded to the Chair of the Corporation for investigation and response.
9. The approach to be adopted by the Chair of the Corporation in investigating and responding to a complaint will be the same as that outlined above with regard to complaints against the Corporation and individual members of the Corporation.
10. If a complainant is not satisfied with the outcome of their complaint, they may wish to write to the Skills Funding Agency (Please contact the College or Clerk Helpline for the address of the SFA).

Role of the SFA:

The SFA is there to ensure that the College's procedures are working effectively. The SFA will review the processes that the College has gone through when dealing with any complaint and the decisions that have been made. The SFA will not investigate a complaint on an individual's behalf or substitute its own judgement for that of the College, but it will seek to ensure that any complaint is dealt with properly. If a complaint received is justified the SFA may make recommendations to the College to prevent the situation happening again.

PROCEDURE TO FOLLOW IN THE EVENT THAT IT IS DEEMED THAT THE CORPORATION MAY BE ACTING INAPPROPRIATELY OR BEYOND ITS POWERS

The Clerk's role includes advising on proper procedure and, if necessary, intervening when s/he feels that the Corporation is acting inappropriately or beyond its powers. The Corporation has approved the following procedures it would expect to be followed in this situation.

1. In the first instance, the Clerk should make every effort to resolve the matter through the avenues available to him or her within the College and be certain that the reason for his or her concerns is understood. Such actions are outlined below in paragraphs 2, 3 and 4.
2. Where the Clerk believes the Corporation or a Committee is minded, during a meeting, to act beyond its powers, s/he should raise the issue immediately at the meeting.
3. When raised at the meeting, the Clerk's advice should be discussed immediately. If the Corporation or Committee is still minded to act and the Clerk still gives the advice that such action would be beyond the powers of the Corporation or Committee, further discussion should be deferred until the next meeting of the Corporation or Committee, or to a special meeting called in accordance with Article 12(4) of the Instrument & Articles of Government. The Clerk's concerns must be recorded in the minutes of the meeting at which they are discussed.
4. Where the Clerk believes that the Corporation or Committee has acted beyond its powers, or an individual has acted beyond his/her powers, s/he should raise the matter in writing with the Chair of the Corporation as soon as possible. The Chair will ask the Principal (as Accounting Officer) for his/her written comments. Where the Chair is involved in the decision under dispute the Clerk should raise the issue with the Chair of the Audit Committee.
5. After pursuing the actions in paragraphs 1 to 4, the Clerk may:
 - a) consult the Skills Funding Agency (SFA), Education Department, Association of Colleges or other relevant regulatory body if he/she has concerns about a propriety matter
 - b) consult the College's internal or financial statements auditors
 - c) seek initial legal advice without the agreement of the College management or the Corporation to a maximum of £3,000, if there is disagreement about whether an action may be unlawful or ultra vires

(if pursuing c), the Clerk should make available for legal review a summary of the scenario with details of the specific issues and should request a written response from the legal review)

6. Any comments received from the Principal or Audit Committee Chairman, and any advice given by any external source listed in paragraph 5 will be reported by the Clerk to the next ordinary or special meeting of the Corporation or Committee concerned or, in the case of an individual, to the Chair of the Corporation or Chair of Audit Committee. The Corporation may decide to obtain further legal advice or seek advice from the SFA.
7. If no action results from the steps detailed above, and if the Clerk is of the opinion that the grounds for concern still present a threat to the proper governance of the College, then the Clerk is authorised to refer the matter to the SFA and inform the Chair and Principal that this has been done.
8. The Corporation would not expect any such steps taken in good faith by the Clerk in these circumstances to be grounds for disciplinary action under the College's disciplinary procedures. However, any apparent abuse of this procedure could be subject to disciplinary procedure.
9. In the interests of transparency, where the written procedure has been invoked the substance and outcome of the matter will be reported in the minutes of the Corporation.

**REGISTER OF GOVERNORS'
AND SENIOR STAFF'S INTERESTS**

I, declare the following interests:

My Interests (See notes on reverse before completion)												
My spouse/partner's interests												
Interests of other close relatives <table style="width: 100%; border-collapse: collapse;"><thead><tr><th style="text-align: left; width: 25%;">Name</th><th style="text-align: left; width: 45%;">Relationship to me</th><th style="text-align: left; width: 30%;">Interests</th></tr></thead><tbody><tr><td> </td><td> </td><td> </td></tr><tr><td> </td><td> </td><td> </td></tr><tr><td> </td><td> </td><td> </td></tr></tbody></table>	Name	Relationship to me	Interests									
Name	Relationship to me	Interests										

Signed.....

Date.....

Notes on completion:

1 Senior staff, for the purposes of declaration of interest, are defined as:

- Principal
- Director of Finance
- Any other member of staff designated by the Principal

- 2 Interests to be declared are any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect your judgement in relation to any aspect of the College's business. For guidance, you should consider declaring the following interests:

Financial Interests

- a) remunerated employment, office, profession or other activity
- b) directorship of a company
- c) shareholdings in a company
- d) partnership in a business or professional partnership
- e) consultancies (whether or not remunerated)
- f) trusteeship of a trust where you or your spouse or partner or a member of your family may be a beneficiary
- g) gifts or hospitality offered by outside bodies and arising from your position as a governor

Personal Interests

- a) membership of another public body including:
 - local authorities
 - health authorities
 - NHS trusts
 - school or college governing bodies
 - training and enterprise councils
 - b) unremunerated posts, honorary positions and other positions that might give rise to a conflict of interest or of trust
 - c) membership of closed organisations
3. Other members of your family includes father, mother, brother, sister, child, stepchild or grandchild.
4. When completing the Register of Interests, governors should take into account the 7 principles of public life:

THE SEVEN PRINCIPLES OF PUBLIC LIFE

SELFLESSNESS

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

INTEGRITY

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

OBJECTIVITY

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

ACCOUNTABILITY

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

OPENNESS

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

HONESTY

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

LEADERSHIP

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

POLICY ON OVERSEEING ORGANISATIONAL CHANGE

Introduction:

Organisational change occurs for a number of reasons – economic, political, competitive pressures, technological change, change of strategy. This can result in the need for redundancies or redeployment.

Key Issues

Key issues which need to be taken into account during a programme of this nature include:

- The need to treat all staff whose jobs may be affected by change in a fair and consistent manner and in keeping with College values and principles
- The ability to “keep the show on the road” during the restructuring
- Keeping staff motivated and committed to the College, particularly those who will be retained
- Taking all reasonable steps to enable those who will be made redundant to depart with their pride and self belief intact – this may be facilitated by the development of a transparent redundancy support package
- Maintaining the reputation and goodwill of the College among its various constituents such as its students, staff, parents and the wider business community
- Maintaining the reputation of the College in the employment market for the future
- Communicating empathetically and clearly with employees, keeping them advised at every stage of the process and ensuring there is a robust consultation process

Key Responsibilities – Legal Framework set out in the Articles of Government

The responsibilities of the Corporation and the Principal are set out in Article 3 of the Articles of Government.

College Principal and Executive Team Responsibility

The Principal of the College is responsible for the day-to-day executive management of the College, including:-

1. The implementation of the Corporation’s decisions
2. The management of budget and resources
3. The determination of the College’s academic and other activities
4. The organisation, direction and management of the College
5. The appointment and dismissal of staff other than senior postholders or the Clerk.

The proposing and making of a change to the curriculum or the organisational structure of the College clearly falls within the scope of 2, 3 and 4 above of the Principal's responsibilities.

Governors' Responsibility

The Corporation's main duties are to determine and periodically review the educational character and mission of the College, provide oversight of all activities, ensuring the effective and efficient use of resources, ensuring the solvency of the College and the protection of its assets.

In approving the 2-year financial plan and as part of the annual budget setting process, the Corporation sets the financial parameters for any reorganisation. As part of this process, the Corporation would agree the broad direction of any organisational change needed. It is the responsibility of the Principal and senior postholders to ensure any proposed organisational changes remain within these financial parameters.

In order that the Corporation can ensure that the educational character and mission of the college is maintained and that resources are used effectively and efficiently the Corporation (or an appropriate committee) would normally be consulted on proposals for major reorganisations and would have the opportunity to review the outcomes of consultation before implementation.

In less significant cases, the Corporation would be informed (for example through the Executive Report) of reorganisation proposals and of the outcomes of consultations including the decisions arrived at.

In summary, the Corporation must be clear that restructuring/managing of resources is a managerial responsibility that falls under the jurisdiction of the Principal, but the Corporation should receive progress updates on any restructuring. If the restructure presents a significant risk (disruption to business, reputational damage, etc) then this will be need to be brought to the attention of the Corporation but still will be regarded as managerial matter.

If there is a specific example where the restructure could impact on the educational character of the College then Corporation approval would need to be sought. Impact on educational character should be the barometer on whether Corporation approval has to be sought.

PARAMETERS FOR DECISION-MAKING

1 Introduction:

Corporations often find the inability to make decisions without a meeting being convened problematic, in particular where a decision needs to be made urgently outside the usual meeting cycle.

The new freedoms arising from the Education Act 2011 has enabled Corporations to review their Instrument & Articles of Government and the following is confirmed in the College's revised Instrument & Articles:

Instrument 11(3) - The Corporation shall determine its rules and procedures covering the use of decisions by written resolution, video and or teleconferencing.

2 Definition of a 'meeting':

The College's revised Instrument & Articles of Government defines a 'meeting' as being:

Instrument 1(g): "meeting" includes a meeting at which the members attending are present in more than one room, provided that by the use of telephone and or video-conferencing facilities it is possible for every person present at the meeting to communicate with each other;

This allows governors to participate in meetings without actually being in the same room as long as everyone can communicate with one another.

3 Parameters for decision-making:

- (i) A face-to-face meeting is ***the preferred option*** for decision-making especially where there is a need for exchange of views. However a 'meeting' does not require all participants to be in the same room so allowing for governors to join the meeting either through telephone conferencing or video conferencing. The exact details of how governors participated in the meeting must be recorded in the minutes of the meeting. The essential criteria that must be met is for everyone to be able to communicate with one another regardless of individual 'locations'.

- (ii) Meeting by telephone or video conferencing. The minimum number of Governors participating in this type of meeting must be 40% of Board membership (existing quorum requirements).
- (iii) Written resolutions or email: Taking decisions by email does not fall under the current definition of a 'meeting'. Although the Instrument & Articles could be amended there is a risk that no clear collective view will appear through a possible lengthy email chain.
- (iv) Extension of Chairs Action: The current Standing Orders allow for Chairs Action where the Chair can make an urgent decision on behalf of the Corporation as long as this is reported and minuted at the next Board meeting. Under extension of Chairs Action, the Chair can take the following course of action:
 - a) Make the decision on their own and to report this at the next Board meeting; or
 - b) Instruct the Clerk to email all governors with the details of what is required and asking for them to return their views through either a 'yes' or 'no' answer. The Chair, having taken into account the views received, can then make a decision under 'Chairs Action' and the details of the decision, along with the answers received from governors, to be reported and minuted at the next Board meeting.



Governors' Handbook

Section 6 – Key Reference Documents



Governors' Handbook

Section 6 – Key Reference Documents

Financial Memorandum Part 1

This Financial Memorandum sets out the conditions upon which the Chief Executive of Skills Funding (the Chief Executive) provides funding to Further Education Corporations.

March 2012

Of interest to colleges and other stakeholders involved in managing and delivering Skills Funding Agency funded provision

Financial Memorandum Part 1

Contents

	Paragraph no.
Purpose	1
Definitions	2
Statutory Framework	3
Responsibilities of the Governing Body	5
Responsibilities of the Accounting Officer	9
Allocation of Funds	11
Capital Transactions	14
Financial Reporting	16
Audit	20
Payments to Employees on Termination of Employment	22
Provision of Information	24
Additional Conditions of Funding	28
Repayment of Funds	29
Interpretation	30
Effective Date	32

Financial Memorandum Part 1

Purpose

1. This Financial Memorandum sets out the conditions upon which the Chief Executive of Skills Funding (the Chief Executive) provides funding to Further Education Corporations. The Financial Memorandum is in two parts. Part 1 (this document) sets out the general conditions of funding and Part 2 sets the annual allocation and the conditions applicable to the delivery of education and training.

Definitions of Terminology Used in the Financial Memorandum

2. For the purpose of this Financial Memorandum, the following definitions apply:

“College” means the educational institution conducted by the Further Education Corporation and named in Part 2 of this memorandum.

“Corporation” means the Further Education Corporation established under the Further and Higher Education Act 1992 to conduct the College. References to the Corporation include the Governing Body and the College.

“Governing Body” means the body responsible for conducting the College.

“Principal” means the chief executive officer of the College appointed by the Governing Body.

“Public Funds” for the purposes of regularity, means all of a College’s income and receipts from the Chief Executive and from the Higher Education Funding Council for England (HEFCE).

“Secretary of State” means the Secretary of State for Business, Innovation and Skills.

Financial Memorandum Part 1

Statutory Framework

3. Under the Apprenticeships, Skills, Children and Learning Act 2009 (ASCLA) the Chief Executive secures facilities for education and training within his remit. He has the power to provide funding to organisations which deliver education and training and the power to impose conditions in respect of funding which he provides. In exercising his functions the Chief Executive must secure education and training of a reasonable quantity and take account of certain matters including the places where facilities are provided, the character of those facilities and the way they are equipped. He must also take account of the needs of learners and employers. The Chief Executive must also make best use of his resources.

4. The conditions set out in the Financial Memorandum are intended to enable the Chief Executive to carry out his statutory functions and ensure that he can fulfill his responsibilities as Accounting Officer to Parliament for ensuring that the use of funds which he receives from the Secretary of State is consistent with his statutory remit and any conditions imposed by the Secretary of State.

Responsibilities of the Governing Body

5. The Chief Executive recognises that the Corporation is an independent body and that the Governing Body is responsible for the management of the College and for ensuring the financial viability of the Corporation.

6. The Governing Body is responsible for, and shall inform the Chief Executive of, any transactions that could jeopardise financial viability. The Governing Body shall demonstrate that all transactions achieve value for money for Public Funds.

7. The Governing Body is responsible for the use of Public Funds. To assist it to discharge this responsibility and to provide clear accountability, the Governing Body shall appoint an accounting officer

Financial Memorandum Part 1

with an appropriate separation of duties between executive and non-executive roles and responsibilities. The expectation is that the accounting officer will be the chief executive officer of the College.

8. The Governing Body shall ensure that there is an accounting officer in place at all times. The Governing Body shall inform the Chief Executive in writing of the name and position of the accounting officer, and if the accounting officer is absent from the college for an extended period, the name of the person who will discharge the accounting officer's responsibilities during the absence.

Responsibilities of the Accounting Officer

9. The Governing Body shall require the accounting officer to take personal responsibility, which shall not be delegated, to assure them that there is compliance with the Financial Memorandum and all other terms and conditions of funding. The accounting officer may be required to appear before the Parliamentary Committee of Public Accounts on matters relating to the Corporation's use of Public Funds.
10. The accounting officer shall be responsible for advising the Governing Body in writing if at any time, in his or her opinion, any action or policy under consideration by the Governing Body is incompatible with the Financial Memorandum. If the Governing Body resolves to continue with the course of action or policy that the accounting officer considers to be in breach of the Financial Memorandum, the accounting officer shall inform in writing the Chief Executive.

Allocation of Funds

11. The Chief Executive will allocate funds to the Corporation on an annual basis. An allocation will be subject to the Chief Executive being satisfied that the Corporation is financially viable and is able to deliver education and training which is of a reasonable quality and meets the

Financial Memorandum Part 1

needs of learners and employers and that the Corporation has met the conditions of funding in the previous year.

12. The Chief Executive will determine the amount of funds he will pay to the Corporation in any year once he has considered the activities to which the funds will be applied and as outlined in the Financial Memorandum Part 2 each year.
13. The Corporation is free to spend its funding as it sees fit providing it fulfills the conditions of funding imposed by the Chief Executive. The Corporation shall ensure that public funds are not used for the purpose of delivering learning provision in respect of which the Corporation has already received other funding, public or otherwise, unless the Chief Executive so specifies. In the event that the Chief Executive identifies that the Corporation has used public funds in a way not specified by him, he may deduct the value of such funding from the funds he pays to the Corporation or require it to be repaid.

Capital Transactions

14. The Corporation shall properly manage and develop its property with regard to good practice guidance in the further education sector and ensure that it maintains premises which are properly equipped in order to deliver the education and training for which it is funded by the Chief Executive.
15. Where the Corporation proposes to dispose of, lease or rent land and/or buildings which have been acquired, developed and/or refurbished or modernised with the help of capital grants from the Chief Executive and predecessor bodies, the Chief Executive should be notified in writing of such transactions and reserves the right to require repayment of some, or all, of the associated grant.

Financial Memorandum Part 1

Financial Reporting

16. The Chief Executive shall specify his requirements as to the information to be contained in the Corporation's financial statements and how they should be reported in accordance with best practice in the further education sector.
17. The Corporation shall provide the Chief Executive with copies of its audited financial statements within five months of the Corporation's year-end. As charities, Corporations are expected to make their financial statements available to members of the public on request.
18. The Corporation must ensure that it has an effective policy of risk management.
19. The Corporation must notify the Chief Executive immediately in writing if at any time there is a risk to its solvency and viability. In order to continue to receive funding, the Chief Executive may require the Corporation to provide information to demonstrate to his satisfaction the Corporation's ability to continue to meet the needs of learners and discharge its responsibilities in relation to its solvency and safeguarding of assets.

Audit

20. The Corporation shall appoint an audit committee and arrange to provide for internal and financial statements audit, including regularity audit, in accordance with the *Joint Audit Code of Practice* and any best practice guidance drawn up and published by the Agency in consultation with colleges. Any mandatory requirements under the *Joint Audit Code of Practice* shall be a condition of funding under this Financial Memorandum.
21. The Corporation shall investigate and report to the Chief Executive all significant cases of internal and external fraud or suspected fraud or

Financial Memorandum Part 1

irregularity (as defined in the *Joint Audit Code of Practice*). The Chief Executive reserves the right to review the Corporation's fraud investigation files.

Payments to Employees on Termination of Employment

22. The Corporation shall only make payments to employees on the termination of their employment for the purpose of meeting contractual obligations. The Corporation shall demonstrate that payments in respect of termination are regular and secure value for money and avoid spending public funds on settlements where disciplinary action would have been more appropriate.

23. Where the Corporation is considering entering into an agreement to settle any employment claims brought by a senior postholder, it should take appropriate professional advice and the terms of any final agreement should be agreed by the Governing Body. All settlements shall be brought to the attention of the Corporation's financial statements auditors.

Provision of Information

24. The Chief Executive reserves the right to request information from the Corporation in order to exercise his responsibilities and to meet European funding requirements. On occasion, the Chief Executive will require urgent information from the Corporation, usually as a result of requests to the Chief Executive to fulfill his duty to provide information to the Secretary of State and account to Parliament.

25. The Corporation shall provide the Chief Executive or agents acting on his behalf with the information he requires at the times and in the formats specified. This information shall be of sufficient quality to meet the purposes for which it has been requested.

Financial Memorandum Part 1

26. The Chief Executive may be required to provide information in relation to the Corporation and this Financial Memorandum if requested under the Freedom of Information Act 2000. Although there is no legal obligation to do so, the Chief Executive will usually consult with the Corporation where the information requested was provided by them.
27. The Corporation shall inform the Chief Executive in writing of the vacating or filling of the positions of Chair of the Governing Body, Principal and clerk.

Additional Conditions of Funding

28. The Chief Executive reserves the right to impose additional conditions of funding where he considers it is necessary to do so to secure the delivery of education and training of a reasonable quality by the Corporation, or ensure that the resources provided by him are being used effectively and efficiently or to require the Corporation to address concerns about its financial viability.

Repayment of Funds

29. In the event of a breach of the Chief Executive's conditions of funding, the Chief Executive reserves the right to require the Corporation to repay all or part of the funds provided by him.

Interpretation

30. Nothing in this Financial Memorandum shall require the Corporation to act in a manner which would cause it to lose its charitable status.
31. No failure to exercise or delay in exercising by the Chief Executive any of his rights, powers and remedies shall operate as a waiver of any of them.

Effective Date

32. The terms and conditions set out in this document will take effect from 1 April 2012 and will be reviewed on or before 31 July 2013.

Skills Funding Agency

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Skills Funding Agency – P– 120064



Skills Funding
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Education
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Joint Audit Code of Practice Part 2

This Joint Audit Code of Practice Part 2 sets out the specific requirements of the Secretary of State acting through the Education Funding Agency and the Chief Executive of Skills Funding for colleges' accountability and audit arrangements and the broad framework in which they should operate.

July 2013

Of interest to principals and chief executives of colleges, finance directors at colleges, chairs of finance and audit committees, financial statements auditors, internal auditors, directors of funding bodies, and other key organisations in the further education and skills sector.

Introduction

1. The Secretary of State for Education, acting through the Education Funding Agency (EFA), and the Chief Executive of Skills Funding (the 'funding bodies') have clear financial accountabilities for funding that have to be discharged. The funding bodies are committed to working together and sharing the assurance that each secures in respect of individual colleges. Therefore, they have established a Joint Audit Code of Practice (JACOP) that supersedes the Learning and Skills Council's Audit Code of Practice.

Part 1 of the Joint Audit Code of Practice

2. Part 1 of the JACOP (effective from 1 April 2010) addresses the relationship between the funding bodies¹, provides an overview of the assurance framework over the use of funds paid to all learning providers, and covers issues such as lead arrangements, mutual reliance and dependency. We have updated Part 1 to reflect subsequent developments in the further education (FE) sector, although we have maintained the core principle of 'one learning provider, one funding assurer'. The latest version of Part 1 is available on the funding bodies' websites and comes into effect from 1 August 2013.

Part 2 of the Joint Audit Code of Practice

3. This document forms Part 2 of the JACOP and covers only the specific requirements for colleges' accountability and audit arrangements and the broad framework in which they should operate. In Part 2 of the JACOP, the term 'colleges' encompasses only FE college corporations and sixth-form college corporations. As with the revised Part 1, the provisions of Part 2 of the JACOP come into effect from 1 August 2013.
4. The funding bodies will keep Parts 1 and 2 of the JACOP under review and will update them as necessary. A formal review, carried out in conjunction with key stakeholders, will be undertaken before the 2016/17 academic year to apply to that year.

¹ For the purposes of the JACOP Part 1 only, the term 'funding bodies' also encompasses local authorities.

5. The funding bodies also contract for education and training with organisations from the wider public, voluntary and commercial sectors (local authority controlled adult education centres and local authority maintained schools with sixth-forms, commercial and charitable providers, independent specialist providers, non-maintained special schools and academies). The funding bodies' audit and assurance requirements for these organisations are set out in their individual contracts and in relevant guidance (for example, the Academies Financial Handbook) and therefore we do not repeat them here.

Financial Memorandum

6. The relationship between the funding bodies and colleges is one of grant-in-aid, which is given under a Financial Memorandum. The singular term Financial Memorandum is used to cover both the Chief Executive of Skills Funding's financial memorandum and the EFA's funding agreement, which themselves are consistent in terms of requirements relevant to the JACOP. The Financial Memorandum sets out in detail the requirements on, and responsibilities of, college corporations, including that any mandatory requirements under the JACOP shall be a condition of funding under the Financial Memorandum.
7. For a complete picture of the funding bodies' audit and assurance requirements for colleges, the JACOP Parts 1 and 2 should be read alongside the Financial Memorandum. Although the requirements of the EFA's funding agreement and the Chief Executive of Skills Funding's financial memorandum are consistent with respect to the provisions relating to the JACOP, the paragraph numbering is not and therefore we have not included specific cross-references here.

Objective of the Joint Audit Code of Practice

8. The JACOP Part 2 outlines the audit and accountability framework within which the funding bodies must operate. It sets out the minimum requirements of the funding bodies for colleges' audit, accountability and assurance arrangements and the broad framework in which they should operate.

9. The terms 'must' and 'must not' indicate the JACOP's mandatory requirements. Many other organisations and sectors also provide guidance on good practice in relation to audit, assurance and accountability arrangements, including the operation of audit committees. Colleges may wish to consider these in determining their own arrangements. Annex B provides references for some of these sources.
10. The funding bodies also give grants for specific education and training and other initiatives to colleges. The terms and conditions of these specific grants are set out in the individual agreements with colleges. The Financial Memorandum makes clear that in the event of a breach of the conditions of funding the college shall repay all or part of the funds provided.

Corporate Governance in College Corporations

11. The corporate governance arrangements of a college are the means by which it sets and monitors strategy, holds the executive to account, manages risks, discharges stewardship and trustee responsibilities, and ensures sustainability. Colleges must publish an evaluation of these arrangements for each financial period within the Statement of Corporate Governance and Internal Control in the audited accounts. The Accounts Direction, which the funding bodies update annually, includes guidance on the minimum coverage of this evaluation and the specific assurances required.

Parliament

12. Parliament's interest is to see that recipients of public funds apply and account for those funds properly and that they use them economically, efficiently and effectively. The Comptroller and Auditor General, as Head of the National Audit Office, is the external auditor of the funding bodies. The Comptroller and Auditor General has the right to inspect the accounts of any college that receives funding, and the right to carry out value-for-money (VFM) investigations. The Comptroller and Auditor General is selective in the use of inspection rights but, where it is appropriate, will seek to rely on the work of the funding bodies' own assurance processes.

The Audit and Accountability Framework

Funding Body Responsibilities

The Chief Executive of Skills Funding / Skills Funding Agency

13. The Chief Executive of Skills Funding is a statutory office established as a corporation sole by the Apprenticeships, Skills, Children and Learning Act 2009. This means that it has a legal existence separate to that of the individual in post. The Skills Funding Agency is the term commonly used to refer to the Chief Executive of Skills Funding and the staff to whom functions are delegated.
14. In agreement with their sponsor Department, the Department for Business, Innovation and Skills, the Chief Executive of Skills Funding must ensure that:
 - there are effective systems in place within the Chief Executive of Skills Funding to manage and monitor the funds granted
 - those organisations that the Chief Executive of Skills Funding funds also operate in an appropriately controlled environment.
15. The Chief Executive of Skills Funding fulfils the above responsibilities through actions / processes such as:
 - Funding Assurance Audit: the selection of college corporations identified for a review of funding data, using statistical sampling techniques as determined by the Chief Executive of Skills Funding's prevailing funding methodology and assurance strategy.
 - Responsive Assurance Audit: the Chief Executive of Skills Funding uses a risk-assessment framework to determine which colleges should be subject to a responsive audit.
 - European Social Fund (ESF) audit: audit work to enable the Chief Executive of Skills Funding to discharge its responsibilities as a co-financing organisation.

- Indirect assurance work: where available and possible to do so, the Chief Executive of Skills Funding will seek to take assurance from the work of other auditors or control frameworks, for example the external and regularity audit opinions from colleges' financial statements' auditors, the Statement of Corporate Governance and Internal Control in the annual accounts, and the annual reports of colleges' audit committees.
 - Financial health assessment: the Provider Finance Team undertakes assessments on the financial viability of colleges based on the financial plans and other returns submitted to the Chief Executive of Skills Funding.
 - The arrangements for mutual reliance and the transmission of assurances between the Chief Executive of Skills Funding, the EFA and local authorities, as outlined in Part 1 of the JACOP.
16. Within the JACOP Part 2 there are requirements placed on colleges and their auditors to consult with, and provide documents to, the Chief Executive of Skills Funding. For contact details for these submissions, please refer to the following website: <http://skillsfundingagency.bis.gov.uk/aboutus/contactus>.

The Education Funding Agency

17. The EFA was established on 1 April 2012 as an Executive Agency of the Department for Education. The framework document between the two organisations states that the EFA must ensure it:
- secures the best value for taxpayers' money, satisfying Ministers and Parliament that money is well spent
 - has appropriate financial and accounting systems to allow it to make payments efficiently and on time, and secure proportionate assurance about the regularity and propriety of its programme spend.
18. The EFA fulfils the above responsibilities primarily through the work of its External Assurance Team, and through actions / processes such as:

- Funding Assurance Audit (undertaken as part of the Chief Executive of Skills Funding's work in this area): selection of colleges for a review of funding data using statistical sampling techniques, as determined by the prevailing funding methodology and assurance strategy.
 - Responsive assurance work: selective assurance work to address specific known and/or perceived risks.
 - Indirect assurance work: where available and possible to do so, the EFA will seek to take assurance from the work of other auditors or control frameworks, for example the external and regularity audit opinions from colleges' financial statements' auditors, the Statement of Corporate Governance and Internal Control in the annual accounts, and the annual reports of colleges' audit committees.
 - Financial health assessment: the External Assurance Team undertakes assessments on the financial viability of sixth-form college corporations based on the financial plans and other returns submitted to the EFA.
 - The arrangements for mutual reliance and the transmission of assurances between the Chief Executive of Skills Funding, the EFA and local authorities, as outlined in Part 1 of the JACOP.
19. Throughout the JACOP Part 2 there are requirements placed on colleges and their auditors to consult with the EFA and provide documents to them. For contact details for these submissions, please refer to the EFA's website at www.education.gov.uk or email externalassurance.EFA@gsi.gov.uk.

College Corporations' Responsibilities

Instrument and Articles of Government

20. The 'standard'² Instrument and Articles of Government set out the regulatory framework within which college corporations operate. Where unmodified, the Instrument and Articles of Government³ require the corporation to:
- Have responsibility for the effective and efficient use of resources, the solvency of the institution, and the safeguarding of their assets⁴.
 - Establish an audit committee to advise on matters relating to the college's audit arrangements and systems of internal control. This committee has to operate in accordance with the requirements specified by the funding bodies.
 - Co-operate with any person who has been authorised by the funding bodies to audit any returns of numbers of students or claims for financial assistance, and give any such person access to any documents or records held by the corporation, including computer records.
 - Examine and evaluate, at such times as it considers appropriate, its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the corporation's resources.
 - Keep proper accounting records and prepare a statement of accounts for each financial year which gives a true and fair account of the state of the corporation's affairs at the end of the financial year, and of its income and expenditure over the financial year, and complies with any directions given by the funding bodies as to the information to be contained in it.

² That is, the original, unmodified, version as set out in Schedule 4 to the Further and Higher Education Act 1992

³ Specific references have not been provided given the variations possible in individual college's Instrument and Articles of Government, particularly between general FE and sixth-form college corporations.

⁴ This responsibility of the corporation is stipulated under Part 2 of Schedule 4 of the Further and Higher Education Act 1992 (as amended by the Education Act 2011) and cannot be altered under the general powers that corporations have to amend their Instrument and Articles of Government.

- Appoint external auditors to audit the accounts in respect of each financial year. The auditors must conduct their audit work in accordance with the requirements of the funding bodies.
21. Under the Education Act 2011, individual colleges may make changes to their Instrument and Articles, though any such changes are subject to the limitations set out in the Education Act 2011 and provisions elsewhere within the JACOP.
 22. Under the Articles of Government and the Financial Memorandum, the 'directions' given by the funding bodies in terms of the content of the audited financial statements are set out in the annual Accounts Direction⁵. In preparing their annual accounts, colleges must comply with any mandatory provisions set out in the Accounts Direction.

Audit Committee

23. Notwithstanding colleges' ability to modify their Instrument and Articles of Government, it is a condition of funding, through the Financial Memorandum, that college corporations must establish an audit committee.
24. The role of the audit committee includes advising the corporation on the adequacy and effectiveness of the college's assurance framework. In addition the audit committee advises and supports the corporation in explaining in its annual report and accounts the measures it has taken to ensure it has fulfilled its statutory and regulatory responsibilities. The annual Accounts Direction sets out the funding bodies' specific requirements for that year that must be included in the Statement of Corporate Governance and Internal Control.
25. To establish the role of the audit committee, the corporation must set terms of reference. The terms of reference should reflect accepted good practice for audit committees of publicly funded organisations, for which there is much guidance from across a number of sectors. We do not replicate here all guidance available, but as a minimum corporations must provide for the following operational matters in the terms of reference:

⁵ Detailed guidance on compliance with the Accounts Direction is provided in the Accounts Direction Handbook issued by the Association of Colleges.

- The audit committee must have the authority to investigate any activity within its terms of reference.
- The audit committee must have the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.
- The audit committee must comprise at least three members, a majority of whom must be governors, but must not include the chair of the corporation or the principal. The audit committee must ensure that it maintains its independence when considering the appointment of members.
- The audit 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.
- The audit committee must not adopt an executive role.

26. In addition to the above, and again as a minimum, the duties of the audit committee must be to:

- assess and provide the corporation with an opinion on the adequacy and effectiveness of the college's audit arrangements, framework of governance, risk management⁶ and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
- advise the corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.
- inform the corporation of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded.

⁶ The requirement to have effective risk management arrangements in place is a requirement of the Financial Memorandum.

- monitor, within agreed timescales, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the college.
- 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 audit committee; that the external auditors (and internal auditors where appointed) have been informed, and that appropriate follow-up action has been planned / actioned, and that all significant⁷ cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.
- produce an annual report for the corporation. The annual report must summarise the committee's activities relating to the financial year under review, including 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 audit 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. 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.

⁷ See paragraph 51 for a definition of 'significant'.

Financial Statements Audit

Eligibility

27. It is a condition of funding, through the Financial Memorandum, that college corporations must appoint external auditors to audit the accounts in respect of each financial year. The funding bodies have determined that the criteria for eligibility as financial statements' auditor must be the same as set out in Part 42 of the Companies Act 2006: in essence, a firm or individual holding membership of a relevant supervisory body⁸ and allowed to carry out audits under the rules of that body. The corporation must be the appointing authority for the financial statements auditor.

Role

28. The responsibility of a college's financial statements auditor is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland) ('ISAs'). In doing so, the financial statements auditor must provide an opinion on whether the financial statements, in all material respects, give a true and fair view, and have been prepared in accordance with the Statement of Recommended Practice: Accounting for Further and Higher Education and the relevant year's Accounts Direction.
29. The relevant funding body will confirm each year the amount of grant-in-aid funding to be included as income within a college's financial statements. The financial statements auditor is expected to rely on that confirmation and is not required to audit the underlying funding claims when forming their opinion on the financial statements. Responsibility for the accuracy of the funding claims remains with management and the corporation.

⁸ The Consultative Committee of Accounting Bodies (CCAB) member organisations, including the Institute of Chartered Accountants in England and Wales (ICAEW) and the Chartered Institute of Public Finance and Accountancy (CIPFA).

Reporting

30. The deadline for colleges to submit audited financial statements and the associated external audit opinion to the relevant funding body is the 31 December immediately following the financial year end.
31. Each year, the wording of the external audit opinion will be suggested in the annual Accounts Direction and/or Accounts Direction Handbook. Specifically, the financial statements auditor must in their audit report, under ISA 700 (revised), report by exception whether in their opinion the college has kept adequate accounting records, the financial statements are in agreement with the accounting records and if they have received all the information and explanations required for their audit.
32. Where financial statements auditors are unable to provide an unqualified audit opinion on a college's financial statements, or where they wish to use an alternative form of wording to that suggested, they must communicate this to the principal, the chair of the corporation, the chair of the audit committee, and the designated representative of the relevant funding body, as soon as practically possible.
33. Colleges must send a copy of the final audit management letter of the financial statements auditor, including where applicable those arising from interim audits, and including the college's responses, to the designated representative of the relevant funding body by the 31 December immediately following the financial year end.

Operating and Financial Review

34. Financial statements auditors have a professional duty to consider the Operating and Financial Review within the annual accounts, including the Statement of Corporate Governance and Internal Control. They are required to take 'appropriate action' under auditing standards if the statements made in the Operating and Financial Review or the Statement of Corporate Governance and Internal Control are materially inconsistent with their knowledge of the college, but they are not required to provide a formal audit opinion on them.

Regularity Audit

35. The funding bodies fund colleges under grant-in-aid, a specific form of funding agreement that the government uses. Grant-in-aid funding comes with the explicit requirement that recipients use these funds with 'regularity' and 'propriety'.
36. 'Regularity' is defined by HM Treasury as "*the requirement for all items of expenditure and receipts to be dealt with in accordance with the legislation authorising them, and any applicable delegated authority and the rules of Government Accounting.*" This encompasses both primary and secondary legislation (for example, the Further and Higher Education Act 1992, subsequent Education Acts and the Charities Acts), as well as conditions imposed by the funding bodies through the Financial Memorandum and the recurrent funding and other guidance that the funding bodies issue.
37. 'Propriety' is defined by HM Treasury as "*the requirement that expenditure and receipts be dealt with in accordance with Parliament's intentions and the principles of Parliamentary control, including the conventions agreed with Parliament (and in particular the Committee of Public Accounts (PAC)).*" While a college is a private body, the basic test remains whether it would be able to defend to the general public that the relevant expenditure was appropriate to the running of the institution and a proper use of public funds.
38. The Auditing Practices Board (APB) distinguishes propriety from regularity as follows: "*Whereas regularity is concerned with compliance with the appropriate authorities, propriety goes wider than this and is concerned more with standards of conduct, behaviour and corporate governance. It includes matters such as fairness and integrity, the avoidance of personal profit from public business, even-handedness in the appointment of staff, open competition in the letting of contracts and the avoidance of waste and extravagance.*"
39. Regularity auditors must form an opinion over the regularity and propriety of all college expenditure disbursed and income received, regardless of source. The audit is based on a framework set by the funding bodies, and which is published under separate cover. The regularity audit is concerned with all the

activities the college engages in, whether these are consistent with statutory and other regulatory requirements and in accordance with public expectations for the good stewardship of public funds and safeguarding the college's assets. In forming this opinion, regularity auditors are expected to apply professional judgement and not be restricted by a rigid set of rules.

40. The college must appoint its financial statements auditors to undertake the regularity audit. Specifically, and only in relation to the regularity audit, the financial statements auditors must accept and acknowledge that they owe the funding bodies a duty of care for the work undertaken in accordance with the regularity audit framework.
41. Colleges must send a copy of the final regularity audit management letter of the financial statements auditor, including where applicable those arising from interim audits, and including the college's responses, to the designated representative of the relevant funding body by the 31 December immediately following the financial year end.

Letter of Engagement

42. The duties of the financial statements auditor must be clearly set out in an engagement letter in accordance with ISA 210. The specific scope and content of a letter of engagement is for individual colleges and their auditors to agree. However, to meet the specific needs of the funding bodies, colleges must incorporate the provisions set out in Appendix A in all such engagement letters.

Limitation of Liability

43. Any proposal by a college's financial statements and regularity auditor to limit their liability in respect of these audits must be discussed with the audit committee and relevant the funding body in advance of approval by the corporation.

Internal Audit

44. The original, unmodified Articles of Government require a college corporation “*at such times as it considers appropriate, [to] examine and evaluate its systems of internal financial and other control to ensure they contribute to the proper, economic, efficient and effective use of the Corporation’s resources*”. Under the Education Act 2011, college corporations still have an unalterable responsibility for the effective and efficient use of resources, the solvency of the institution, and the safeguarding of their assets.
45. The appointment of an independent internal audit service to carry out the evaluation ‘*of internal financial and other control[s]*’ is neither mandatory under the Articles of Government, nor under the Financial Memorandum. The EFA’s mandatory requirement on sixth-form college corporations to have an internal audit service was removed from 1 August 2012. Positive opinions from an internal audit service may provide a college corporation with a degree of assurance that it had systems in place to meet its continuing statutory obligations. However, as from 1 August 2013, it is not mandatory under the JACOP for any college corporation to have to appoint an internal audit service. It is for each college corporation, on the advice of its audit committee, to determine for itself how best to fulfil its obligations to secure the proper, economic, efficient and effective use of resources and to safeguard the college’s assets.
46. In general terms, there is no legal restriction on qualified financial statements auditors also providing internal audit services. Similarly, there is no legal restriction on internal audit service providers also undertaking the financial statements audit where they are qualified to do so.
47. Where a college decides to appoint one firm as both financial statements and internal auditors, they must establish and maintain appropriate safeguards⁹. The college also must have amended its Articles of Government to remove the prohibition on one firm providing both services.

⁹ Relevant professional and ethical standards are outlined in Appendix 4 of the Guidance on the Implications Following Rationalisation of Audit Arrangements for Sixth Form Colleges (see Appendix B).

Access to Colleges' Records, Information and Assets and Audit Working Papers

48. All college corporations must allow the funding bodies, the internal auditors of their respective government departments, the college's financial statements and regularity auditors and the National Audit Office (NAO) unrestricted access to all records, information and assets which they consider necessary to fulfil their responsibilities.
49. The financial statements and regularity auditors must comply with any requests from the funding bodies and the NAO for access to any working papers or information which they consider necessary to fulfil their responsibilities. Access may be granted in accordance with the guidance issued by the Institute of Chartered Accountants in England and Wales' technical release '*Audit 2/98 - Access to the Working Papers on Internal and Financial Statements Auditors of FE Colleges*', including the use of 'hold harmless' letters.

Fraud and Irregularity

50. The financial statements auditor of each college has a professional duty to plan and conduct the audit so that there is a reasonable expectation of detecting material mis-statements in the accounts arising from irregularities, including fraud, or breaches of regulations. The financial statements auditor does not have a duty to search specifically for irregularities or fraud, and their audit should not be relied upon to detect any or all that occur.
51. Where the financial statements and regularity auditor, the internal auditor (where applicable) or the funding bodies' funding auditor (where applicable) identifies a significant fraud, or major weakness or breakdown in the accounting or other control framework, it must be reported (subject to the requirements of the Proceeds of Crime Act 2002) to the college¹⁰, and either the Chief Executive of Skills Funding or the Director of Assurance (for the EFA)

¹⁰ It is expected that individual colleges and their audit service providers will have an agreed protocol in place as to whom to contact and in what circumstances.

as appropriate and as soon as practically possible. This requirement extends to all funds that the college receives.

Significant fraud is usually where one or more of the following factors are involved:

- there is likely to be great public interest because of the nature of the fraud or the people involved
- the sums of money are in excess of £10,000¹¹
- the particulars of the fraud are novel or complex.

52. It is the responsibility of the corporation to establish and maintain an adequate system of internal control, to ensure compliance with statutory and other regulations, and to prevent and detect of irregularities, including fraud and corruption.
53. All colleges must have policies and procedures, including a whistleblowing policy, on the process to be followed when suspicion arises of a potential irregularity, including fraud, corruption, any impropriety or major weakness or breakdown in the accounting or other control framework. The agreed policy and procedures must include the provision that when any significant instance of fraud, irregularity or major weakness or breakdown in the accounting or other control framework is suspected or discovered, the chair of the audit committee and either the CE Chief Executive of Skills Funding or the Director of Assurance (for the EFA) as appropriate are informed as soon as practically possible.
54. The authority of the audit committee to commission a special investigation should be included in the policy. Colleges though must not commission an investigation until either the Chief Executive of Skills Funding or the Director of Assurance (for the EFA) have been informed and agreed the most appropriate course of action.

¹¹ Specifically, and only, in relation to the 16-19 Bursary Fund, a lower limit of £5,000 applies here.

Annex A: Financial Statements Auditor's Letter of Engagement with College Corporations

The following paragraphs must be included within the letter of engagement between a college corporation and its financial statements auditors. Where colleges and/or audit firms wish to use an alternative form of words, they must agree this with the relevant funding body.

Re: Financial Statements Audit:

- This letter establishes an agreement between [name of audit firm] and the college in relation to the audit of, and reporting on, the college's financial statements, and an agreement between the college, the [Secretary of State for Education, acting through the Education Funding Agency / Chief Executive of Skills Funding] and [name of audit firm] for the sole purpose of reporting on the regularity audit.

- We shall conduct our audit of the college's financial statements in accordance with the International Standards of Auditing (UK and Ireland) issued by the Auditing Practices Board ('ISAs') and in full compliance with any instructions, guidance or frameworks issued by the funding bodies, including those within the annual Accounts Direction.

- We have a professional responsibility to report if the financial statements do not comply in any material respect with applicable accounting standards and the requirements of the Accounts Direction, unless in our opinion the non-compliance is justified in the circumstances. In determining whether or not the departure is justified, we will consider whether:
 - the departure is required for the financial statements to give a true and fair view and
 - adequate disclosure has been made concerning the departure.

- We shall report to the [Education Funding Agency / Chief Executive of Skills Funding], as soon as practically possible, any significant fraud or major

weakness or breakdown in the accounting or other control framework, of which we become aware, subject only to the requirements of the Proceeds of Crime Act 2002.

- Where we cease to hold office for any reason, we will provide the governing body with either a statement of any circumstances connected with the removal or resignation that we consider should be brought to the corporation's attention, or a statement that there are no such circumstances. The college must copy this statement to the [Education Funding Agency / Chief Executive of Skills Funding], as soon as practically possible following receipt.

Re: Regularity Audit:

- The scope of our work, and the procedures we shall carry out in preparing our report on the regularity of college income and expenditure, will be in accordance with the guidance contained within the regularity audit framework issued by the funding bodies.
- The [Education Funding Agency / Chief Executive of Skills Funding] may undertake a quality assurance programme over our completion of this work. In accordance with this framework, the [Education Funding Agency / Chief Executive of Skills Funding] will be responsible for ensuring it discloses to us, on request, reasonable and relevant information it holds which may impact upon the planning and subsequent delivery of this audit.
- Regularity audit reports will be sent to the [Education Funding Agency / Chief Executive of Skills Funding] and to the corporation. The final regularity audit report and opinion, covering the college's financial year, will be included in the college's financial statements. We will provide a regularity audit management letter, either as a standalone report or in combination with the financial statements management letter, covering the matters arising from our regularity audit work.
- The [Education Funding Agency / Chief Executive of Skills Funding] has provided a model unqualified final regularity audit report and opinion. Where we are unable to express an unqualified opinion, or wish to use an

alternative wording to that provided, we will communicate this to the principal, the chair of the corporation and the chair of the audit committee and the [Education Funding Agency / Chief Executive of Skills Funding] as soon as practically possible.

Annex B: Indicative Sources of Relevant Information

The following documents and websites provide useful sources of good practice for corporations in determining the audit and assurance arrangements for their institution:

- Skills Funding Agency – Financial Memorandum
- Education Funding Agency – Funding Agreement 2012/13
- Accounts Direction and Handbook:
<http://skillsfundingagency.bis.gov.uk/providers/finance/financialmanagement/financialmanagement/accountsdirection/>
- Education Funding Agency / Sixth Form Colleges' Association – Guidance on the Implications Following Rationalisation of Audit Arrangements for Sixth Form Colleges:
http://www.sixthformcolleges.org/sites/default/files/3.efa_sfca_ia_auditguidancefinal.pdf
- HM Treasury – Managing Public Money:
http://www.hm-treasury.gov.uk/psr_mpm_index.htm
- Association of Colleges – Foundation Code of Governance: Audit and Accountability Annex:
http://www.aoc.co.uk/en/college_governors/english-college-code-of-governance/index.cfm
- Committee of University Chairs (CUC) Guide for Members of Higher Education Governing Bodies in the UK:
http://www.hefce.ac.uk/media/hefce1/pubs/hefce/2009/0914/09_14.pdf
- Public Sector Internal Audit Standards:
<http://www.cipfa.org/Policy-and-Guidance/Standards/Public-Sector-Internal-Audit-Standards>
- Financial Reporting Council – Guidance on Audit Committees:
<http://www.frc.org.uk/getattachment/6ec23196-28ee-406e-8f56-89ab9d1dc06d/Guidance-on-Audit-Committees-September-2012.aspx>

- Learning and Skills Improvement Service (LSIS) Excellence Gateway – The Process of Effective Governance:
<http://www.excellencegateway.org.uk/node/20038>
- Charities Commission – Good Governance: A Code for the Voluntary and Community Sector:
<http://www.governancecode.org/wp-content/uploads/2012/06/Code-of-Governance-Full1.pdf>



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The common inspection framework: education, skills and early years

Handbook for inspections carried out, respectively, under section 5 of the Education Act 2005 (as amended), section 109 of the Education and Skills Act 2008, the Education and Inspections Act 2006, and the Childcare Act 2006.

The common inspection framework sets out how Ofsted inspects maintained schools and academies, non-association independent schools, further education and skills provision and registered early years settings in England.

The common inspection framework comes into effect from 1 September 2015 and remains in draft until that point. Minor amendments may be made to the text prior to September.

Age group: All ages

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Contents

Introduction	4
Principles of inspection and regulation	5
How does inspection seek to promote improvement?	5
Helping to protect children and learners	6
Groups of learners	6
The Equality Act 2010	7
Conduct during inspection	7
Expectations of providers	8
The frequency and type of inspections	9
Provision inspected under the common inspection framework	10
The grading scale used for inspection judgements	11
Judgements made by inspectors	11
Overall effectiveness	11
What judgements will be made under short inspections?	11
What inspectors will consider when making judgements	12
Effectiveness of leadership and management	12
Quality of teaching, learning and assessment	13
Personal development, behaviour and welfare	14
Outcomes for children and other learners	14
Arrangements for different types of provision	15
Early years	15
Non-association independent schools	15
Schools with early years settings	15
Schools with a sixth form/16 to 19 provision	15
Settings with residential and boarding provision	15
Further education and skills provision	16

Introduction

1. The common inspection framework was devised by Her Majesty's Chief Inspector (HMCI) for use from September 2015. It sets out the principles that apply to inspection and the main judgements that inspectors make when conducting inspections of maintained schools, academies, non-association independent schools, further education and skills providers and registered early years settings.¹
2. The common inspection framework ('the framework') is designed to bring together the inspection of different education, skills and early years settings to provide greater coherence across different providers that cater for similar age ranges. It ensures more comparability through inspection when children and learners move from one setting to another. It supports greater consistency across the inspection of different remits.
3. The framework reflects relevant legislation for each type of setting.² It is accompanied by an inspection handbook for each of the four remits:
 - early years
 - maintained schools and academies
 - non-association independent schools
 - further education and skills.
4. The handbooks set out how each of the inspection judgements will be made. They reflect the needs and expectations of different phases and the differences between various age groups. Inspectors will inspect the type of provision for which they have the appropriate expertise and training. A full set of all documents, including for the registration and inspection of different types of early years settings is available.³

¹ Paragraph 20 contains a full list of the settings covered by the common inspection framework.

² These inspections are carried out under section 5 of the Education Act 2005 (as amended); (www.legislation.gov.uk/ukpga/2005/18/contents), the Education and Inspections Act 2006; (www.legislation.gov.uk/ukpga/2006/40/contents), section 109 of the Education and Skills Act 2008, The Education (Independent School Standards) Regulations 2014; (www.legislation.gov.uk/uksi/2014/3283/contents/made) and the Childcare Act 2006; (www.legislation.gov.uk/ukpga/2006/21/contents). All inspections carried out using the new common inspection framework will continue to meet relevant legislative requirements.

³ [Inspections; www.gov.uk/schools-colleges-childrens-services/inspections](http://www.gov.uk/schools-colleges-childrens-services/inspections). This framework does not apply to Ofsted's registration of early years settings.

Principles of inspection and regulation

5. Ofsted is required to carry out its work in ways that encourage the services it inspects and regulates to improve, to be user-focused and to be efficient and effective in their use of resources.⁴
6. Inspection provides independent, external evaluation that includes a diagnosis of what should improve. It is based on gathering a range of evidence that is evaluated against an inspection framework and takes full account of our policies and relevant legislation in areas such as safeguarding, equality and diversity.
7. Inspection provides important information to parents, carers, learners and employers about the quality of education, training and care being provided. These groups should be able to make informed choices based on the information published in inspection reports. Under the common inspection framework, readers will be able to compare different inspection reports quickly and easily, particularly where the reports are about provision for children or learners of similar ages.
8. The framework introduces a common set of judgements across a range of types of provision, underpinned by consistent criteria for reaching those judgements. Inspectors will take comparable approaches to gathering evidence in different settings, although there may be some variation (driven by the age of learners and the type of provision). Inspectors will comply with relevant guidance and codes of conduct,⁵ but they will always seek to be curious as well as compliant.
9. Inspection provides assurance to the public and to government that minimum standards of education, skills and childcare are being met; where relevant, that public money is being spent well; and that arrangements for safeguarding are effective.

How does inspection seek to promote improvement?

10. Inspection supports improvement in education by setting standards, reporting on performance against other relevant standards set by government, and raising expectations of performance in all settings and remits inspected and regulated. It provides challenge and the impetus to act where improvement is needed.

⁴ As set out in the Education and Inspections Act 2006;
www.legislation.gov.uk/ukpga/2006/40/contents

⁵ Such as the Home Office Code of Practice on Powers of Entry, December 2014.
www.gov.uk/government/publications/powers-of-entry-code-of-practice.

Helping to protect children and learners

11. Inspectors will always have regard for how well children and learners are helped and protected so that they are kept safe. Although inspectors will not provide a separate numerical grade for this key aspect of a provider's work, inspectors will always make a written judgement under leadership and management about whether or not the arrangements for safeguarding children and learners are effective.
12. Ofsted has published a document setting out the approach inspectors should take to inspecting safeguarding in all the settings covered by the framework. It should be read alongside the framework and handbooks:
 - 'Inspecting safeguarding in education, skills and early years settings', June 2015.⁶
13. It is also essential that inspectors are familiar with the statutory guidance in relation to safeguarding:
 - 'Keeping children safe in education: Statutory guidance for schools and colleges', March 2015⁷
 - 'Working together to safeguard children', March 2015.⁸

Groups of learners

14. Inspection is primarily about evaluating how well individual children and learners benefit from the education provided by the school or provider. Inspection tests the school's or provider's response to individual needs by observing how well it helps all children and learners to make progress and fulfil their potential. In making judgements, inspectors will pay particular attention to the outcomes for the following groups:
 - disabled children and learners and those who have special educational needs
 - children and learners in specialist provision
 - boys/men
 - girls/women

⁶ *Inspecting safeguarding in early years, education and skills settings*, Ofsted, June 2015; www.gov.uk/government/publications/inspecting-safeguarding-in-early-years-education-and-skills-from-september-2015.

⁷ *Keeping children safe in education*, Department for Education, 2015; www.gov.uk/government/publications/keeping-children-safe-in-education--2.

⁸ *Working together to safeguard children*, Department for Education, March 2015; www.gov.uk/government/publications/working-together-to-safeguard-children--2.

- the highest and lowest attaining children and learners
- children and learners for whom English is an additional language
- children and learners from minority ethnic groups
- Gypsy, Roma and Traveller children and learners
- lesbian, gay and bisexual children and learners
- transgender children and learners
- young carers
- children and learners attending alternative provision
- children and learners with medical conditions
- disadvantaged⁹ children and learners
- children looked after and care leavers
- older learners
- children and learners of different religions and beliefs
- ex-offenders
- teenage mothers
- other vulnerable groups.¹⁰

The Equality Act 2010

15. Inspectors will assess the extent to which the school or provider complies with relevant legal duties as set out in the Equality Act 2010 and the Human Rights Act 1998, promotes equality of opportunity and takes positive steps to prevent any form of discrimination either direct or indirect against those with protected characteristics in all aspects of their work.¹¹

Conduct during inspection

16. Inspectors must uphold the highest professional standards in their work and treat everyone they encounter during inspections fairly and with respect and sensitivity.

⁹ In schools, 'disadvantaged children and learners' specifically refers to those for whom the pupil premium or early years pupil premium provides support.

¹⁰ In the common inspection framework and the handbooks relating to it, the terms 'groups of pupils' or 'groups of learners' are groups included in this list.

¹¹ The Equality Act 2010; www.gov.uk/equality-act-2010-guidance#equalities-act-2010-legislation.

17. Inspectors will:

- evaluate objectively, be impartial and inspect without fear or favour
- uphold and demonstrate Ofsted values at all times¹²
- evaluate provision in line with frameworks, national standards or regulatory requirements
- base all evaluations on clear and robust evidence
- declare all actual and perceived conflicts of interest and have no real or perceived connection with the provider that could undermine objectivity
- report honestly and clearly, ensuring that judgements are fair and reliable
- carry out their work with integrity, treating all those they meet with courtesy, respect and sensitivity
- take all reasonable steps to prevent undue anxiety and minimise stress
- act in the best interests and well-being of service users, prioritising the safeguarding of children and learners at all times
- maintain purposeful and productive dialogue with those being inspected and communicate judgements sensitively but clearly and frankly
- respect the confidentiality of information, particularly about individuals and their work
- respond appropriately to reasonable requests
- take prompt and appropriate action on any safeguarding or health and safety issues
- use their title of HMI or Ofsted Inspector only in relation to their work for Ofsted.

Expectations of providers

18. It is important that inspectors and providers establish and maintain a positive working relationship based on courteous and professional behaviour. Ofsted expects providers to:

- be courteous and professional, treating inspectors with respect and sensitivity
- apply their own codes of conduct in their dealings with inspectors
- enable inspectors to conduct their visit in an open and honest way

¹² For more information about Ofsted's values, see *Raising standards, improving lives: Ofsted's strategic plan*, Ofsted, July 2014; www.gov.uk/government/publications/raising-standards-improving-lives-ofsted-strategic-plan-2014-to-2016.

- enable inspectors to evaluate the provision objectively against the frameworks, standards or regulatory requirements
- provide evidence that will enable the inspector to report honestly, fairly and reliably about their provision
- work with inspectors to minimise disruption, stress and bureaucracy
- ensure the good health and safety of inspectors while on their premises
- maintain a purposeful dialogue with the inspector or the inspection team
- draw any concerns about the inspection to the attention of inspectors promptly and in a suitable manner
- recognise that sometimes inspectors will need to observe practice and talk to staff and users without the presence of a manager or registered person.

The frequency and type of inspections

19. Ofsted is committed to inspecting in a proportionate way so that resources are focused where they are needed most. Ofsted undertakes inspection activity depending on the specific provider and the legislation governing the inspection within that remit. Some inspection activity is based on a regular cycle of inspection and other inspections are based on an assessment of risk. Inspections can also take place at the request of the Secretary of State.¹³ Intervals between inspections are set in relation to the type of inspection required for different providers. Further details in relation to the different types of inspection and their frequencies can be found in the relevant inspection handbook.

¹³ For example, all independent schools are inspected at the direction of the Department for Education (DfE), which is the registration authority for independent schools. Therefore, Ofsted may be asked to inspect an independent school at any time. This might occur, for example, where the DfE has particular concerns about a school.

Provision inspected under the common inspection framework

20. The common inspection framework applies to the inspection of:
- maintained schools and academies under section 5¹⁴
 - non-maintained special schools (as approved by the Secretary of State under section 342 of the Education Act 1996)
 - pupil referral units
 - non-association independent¹⁵ schools
 - further education colleges, sixth form colleges and independent specialist colleges
 - independent learning providers
 - community learning and skills providers
 - employers funded by the Skills Funding Agency to train their own employees
 - higher education institutions providing further education
 - providers of learning in the judicial services
 - National Careers Service – careers advice and guidance
 - registered early years settings.

¹⁴ This includes all sponsor-led academies, academy converter schools, academy special schools, free schools, special free schools, maintained nursery schools and alternative provision academies. University technical colleges (UTCs) and studio schools, 16 to 19 academies and 16 to 19 studio schools are also inspected under this framework.

¹⁵ An independent school is defined in section 463 of the Education Act 1996, as amended as:

'any school at which full-time education is provided for—
(a) five or more pupils of compulsory school age, or
(b) at least one pupil of that age for whom a statement is maintained under section 324, or who is looked after by a local authority (within the meaning of section 22 of the Children Act 1989),
and which is not a school maintained by a local education authority or a special school not so maintained.'

This definition brings into the scope of an inspection a number of very small independent schools, many of which have dual registration as an independent children's home and provide exclusively for vulnerable looked after young people who may also be disabled or have a special educational need.

The grading scale used for inspection judgements

21. A four-point grading scale will be used in all inspections to make the principal judgements:
- grade 1: outstanding
 - grade 2: good
 - grade 3: requires improvement
 - grade 4: inadequate

Judgements made by inspectors

22. The common inspection framework ensures that a coherent set of judgements are made across the different education, skills and early years settings. The methods adopted by inspectors to gather evidence and the main criteria used by inspectors to make judgements are set out in the different remit handbooks. In most instances, these methods and criteria are common across the different education, skills and early years remits.

Overall effectiveness

23. Inspectors will use all the available evidence to evaluate what it is like to be a child, learner or other user in the provision. In making the judgements about a provider's overall effectiveness, inspectors will consider whether the standard of education, training or care is good or outstanding. If it is not at least good, inspectors will consider whether it requires improvement or is inadequate.
24. Inspectors will also make graded judgements on the following areas using the four-point scale:
- Effectiveness of leadership and management
 - Quality of teaching, learning and assessment
 - Personal development, behaviour and welfare
 - Outcomes for children and learners.

What judgements will be made under short inspections?

25. As of September 2015, Ofsted undertakes short inspections for maintained schools, academies and further education and skills providers that were judged good at their previous inspection. Short inspections take place approximately every three years. A short inspection will confirm that the previous grade for overall effectiveness is accurate, the setting remains good and that safeguarding is effective. These arrangements also apply to special schools,

pupil referral units and maintained nursery schools that were judged good and outstanding at their previous inspection.¹⁶

26. A short inspection does **not** result in individual graded judgements. It does **not** change the overall effectiveness grade of the school or provider. If inspectors believe that a change of grade may be necessary, they trigger a full inspection,¹⁷ which will make the full set of graded judgements using the four-point grading scale.

What inspectors will consider when making judgements

27. Inspectors will use the following criteria to make each of the graded judgements. These criteria are common for all the types of provision covered by the framework. Individual inspection handbooks for each remit explain how these criteria are applied in each context.

Effectiveness of leadership and management

28. Inspectors will make a judgement on the effectiveness of leadership and management by evaluating the extent to which leaders, managers and governors:
- demonstrate an ambitious vision, have high expectations for what all children and learners can achieve and ensure high standards of provision and care for children and learners
 - improve staff practice, teaching, learning and assessment through rigorous performance management and appropriate professional development
 - evaluate the quality of the provision and outcomes through robust self-assessment, taking account of users' views, and use the findings to develop capacity for sustainable improvement
 - provide learning programmes or a curriculum that have suitable breadth, depth and relevance so that they meet any relevant statutory requirements, as well as the needs and interests of children, learners and employers, nationally and in the local community
 - successfully plan and manage learning programmes, the curriculum and careers advice so that all children and learners get a good start and are well prepared for the next stage in their education, training or employment

¹⁶ These settings are currently not exempt from routine inspections if they are judged outstanding.

¹⁷ The term 'full inspection' refers to the standard inspections across the remits covered by this consultation, for example section 5 inspections for schools or full inspections for further education and skills providers.

- actively promote equality and diversity, tackle bullying and discrimination and narrow any gaps in achievement between different groups of children and learners
- actively promote British values¹⁸
- make sure that safeguarding arrangements to protect children, young people and learners meet all statutory and other government requirements, promote their welfare and prevent radicalisation and extremism.

29. Inspectors will always report on whether or not arrangements for safeguarding children and learners are effective.

Quality of teaching, learning and assessment

30. Inspectors will make a judgement on the effectiveness of teaching, learning and assessment by evaluating the extent to which:

- teachers, practitioners and other staff have consistently high expectations of what each child or learner can achieve, including the most able and the most disadvantaged
- teachers, practitioners and other staff have a secure understanding of the age group they are working with and have relevant subject knowledge that is detailed and communicated well to children and learners
- assessment information is gathered from looking at what children and learners already know, understand and can do, and is informed by their parents/previous providers as appropriate
- assessment information is used to plan appropriate teaching and learning strategies, including to identify children and learners who are falling behind in their learning or who need additional support, enabling children and learners to make good progress and achieve well
- except in the case of the very young, children and learners understand how to improve as a result of useful feedback from staff and, where relevant, parents, carers and employers understand how learners should improve and how they can contribute to this
- engagement with parents, carers and employers helps them to understand how children and learners are doing in relation to the standards expected and what they need to do to improve
- equality of opportunity and recognition of diversity are promoted through teaching and learning

¹⁸ For a definition of these values, see the *Prevent Strategy*, www.gov.uk/government/publications/prevent-strategy-2011.

- where relevant, English, mathematics and other skills necessary to function as an economically active member of British society and globally are promoted through teaching and learning.

Personal development, behaviour and welfare

31. Inspectors will make a judgement on the personal development, behaviour and welfare of children and learners by evaluating the extent to which the provision is successfully promoting and supporting children's and other learners':

- pride in achievement and commitment to learning, supported by a positive culture across the whole provider
- self-confidence, self-awareness and understanding of how to be a successful learner
- choices about the next stage of their education, employment, self-employment or training, where relevant, from impartial careers advice and guidance
- where relevant, employability skills so that they are well prepared for the next stage of their education, employment, self-employment or training
- prompt and regular attendance
- following of any guidelines for behaviour and conduct, including management of their own feelings and behaviour, and how they relate to others
- understanding of how to keep themselves safe from relevant risks such as abuse, sexual exploitation and extremism, including when using the internet and social media
- knowledge of how to keep themselves healthy, both emotionally and physically, including through exercising and healthy eating
- personal development, so that they are well prepared to respect others and contribute to wider society and life in Britain.

Outcomes for children and other learners

32. Inspectors will take account of current standards and progress, including the provider's own data, and make a relevant judgement on academic and other learning outcomes for children and learners by evaluating the extent to which they:

- progress well from their different starting points and achieve or exceed standards expected for their age
- attain relevant qualifications so that they can and do progress to the next stage of their education into courses that lead to higher-level qualifications and into jobs that meet local and national needs.

Arrangements for different types of provision

33. In addition to the judgements set out in the framework, inspectors will need to make a variety of other judgements and undertake regulatory activity in different types of provision. This section sets out what those additional judgements and activities are.

Early years

34. The common inspection framework sets out how Ofsted will inspect providers on the Early Years Register. In addition to inspection, Ofsted is also responsible for the registration and regulation of these providers. Details about the regulation of settings on the Early Years Register can be found at: www.gov.uk/government/publications/framework-for-the-regulation-of-provision-on-the-early-years-register.

Non-association independent schools

35. Non-association independent schools are subject to the Independent School Standards. Inspectors will check that schools meet these standards during inspection. Further details can be found at: www.legislation.gov.uk/ukxi/2014/3283/contents/made.

Schools with early years settings

36. Maintained schools and academies and non-association independent schools that have Early Years Foundation Stage provision are given a separate grade for that provision as part of school inspections conducted under section 5 of the Education Act 2005 (as amended by the Education Act 2011). This contributes to the judgement about the overall effectiveness of the school. The age of children that exempts schools from registering as early years providers has been lowered from three to two. Provision for two-year-olds in schools is inspected as part of a school inspection.

Schools with a sixth form/16 to 19 provision

37. Maintained schools and academies and non-association independent schools are given a separate grade for sixth form provision as part of school inspections conducted under section 5 of the Education Act 2005 (as amended by the Education Act 2011). This contributes to the judgement about the overall effectiveness of the school.

Settings with residential and boarding provision

38. The inspection of boarding and residential provision will be conducted under the Children Act 1989, as amended by the Care Standards Act 2000, having regard to the national minimum standards for boarding or residential provision, as appropriate. Further details of how these boarding/residential inspections will be carried out can be found at:

www.gov.uk/government/publications/the-framework-for-inspecting-boarding-and-residential-provision-in-schools

and

www.ofsted.gov.uk/resources/evaluation-schedule-for-inspection-of-residential-provision-further-education-colleges.

Further education and skills provision

39. Further education and skills providers will also have the following types of provision graded where appropriate: 16 to 19 study programmes, adult learning programmes, apprenticeships, traineeships, provision for learners with high needs and 14 to 16 full-time provision. These contribute to the judgement about the overall effectiveness of the provider.