



Governors' Handbook 2021-22

Section 1 - Governors Handbook Contents, Current Membership and Business

(All policies in the Governor's Handbook are subject to annual review; This review dated 01 September 2021 with the next review due July 2022)

CONTENTS

Section 1 – Governors Handbook Contents, Current Membership and Business

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

Section 2 – Legal Framework, Charitable Status & Standing Orders

	Page Ref
Instrument and Articles of Government	Section 2 - 2
Charitable Status of Colleges	Section 2 -17
Standing Orders	Section 2 - 18

Section 3 - Scheme of Delegation

	Page Ref
Scheme of Delegation including Committees Terms of Reference	Section 3 - 2
Terms of Reference for a Selection Committee for the Appointment/Promotion of a Principal/Senior Post Holder	Section 3 - 18

Section 4 – Accountability Framework, Roles & Responsibilities

	Page Ref
Accountability Framework	Section 4 - 2
Governor Roles, Responsibilities & Person Specification	Section 4 - 5
10 Point Guide for Governors	Section 4 - 7
Statement of Responsibilities of the Chair & Vice Chair	Section 4 - 8
Governance & Management Policy Statement	Section 4 - 11
Key Functions of the Clerk	Section 4 - 13
Code of Conduct	Section 4 - 15
Annual Eligibility Declaration	Section 4 - 21

Section 5 – Governance Review & Self Assessment

	Page Ref
Governance Review/Self Assessment Process	Section 5 - 2

Section 6 – Governance Policies & Procedures

	Page Ref
Disciplinary Procedure for Senior Postholders	Section 6 - 2
Grievance Procedure for Senior Postholders	Section 6 - 9
Governor Skills Audit Proforma	Section 6 - 13
Policy on the Conduct of Corporation Business	Section 6 - 15
Governor Financial Liability	Section 6 - 16
Governor Expenses	Section 6 - 18
Succession Planning Policy	Section 6 - 19
Policy on Attendance at Meetings & Access to Governing Body Business	Section 6 - 20
Policy on the Selection & Re-appointment of Governors	Section 6 - 23
Policy on the Removal of Governors	Section 6 - 26
Framework for Settlement Negotiations for Senior Postholders	Section 6 - 28
Policy on Complaints Made Against the Board	Section 6 - 29
Procedure to Follow for When the Corporation Acts Outside of its Powers	Section 6 - 31
Register of Interests	Section 6 - 33
Policy for Overseeing Organisational Change	Section 6 - 36
Policy on E-Governance & Parameters for Decision Making	Section 6 - 38
Whistleblowing Policy	Section 6 - 40
Governor Link Scheme	Section 6 - 42
Policy on the Removal of a Governor from Office	Section 6 - 46
Associate Member	Section 6 - 47

Section 7 – Key Reference Documents

Key Reference Documents	
Funding Agency Joint Audit Code of Practice	
Code of Good Governance for English Colleges	

DETERMINATION & CORPORATION MEMBERSHIP

Determination: 15 (From 01/08/21)	Name	Date of Appointment	Current Term of Office Expires
	James Bryant	01/01/2018	31/12/2022 (1 term)
	Bruce Armstrong	01/08/2014	31/07/2022 (2 terms)
	Charanjit Ajit Singh	01/08/2010	31/07/2022 (3 terms)
	Rhys Gallagher	01/05/2020	30/04/2024 (1 term)
	Simon Wilcox	15/10/2014	14/10/2022 (2 terms) Extended to 31/12/2022
	Laura Weatherill	01/05/2020	30/04/2024 (1 term)
	Barinder Sandhu	01/08/2019	31/08/2023 (1 term)
	Alex Luke	11/12/2019	10/12/2023 (1 term)
	Adam Barke	01/07/2020	30/06/2024 (1 term)
	Charlotte Callinan	01/01/2021	31/12/2024 (1 term)
	Vacancy		
Principal (1)	Tracy Aust	01/04/2016	During the period of being Principal
Teaching Staff (1)	Andy Smith	14/10/2020	13/10/2024 (1 term)
Students (2)	Vacancy		
	Lavanya Gomes	16/12/2021	31/07/2022 (1 term)
Associate Member (Non-Governor)	John Bolt	01/09/2021	31/08/2022 (1 year)

Chair: Simon Wilcox (Period up to 31/07/2022)
Vice Chair: Bruce Armstrong (Period up to 31/07/2022)
 Mr Alex Luke (Period up to 31/07/2022)

**Safeguarding
Governor:** Laura Weatherill

**Community &
Student Governor:** Barinder Sandhu

WEST THAMES COMMITTEE MEMBERSHIP 2021-22

Committees	Members
<p>Audit Committee Membership: Minimum of 3 and up to 4 Quoracy: 40% of Membership (2) Three meetings a year, one each term.</p>	<p>James Bryant (Chair) Charanjit Ajit Singh Rhys Gallagher Adam Barke</p>
<p>Finance, Resources & Capital Committee Membership: Up to 4 members Quoracy: 40% of Membership (2) Three meetings a year, one each term.</p>	<p>Alex Luke (Chair) Tracy Aust Simon Wilcox Catherine Callinan</p>
<p>Curriculum, Quality & Standards Membership; Up to 8 Members, including the Principal and student governors Quoracy: 40% of membership (3) Three meetings a year, one each term.</p>	<p>Bruce Armstrong (Chair) John Bolt (Associate Member) Tracy Aust Barinder Sandhu Charanjit Ajit Singh Laura Weatherall Andy Smith Lavanya Gomes Student Governor</p>
<p>Remuneration Committee Membership: Up to 4 members Quoracy: 40% of Membership (2) One meeting per year, if required.</p>	<p>John Bolt (Chair) Tommy White Simon Wilcox Barinder Sandhu</p>
<p>Governance & Search Committee Membership: Up to 5 Members, including the Chair and Principal Quoracy: 40% of Membership (2) Three meetings a year, one each term.</p>	<p>Simon Wilcox (Chair) Tracy Aust Tommy White Bruce Armstrong James Byrant</p>
<p>Strategy & Business Development Committee Membership (5): Four Members (Chair, Principal, and Chair of Committees) (Quorum 2)</p>	<p>Simon Wilcox (Chair) Tracy Aust Chair of C, Q & S - Bruce Armstrong Chair of Audit - James Bryant Chair of F, R & C - Tommy White</p>

**WEST THAMES COLLEGE
BOARD & COMMITTEE MEETINGS 2021/22**

(All meetings at the main College campus unless stated otherwise)

AUTUMN TERM 2021

WED	22/09/21	1400	STRATEGY & BUSINESS DEVELOPMENT (To be held via Teams)
WED	06/10/21	1800	QUALITY
WED	13/10/21	1800	CORPORATION (To be held at the Skills + Logistics Centre, Feltham)
WED	17/11/21	12.00 – 18.00	QUALITY SAR MODERATION
WED	24/11/21	1800	FINANCE
WED	01/12/21	1800	AUDIT (To be held via Teams)
WED	15/12/21	1800	CORPORATION

SPRING TERM 2022

WED	02/02/22	1800	GOVERNANCE & SEARCH (If required)
WED	09/02/22	14.00 – 18.00	CORPORATION STRATEGY
WED	23/02/22	1800	QUALITY (To be held at the Skills + Logistics Centre, Feltham)
WED	02/03/22	1800	FINANCE
WED	09/03/22	1800	AUDIT (To be held via Teams)
WED	23/03/22	1800	CORPORATION

SUMMER TERM 2022

WED	04/05/22	1800	GOVERNANCE & SEARCH (If required)
WED	11/05/22	14.00 - 1800	CORPORATION STRATEGY (To be held at the Skills + Logistics Centre, Feltham)
WED	15/06/22	1800	QUALITY
WED	22/06/22	1800	FINANCE (To be held at the Skills + Logistics Centre, Feltham)
WED	29/06/22	1800	AUDIT (To be held via Teams)
WED	06/07/22	1800	CORPORATION

SCHEDULE OF CORPORATION BUSINESS
(Indicative Programme)

Schedule of Business for Audit Committee

Meeting	Schedule of Business
Autumn Term Meeting	<ul style="list-style-type: none"> • Internal Audit Annual Report • Approve Audit Plan & Audit Strategy for next year and or Board Assurance Framework • Audit Findings Report from the Financial Statement Auditor (Regularity and financial statements audit) • Risk Management & Board Assurance Termly Report • Confidential session without College Officers present • Annual Report from the Audit Committee • Review of Auditors performance & re-appointment (both IAS and FSA)
Spring Term Meeting	<ul style="list-style-type: none"> • Internal Audit Visit Report and or Assurance Reports • Risk Management & Board Assurance Termly Report • Annual Review of Value for Money
Summer Term Meeting	<ul style="list-style-type: none"> • Internal Audit Visit Report and or Assurance Reports • Audit Plan and Audit Strategy for next year – initial review • Financial Statement Audit Plan • Risk Management & Board Assurance Termly Report

Schedule of Business for Search Committee

Meeting	Schedule of Business
Summer Term Meeting (With additional meetings arranged as and when required if governor appointments are required)	<ul style="list-style-type: none"> • Membership & Committee Review • Governor Appointments • Governor Attendance Review • Skills Audit Review

Schedule of Business for Finance & Capital Projects Advisory Group

Meeting	Schedule of Business
Autumn Term Meetings	<ul style="list-style-type: none"> • Latest Management Accounts • Draft Report and Financial Statements for the Year Ended 31 July • Review of risks that fall within the Committee's terms of reference
Spring Term	<ul style="list-style-type: none"> • Latest Management Accounts • Indicative Budget next year • Tuition Fee Policy for next year • Review of risks that fall within the Committee's terms of reference
Summer Term Meetings	<ul style="list-style-type: none"> • Latest Management Accounts • College Budget • Annual Review of the Finance Regulations • Review of risks that fall within the Committee's terms of reference

Schedule of Business for Quality & Equality Advisory Group

Meeting	Schedule of Business
Autumn Term Meetings	<ul style="list-style-type: none"> • Validation of the College's Self Assessment Report and through the process to receive confirmation of the College's overall Success Rates for the preceding year and how they compare against national benchmark data
Spring Term Meetings	<ul style="list-style-type: none"> • Performance Monitoring Report • In-Year Success Rates Forecast • Learner Voice Report • Review of risks that fall within the Committee's terms of reference
Summer Term Meetings	<ul style="list-style-type: none"> • Performance Monitoring Report • In-Year Success Rates Forecast • Student Survey Outcomes • Review of risks that fall within the Committee's terms of reference

Schedule of Business for Remuneration Committee

Meeting	Schedule of Business
Autumn Term Meeting	<ul style="list-style-type: none"> • Senior Post Holder's Remuneration

Schedule of Business for Governor Review of the College's Strategic Direction

Meeting	Schedule of Business
Spring Term Meeting	<ul style="list-style-type: none">• Review of key strategic issues facing the College and FE in general• Mid-year review
Summer Term Meeting	<ul style="list-style-type: none">• Review of key strategic issues facing the College and FE in general• Review of the College's Mission & Strategic direction

Schedule of Business for Governor Briefings/Training

Briefing/Training needs ide
<p data-bbox="156 801 1348 840">Briefing/Training to be delivered at the commencement at each meeting of the Corporation.</p> <ul style="list-style-type: none">• Strategic issues facing the FE sector• Special Education Needs (SEN)• Overview of the Curriculum covering new courses• Higher Education• Apprenticeships/Job Centre Plus/programmes for the Unemployed• Finance/Funding• Safeguarding (Refresher updates)• Equality & Diversity (Refresher updates)• Learner Voice (Refresher Updates)• Health & Safety (Refresher Updates)• Any identified training needs arising from Governance Self Assessment

Schedule of Business for Corporation Meetings

Meeting	Schedule of Business
October	<p>Apologies Declaration of Members Interests Minutes from the last meeting Summary Action List & Matters Arising Governor Briefing/Training Executive Team Report Monitoring of College Performance:</p> <ul style="list-style-type: none"> • Final review of College performance against key strategic objectives published in the College’s Development Plan • To approve key strategic objectives from the College’s Development Plan that will be subject to monitoring at each meeting of the Corporation <p>Teaching & Quality Focus:</p> <ul style="list-style-type: none"> • Student recruitment and Enrolment Update • AS & A2 Results (Both these items to be covered in the Executive Team Report) • Impact of enrolment on agreed budget for the year • To receive a summary of Governor Link visits completed as reported in Corporation minutes for the preceding year • To confirm Governor Link allocations for the current academic year <p>Finance & Estates Focus:</p> <ul style="list-style-type: none"> • Impact of enrolment on agreed budget for the year • To receive final Management Accounts for preceding year • To receive capital project update <p>Governance Focus:</p> <ul style="list-style-type: none"> • To receive Governance Handbook • To complete Member Self Assessment
December	<p>Apologies Declaration of Members Interests Minutes from the last meeting Summary Action Point & Matters Arising Governor Briefing/Training Executive Team Report Monitoring of College Performance</p> <ul style="list-style-type: none"> • To monitor College performance against agreed key strategic objectives from the College’s Development Plan <p>Audit Focus:</p> <ul style="list-style-type: none"> • Audit Committee minutes • Management letters • Internal Audit Annual report • Annual Report from the Audit Committee including annual report on Risk Management • Re-appointment of auditors <p>Finance & Estates Focus:</p> <ul style="list-style-type: none"> • To receive the minutes of the Finance & Capital Advisory Group To approve Financial Statement Year End Accounts • To receive financial report/management accounts • To receive capital project update <p>Governance Focus:</p>

	<ul style="list-style-type: none"> To approve Governance Self Assessment Report <p>Teaching & Quality Focus:</p> <ul style="list-style-type: none"> To approve College Self Assessment Report Verbal summary of Governor Link Visits conducted during the term <p>People & HR Focus:</p> <ul style="list-style-type: none"> To receive annual HR Report To receive minutes of the Remuneration Committee meeting To note PRP Award recommendations
February	<p>Corporation Strategy Meeting</p> <ul style="list-style-type: none"> Review of key strategic issues facing the College and FE in general
March	<p>Apologies Declaration of Members Interests Minutes from the last meeting Summary Action List & Matters Arising Governor Briefing/Training Executive Team Report Monitoring of College Performance To monitor College performance against agreed key strategic objectives from the College's Development Plan</p> <p>Teaching & Quality Focus:</p> <ul style="list-style-type: none"> To receive minutes from the Quality & Equality Advisory Group Verbal summary of Governor Link Visits conducted during the term <p>Finance & Estates Focus:</p> <ul style="list-style-type: none"> To receive the minutes of the Finance & Capital Advisory To receive financial report/management accounts To receive capital project update Review and approve Tuition Fee Policy <p>Audit Focus:</p> <ul style="list-style-type: none"> To receive minutes of the Audit Committee <p>People & HR Focus:</p> <ul style="list-style-type: none"> To conduct annual review of Safeguarding and Child Protection
May	<p>Corporation Strategy Meeting</p> <ul style="list-style-type: none"> Review of key strategic issues facing the College and FE in general Review of the College's Mission & Strategic direction
July	<p>Apologies Declaration of Members Interests Minutes from the last meeting Summary Action List & Matters Arising Governor Briefing/Training Executive Team Report Monitoring of College Performance</p> <ul style="list-style-type: none"> To monitor College performance against agreed key strategic objectives from the College's Development Plan Initial review of proposed key strategic objectives from the College's Development Plan that will be subject to monitoring at each meeting of the Corporation <p>Audit Focus:</p> <ul style="list-style-type: none"> Audit Committee Minutes of meeting <p>Finance & Estates Focus:</p> <ul style="list-style-type: none"> Receive minutes from the Finance & Capital Advisory Group Latest Management Accounts Budget & 3 Year Financial Plan Property Update

	<p>Teaching & Education Focus:</p> <ul style="list-style-type: none">• To receive the minutes of the Quality & Equality Advisory• Verbal summary of Governor Link Visits conducted during the term <p>Governance Focus:</p> <ul style="list-style-type: none">• To receive minutes of the Search Committee• Meeting Dates• Proposed Committee & Advisory Group Membership• Review of Confidential Minutes
--	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------



Governors' Handbook

Section 2 – Legal Framework, Charitable Status & Standing Orders

INSTRUMENT & ARTICLES OF GOVERNMENT

APPROVED BY THE BOARD OF GOVERNORS JULY 2012

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) up to sixteen 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.

(5) 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.

(6) 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.

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

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

(9) 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.

(10) 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.

(11) 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.

(12) 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.

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

(14) 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.

(15) 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.

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

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

(18) 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.

(19) The Clerk may not be a member.

(20) 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.

(21) 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.

(22) 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.

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.

(5) 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.

(6) 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.

(7) 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.

(8) 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.

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

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

(11) 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.

(12) 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.

(13) 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.

(14) 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.

(15) 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 (excluding vacancies), determined according to clause 3.

(16) For meetings or agenda items that are declared confidential, quoracy will be at least 40% of those members eligible to attend the confidential meeting or agenda item

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

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

(19) 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 by a majority of the votes cast by members present and entitled to vote on the question.

(20) 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.

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

(22) 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.

(23) 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.

(24) 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).

(25) 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.

(26) 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.

(27) 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.

(28) 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).

(29) 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.

(30) 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.

(31) 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.

(32) 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.

(33) 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.

(34) 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.

(35) 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.

(36) 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

20. 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

21. 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

22.—(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

23.—(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

24.—(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

25.—(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

26. 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

27. 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

28. 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.

29.—(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.

30. 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

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

32. 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

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

Suspension and dismissal of the Clerk

34.—(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

35. 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

36. 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

37.—(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

38.—(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

39. 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

40. 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.

Modification or replacement of the Instrument & Articles of Government

22- (1). Subject to paragraph (2), the Corporation may by resolution of the members modify or replace its instrument and articles of government, after consultation with any other persons who, in the Corporation’s view, are likely to be affected by the proposed changes.

(2) The Corporation shall not make changes to the instrument or articles of government that would result in the body ceasing to be a charity.

Dissolution of the Corporation

23 - (1) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.

(2) The Corporation shall ensure that a copy of the draft resolution to dissolve the corporation on a specified date shall be published at least one month before the proposed date of such resolution.

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 West Thames College

“Corporation” means the Corporation of Governors of West Thames College

“Committee” means a committee of the Corporation

“Chair” means the Chair 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-Chair” means the vice-Chair 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 West Thames 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 Chair 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 Chair (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 Chair or at the request in writing of any five governors. Where the Chair, or in his absence the Vice-Chair, 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 Chair rules may be considered. Full details of such matters must be given to the Chair in advance of the meeting and the Chair'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 Chair 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 Chair or by resolution of the Corporation should the Chair 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 Chair 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 Chair.

CHAIR AND VICE-CHAIR

16. The Corporation shall appoint annually a Chair and Vice-Chair 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 Chair is before the Corporation, the chair shall be taken for this item by the Vice-Chair 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 Chair or Vice-Chair.
19. The Chair and Vice-Chair 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 Chair and/or the Vice-Chair shall be elected by secret ballot. If where there are more than two nominations for the office of Chair and Vice-Chair, 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 Chair shall if necessary exercise a second or casting vote.
20. The Chair and Vice-Chair shall hold office from the date of their appointment until the next summer meeting of the Corporation.
21. If both the Chair and Vice-Chair are absent from any meeting of the Corporation, the governors present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the Principal or a staff or student member.
22. The Chair and Vice-Chair 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 Chair or the Vice-Chair, or following the resignation of the Chair or Vice-Chair, the governors shall appoint a new Chair or Vice-Chair, as the case may be, from among their number.
24. Chair and Vice-Chair 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 Chair 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 Chair of the

meeting shall have a second or casting vote. Should the Chair 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 Chair 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 Chair will decide who shall speak first. A governor who is speaking will immediately be silent if the Chair so requests, or if another governor raises a point of order.
- 37. Every motion or amendment must be moved and seconded, except that the Chair may move a motion without the requirement for a seconder. If the Chair 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 Chair 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 Chair 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 Chair 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 Chair 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 Chair renders the due and orderly dispatch of business impossible, the Chair 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 Chair may at any time adjourn a meeting of the Corporation. The decision of the Chair 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 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, 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 Chair 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.

CHAIR

71. Where the constitution of a Committee requires the Committee to appoint a Chair, 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 Chair.

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 Chair has authority to rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The Committee Chair 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 Chair 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 Chair 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 Chair (or in his absence, the Vice-Chair) 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 Chair (or in his absence, the Vice Chair) 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.



Governors' Handbook

Section 3 – Scheme of Delegation & Committee Terms of Reference

SCHEME OF DELEGATION

GOVERNANCE STRUCTURE

BOARD OF GOVERNORS

<p>Determination of 15 Members (approved by the Corporation 08 July 2020)</p> <p>Of the 15 Members, 11 to be external governors, 1 staff governor, and 2 student governors</p> <p>Boards of governors <u>MUST</u> * include two financially qualified members, who are able to offer support and challenge to the Principal/CEO and FD*</p> <p><i>(* FE Commissioner letter (7/5/19) to Chairs and Principals of Further Education and Sixth Form College Corporations)</i></p>

COMMITTEES

Audit	Finance, Resources & Capital Projects	Curriculum, Quality and Standards	Governance & Search	Remuneration	Strategy & Business Development
<p><i>Purpose:</i></p> <p>Mandatory audit responsibilities</p>	<p><i>Purpose:</i></p> <p>Finance, resources, HR, estates, Health & Safety, and capital projects</p>	<p><i>Purpose:</i></p> <p>Quality, curriculum offer, Higher Education, student experience, safeguarding & Prevent, student voice and staff voice</p>	<p><i>Purpose:</i></p> <p>Oversee all governance matters and governor recruitment</p>	<p><i>Purpose:</i></p> <p>Remuneration of senior post holders</p>	<p><i>Purpose:</i></p> <p>Strategic direction and strategy, Business Development, and strategic partnerships</p>

(See paragraphs 28-53 for Committee terms of reference)

SCHEME OF DELEGATION

Background

1. The Scheme of Delegation sets out:
 - (a) the powers delegated by the Board of Governors to the Principal and
 - (b) the powers delegated by the Board of Governors to its committees.

Review

2. This document is subject to annual update, review and approval by the Board of Governors to ensure the appropriateness of the delegation of powers and responsibilities.

Role of the Board of Governors and Governance Principles

3. The main business of the Board of Governors is to determine the educational character of the College and to ensure its overall well being, success and financial solvency.
4. The educational character of the College includes the broad purpose and strategic direction of the College, the nature of its educational programme, pattern of courses and any special characteristics of its range of subjects, its overall ethos, admissions policy and its relationship to its learners, communities and stakeholders.
5. *'It is the role of the Governing Body to set the college mission and strategic direction, oversee quality and financial performance, challenge the executive on delivery and hold the Principal to account'* (BIS Guide to College Governance, 2014, Section 1 para 2). There is a clear delineation between the roles of governance (the role of the Board) and management (the role of the Principal).
6. Ultimately it is the Board of Governors that is fully accountable for the College and therefore the Board must be seen to be directing and leading the Executive to deliver against the strategic objectives agreed by the Board of Governors.
7. The success of the College requires a collaborative working relationship between the Board of Governors and the Executive.
8. Committees set up by the Board of Governors need to be empowered to deal with compliance matters leaving more time for the Board to spend on reviewing performance, reviewing the report from the Executive, and for discussing strategic matters. This will enable more time for the Board to 'deep dive' into specific areas as and when required and to receive regular training/briefings on key matters. The Board, and Governors, must trust the Committees to carry out the work agreed on behalf of the Board, as determined by the Committee's terms of reference (*See paragraphs 27 - 51*).
9. Committees at the end of each meeting are required to identify the points/issues/risks that need to be brought to the attention of the Board of Governors. The Chair of the Committee and Clerk to make available a summary report for the Board, and this to include any actions subsequently taken after the meeting. Minutes from the meeting to be attached to the summary report (along with any other key documents considered by the Committee that the Committee agrees should be made available to the Board), **but the key document for the Board to consider is the Committee's summary document**. The reporting format is appended (Appendix 1).
10. The Board of Governors to monitor at each meeting through the data dashboard the agreed top level KPIs for the following key areas:
 - Teaching, Learning and Assessment
 - Attendance
 - Operating Surplus
 - Financial Health
11. Governors already have duties as charity trustees to ensure good financial management of the College. Under the FE Insolvency Regime introduced in January 2019 those duties

continue and it will be all the more important to report early any sign of financial difficulty and to recognise and report if the College becomes insolvent. Governors are under obligations to act to ensure that they do not allow the college or company to continue to trade when insolvent if this damages the interests of creditors. Therefore the need for good governance arrangements to ensure effective financial oversight is paramount. To this end, monthly management accounts with a comprehensive commentary and 24 month cash flow forecast, to be made available to all governors.

Delegation

12. The powers and responsibilities of the Board and Principal are defined in the Instrument and Articles of Government for West Thames College.
13. Article 4 explicitly allows for the delegation of Corporation powers to its committees and the Principal:

‘the Corporation may establish committees for any purpose or function other than those assigned in these Articles to the Principal or Clerk and may delegate powers to such committees; the Chair or, in the Chair’s absence, the Vice Chair; or the Principal’.

Board of Governors

14. There are some powers which the Board of Governors **shall not delegate** (under Article 9):
 - (a) the determination and periodic review 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 of 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; and
 - (f) the modification or revocation of the Articles.
15. In addition, the Board of Governors **may not delegate** (under Article 10):
 - (a) the consideration of the case for dismissal, and
 - (b) the power to determine an appeal in connection with the dismissalof the Principal, the Clerk or the holder of a senior post, **other than** to a committee of members of the Governing Body.
16. Further, under the provisions of the ‘Conditions of Funding Agreement 2018-2019’ between the College and the Chief Executive of the Education Skills Funding Agency:

‘The Governing Body of the College has responsibilities for ensuring that the College’s funds are used only in accordance with the College’s powers as set out in the Further and Higher Education Act 1992 and the College’s own statutory duties and other obligations’ (paragraph 3.1) and ‘the Governing body is responsible for ensuring the solvency of the College...and...for achieving value for money in all transactions involving Public Funds’

(paragraph 3.2). 'The College is free to spend its funding as it sees fit, providing it fulfils the conditions of funding imposed by the ESFA' (paragraph 6.2).

Principal

17. The **statutory powers and duties** of the Principal are set out in Article 3(2). S/he is responsible for
 - (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;
 - (f) maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
18. Further, under the 'Conditions of Funding Agreement' the Principal is identified as the Accounting Officer and:

'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 College's use of Public Funds.'

(from paragraph 4.1 of the Education Skills Funding Agency 'Conditions of Funding Agreement 2018-19')
19. The following further powers and responsibilities are delegated by the Board of Governors to the Principal:
 - (a) Informing the Board of Governors, its committees or the Chair as appropriate, of all significant matters, achievements, activities and events related to the work of the College;
 - (b) Determining the employment policies of the College;
 - (c) Setting a framework for the pay and conditions of service of staff, other than senior postholders or the Clerk;
 - (d) Making any rules relating to the conduct of staff, including discipline, grievance, suspension and dismissal procedures;
 - (e) Making any rules relating to the conduct of students, including suspension, discipline, academic appeals and complaints procedures;

- (f) Determining all matters relating to the establishment, constitution and conduct of any student body or other social or representative organisation for students;
 - (g) 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;
 - (g) Determining the College's responses and communications to other organisations (including the Education and Skills Funding Agency (ESFA) in accordance with the policies of the Board of Governors;
 - (h) Determining the levels of tuition fees and other charges payable to the College and the College's remitted fee policy.
20. The Corporation also delegates financial and procurement authority to the Principal, as per the College's Financial Regulations. Specific levels of delegation include:
- (a) Purchase of goods or services by purchase order of value not exceeding £50,000 (excluding VAT)
 - (b) Requirement for tendering procedures – award of contracts whose value exceeds £50,000 (excluding VAT)
 - (c) Approval of severance payments made in accordance with relevant legislation and under a scheme approved by the Corporation

Note: Under Article 11, the Principal may delegate functions to the holder of any senior post other than:

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

Clerk

21. The Clerk shall be responsible for the following functions (Article 3(3)):
- 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.

Chair

22. The Chair may deal with those matters specifically delegated to him/her by the Governing Body (Article 4). Any use of delegated authority by the Chair to be reported to the Board of Governors or appropriate committee.
23. The Chair may not have delegated authority in relation to any matters listed under Articles 9 & 10, or those responsibilities delegated to the Principal under Article 3(2).
24. The Corporation also delegates financial and procurement authority to the Chair, as per the College's Financial Regulations. Specific levels of delegation include:
- (a) Purchase of goods or services by purchase order in excess of £50,000 (excluding VAT)

- (b) Requirement for tendering procedures – award of contracts whose value exceeds £50,000 (excluding VAT)
- (c) Approval of expenses claims by the Principal or members of the Corporation for travel and subsistence expenditure incurred in the course of their duties.

Board of Governors' Committees & Working Groups

25. The Board of Governors has established six committees:
- Finance, Resources & Capital Projects
 - Audit (required under Article 6)
 - Curriculum, Quality & Standards
 - Governance & Search (Search Committee is required under Article 5)
 - Strategy & Business Development
 - Remuneration
26. In addition to committees, the Board of Governors can agree to put in place working groups/task groups to deal with specific issues over an agreed timeframe. The Board of Governors to approve terms of reference for any working group/task group.

Reporting on the work of Committees to the Board of Governors

27. Committees at the end of each meeting are required to identify the points/issues/risks that need to be brought to the attention of the Board of Governors. The Chair of the Committee and Clerk to make available a summary report for the Board, and this to include any actions subsequently taken after the meeting. Minutes from the meeting to be attached to the summary report (along with any other key documents considered by the Committee that the Committee agrees should be made available to the Board), *but the key document for the Board to consider is the Committee's summary document*. The reporting format is appended (Appendix 1).

TERMS OF REFERENCE OF BOARD OF GOVERNORS' COMMITTEES

Finance, Resources & Capital Projects Committee

28. The remit of the Finance, Resources & Capital Projects Committee is to advise the Board of Governors on the financial position of the College.
29. As confirmed in paragraph 11, Governors already have duties as charity trustees to ensure good financial management of the College. Under the FE Insolvency Regime introduced in January 2019 those duties continue and it will be all the more important to report early any sign of financial difficulty and to recognise and report if the College becomes insolvent. Governors are under obligations to act to ensure that they do not allow the college or company to continue to trade when insolvent if this damages the interests of creditors. Therefore the need for good governance arrangements to ensure effective financial oversight is paramount.
30. The Committee will approve on behalf of the Board of Governors, the College's investment and borrowing policies and will establish, in line with current pay frameworks, the pay awards for staff, other than for senior post holders.
31. The Board of Governors will be advised accordingly (through Committee minutes) of any

decisions made within the powers delegated to the Committee.

32. Membership (4): Four governors (including the Chair and Principal), excluding (Quorum 2) members of the Audit Committee.
33. Objectives:
- (a) To monitor at each meeting of the Committee those KPIs from the Data Dashboard that fall within the remit of the Committee, for example, Financial health, operating surplus.
 - (b) Monitoring the College's financial performance and solvency, and management effectiveness.
 - (c) To ensure monthly management accounts, with a comprehensive commentary and 24 month cash flow forecast, are made available to all governors.
 - (d) Recommending the annual estimates of Income & Expenditure and the 2-year Financial Forecasts to the Board of Governors for approval.
 - (e) Recommending the annual Financial Statements to the Board of Governors for approval.
 - (f) Determining and approving the College's Financial Regulations and reviewing them annually.
 - (g) Monitoring the College's investment, borrowings and cash management.
 - (h) Monitoring the College's employment policies and procedures.
 - (i) On behalf of the Board of Governors, to consider and review annually a Human Resources Report.
 - (j) On behalf of Board of Governors, to consider and review annually a Sub-contracting Policy and subcontracting arrangements.
 - (k) Monitoring the framework for the pay and conditions of service of staff.
 - (l) Consider and review, for Board of Governors approval, the College's Property Strategy.
 - (m) On behalf of the Board of Governors, to consider and review annually a Health & Safety Report.
 - (n) Monitoring the College's capital projects and improvement programme.
 - (o) To review at each meeting those risks from the College's Risk Register that fall within the scope of the Committee's terms of reference; to assess the appropriateness of the risk score, proposed mitigation actions, and any sources of "assurances" being sought to confirm that the risks are being managed and mitigated; and to identify any new risks for inclusion in the Risk Register.

Audit Committee

34. The Audit Committee is authorised by the Corporation to investigate any activity within its terms of reference to effectively monitor the adequacy and effectiveness of the College's systems of internal control, and its arrangements for risk management, control and governance process, and securing economy, efficiency and effectiveness. The Audit Committee will also maintain the overarching responsibility for reviewing and maintaining the

structure of the Board Assurance Framework.

35. The Committee is authorised by the Board of Governors to approve the audit strategy and annual internal audit plans for the internal audit service and, through the minutes of the Committee, to advise the governing body accordingly. Furthermore, the Committee will establish, in conjunction with college management, relevant annual performance measures and indicators and monitor the effectiveness of the internal audit service 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.
35. The Audit Committee will also review the audit aspects of the draft annual financial statements. These aspects will include the external audit opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the external auditor's management letter. The Committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control system has been reviewed and comment on this in its annual report to the Board of Governors,
36. Membership (min of 3, max of 5)
(Quorum 2) Three Governors (excluding the Chair, the Principal and members of F&PC) and up to 2 co-opted Members.
37. Collectively, members of the Audit Committee should have recent relevant experience in risk management, finance and audit and assurance.
38. Objectives:
 - (a) To assess and provide the governing body with an opinion on the adequacy and effectiveness of the College's
 - audit arrangements,
 - framework of governance,
 - risk management and control,
 - and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
 - (b) On behalf of the Board of Governors, to approve the appointment, reappointment and dismissal of the external auditor, reporting accountant and other assurance providers, including internal auditors, to establish that all such assurance providers adhere to relevant professional standards and to approve their remuneration and terms of engagement.
 - (c) To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.
 - (d) To review and consider on behalf of the Board of Governors internal audit assignment reports and annual reports and on control issues included in the management letters of the Financial Statements Auditor (including their work on regularity), and management's responses to these.
 - (e) On behalf of the Board of Governors, to consider and approve an audit strategy and annual internal audit plans for the IAS, and consider and advise the Board of Governors annually whether there is a need for an internal audit function and if so, its remit and level and focus of internal audit activity.
 - (f) To monitor and review the effectiveness of the College's internal audit function and to explain how independence and objectivity have been safeguarded.

- (g) To inform the Board of Governors on the provision of any additional services undertaken by the external auditor, reporting accountant and other audit and assurance providers and to explain how independence and objectivity have been safeguarded.
- (h) To monitor, within agreed timescales, the implementation of agreed recommendations arising from any reports submitted by providers of audit and assurance services to the College.
- (i) To ensure effective co-ordination between the Internal Audit Service (IAS) and the Financial Statements Auditor.
- (j) To conduct an annual review of the Board Assurance Framework to provide assurance of effective internal control and its design and effectiveness.
- (k) To consider relevant reports, for example by the National Audit Office (NAO), the Education Skills Funding Agency (ESFA), other funding bodies and where appropriate, management's response to these.
- (l) To produce a separate Annual Report for the governing body and the College's Accounting Officer, summarising 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. The report must include the Committee's view of its own effectiveness and how it has fulfilled its Terms of Reference in relation to West Thames College. The report must include the Audit Committee's opinion on the adequacy and effectiveness of 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 governing body before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the Audit Committee's Annual Reports must be submitted to the relevant funding body with each set of annual accounts.
- (m) To oversee the College's policies on fraud, irregularity and whistleblowing, and to 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, and that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.
- (n) To recommend the Annual Financial Statements to the governing body for approval.
- (o) The Board of Governors has the ultimate responsibility for Risk Management and is advised in this role by the Audit Committee. The Corporation sets the tone and influences the culture of Risk Management within the institution which includes the following:
- ensuring that the identification, assessment and mitigation of risk is linked to the achievement of the College's objectives;
 - ensuring that the assessment of risk reflects the College's appetite for risk;
 - considering any significant new activity or opportunities as they arise to ensure that risks are identified and managed;
 - actively participating in major decisions affecting the College's risk profile or exposure
 - 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;
 - regular review of the Risk Register by the Audit Committee; and
 - Board of Governors' Committees to review at each meeting those risks that fall within the scope of their terms of reference and for the Committees to assess the appropriateness of the risk score, proposed mitigation actions, and any sources of "assurances" being sought to confirm that the risks are being managed and mitigated and to identify any new risks for inclusion in the Risk Register.
- (p) The Audit Committee must have the authority to investigate any activity within its terms of reference.
- (q) 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.
- (r) The Audit Committee must not adopt an executive role.
- (s) The Audit Committee has authority to appoint up to 2 co-opted members as required to meet the need for specific additional experience.

Curriculum, Quality & Standards Committee

Membership (8): (Quorum 3)	Six Governors (including the staff governor, student governor Principal)
-------------------------------	-----------------------------------------------------------------------------

39. To provide assurance to the Board of Governors on the quality of teaching, learning and student outcomes for all provision at all levels for all age groups.
40. Objectives:
- (a) To monitor at each meeting of the Committee those KPIs from the Data Dashboard that fall within the remit of the Committee - Teaching, learning and assessment, attendance, retention learner progress and student experience.
 - (b) To participate in the moderation process for the College Self Assessment Report (SAR).
 - (c) To review and recommend the College SAR for the Board of Governors to approve.
 - (d) On behalf of the Board of Governors, to monitor at each meeting of the Committee the annual College Quality Improvement plan included in the College SAR.
 - (e) To review and recommend the Higher Education Self Assessment Report for the Board of Governors to approve.
 - (f) On behalf of the Board of Governors, to monitor progress against the annual Higher Education Quality Improvement plan included in the HE SAR.
 - (g) To monitor arrangements for ensuring the quality of teaching and learning.
 - (h) To consider the views of students on teaching, learning, assessment and college life and to monitor actions taken to improve identified areas (Learner Voice).

- (i) To consider the views of staff on teaching, learning, assessment and college life and to monitor actions taken to improve identified areas (Staff Voice).
- (j) To scrutinise the performance of different groups of learners to ensure equality of outcomes for all groups.
- (k) To monitor the quality of the Sub-contracted provision.
- (l) To monitor safeguarding and prevent arrangements and to review and recommend the Annual Safeguarding Report for the Board of Governors to approve.
- (m) To review at each meeting those risks from the College's Risk Register that fall within the scope of the Committee's terms of reference; to assess the appropriateness of the risk score, proposed mitigation actions, and any sources of "assurances" being sought to confirm that the risks are being managed and mitigated; and to identify any new risks for inclusion in the Risk Register.

Strategy & Business Development Committee

- 41. Membership (5): Five governors (including the Chair, Vice Chair and Principal)
(Quorum 2)
- 42. The Committee will lead the development and updating of the College's strategy and strategic options to support the long-term sustainability of the College.
- 43. The Committee will review progress of the implementation of the College's strategic plan and strategic options as and when they have been approved by the Board of Governors.
- 44. The Committee will also ensure that appropriate arrangements are in place for the scrutiny of associated significant business cases for any proposed strategic option.
- 45. The status of the Committee is purely advisory. The Board of Governors has ultimate responsibility for the setting of the strategic direction of the College.
- 46. However, the Board can delegate decision-making authority to the strategy group to oversee and approve strategic options as long as any action taken under delegate authority is reported to the Board.
- 47. In the event of having to respond quickly to any strategic proposal, the Chair can take 'Chairs Action' to delegate decision-making authority to the Strategy & Business Development Committee. Any such 'Chairs Action' taken must be reported to the Board of Governors.
- 48. Objectives:
 - (a) To lead the development and updating of the College's Strategic Plan, prior to submission to the Board for approval.
 - (b) To seek assurance on the robustness of the College's processes to support mid to long term strategic planning.
 - (c) To drive the development and updating of appropriate strategic options, prior to submission to the Board for approval.
 - (d) To ensure appropriate arrangements are in place for the review of significant business cases and tender responses in support of any proposed strategic options.

- (e) To review progress against the strategic options action plan.
- (f) To identify key metrics against which to measure the success of any proposed strategic options, to review performance against these metrics and ensure appropriate action is taken in response.
- (g) To identify potential areas for business growth including Apprenticeships.

Governance & Search Committee

- 49. Membership (5): Five governors (including the Chair and Principal)
(Quorum 2)
- 50. Objectives:
 - (a) The Committee shall be responsible for nominating external candidates for the approval of the Board to fill vacancies on the Board and for determining the process whereby candidates are nominated.
 - (b) The Committee shall from time to time consider and make recommendations to the Board on the Board's composition and balance, and on the procedures for appointment to the Board.
 - (c) The Committee shall develop and recommend to the Board policies and procedures for the induction, training and self-assessment of governors.
 - (d) The Committee shall keep under review all aspects of Governance such as the link scheme and the effectiveness of Board Committees.
 - (e) The Committee shall have the power to co-opt the services of such external advisers as they deem necessary to fulfil their responsibilities.
 - (f) The Chair or Vice-Chair of the Board shall chair the Committee.

Remuneration Committee

- 51. Membership (4): Four Governors (excluding the CEO/Principal, staff and student governors)
Quorum (2)
 - (a) The Committee to adhere to, and follow, the requirements of the Association of College's Senior Post Holders Remuneration Code (Appended).
 - (b) To determine and agree the remuneration of holders of senior posts (i.e. the Principal) and the Clerk, and to report its decisions to the Board of Governors.

Association of Colleges

The Colleges' Senior Post Holder Remuneration Code

Introduction

- 1. The Senior Post Holder Remuneration Code (the Remuneration Code) forms part

of the AoC Code of Good Governance in England as of December 2018; in order to be compliant, college Governing Bodies should adopt and must have due regard for the Remuneration Code (as stated in 9.9 and 9.10 of the AoC Code of Good Governance).

2. Fair and appropriate remuneration is key to the success and development of the college sector. To support governing bodies, the Remuneration Code was developed by AoC Governors' Council after wide consultation with AoC members, governors and college stakeholders. This Remuneration Code will be reviewed every three years, in consultation with the sector.
3. The different regulatory frameworks of the college sector within the UK mean that governing bodies will need to decide how best to use the Remuneration Code. Colleges are bound by the relevant accounts direction issued by their regulator. In addition, in assessing compliance with conditions of registration, the Office for Students (OfS) may consider the provider's information about the pay of Senior Post Holders within its audited financial statements and whether the governing body publishes its written commitment to comply with this Remuneration Code.
4. By visibly adopting the Remuneration Code, governing bodies demonstrate leadership and stewardship in relation to remuneration within their institutions and, in doing so help to protect institutional and sector reputation and provide greater assurances to key stakeholders and partners, including the student community and wider society.
5. The use of this Remuneration Code is voluntary and can be used by any college. The Remuneration Code is to be used on an 'apply or explain' basis. This means that colleges should either publicly state that they have abided by the minimum requirements of this Remuneration Code or should provide meaningful explanations for non-compliance and how their alternative arrangements meet its principles.
6. Throughout this Remuneration Code the word 'must' identifies the AoC Governors' Council view of the minimum requirements for an institution wishing to comply with it. Governing bodies are free to meet 'must' statements by the means and mechanisms appropriate to their own context. The Remuneration Code is supported by a set of Explanatory and Guidance,

Notes (Appendix 1) which are designed to assist Governing Bodies in developing their responses. The use of the word 'should' identifies good or enhanced governance practice which institutions are encouraged to adopt.

7. The principles outlined in this Remuneration Code apply to all remuneration decisions affecting the emoluments of the Chief Executive/Principal and other Senior Post Holders as prescribed in constitutional documents. In England, the principles also apply to Senior Post Holders as defined in ESFA accounts direction.

Elements of fair and appropriate remuneration

Fair and appropriate remuneration¹ requires three key elements – namely that there is:

- i. a fair, appropriate and justifiable level of remuneration;
- ii. procedural fairness; and
- iii. transparency and accountability.

Each of these elements are underpinned by several supporting principles.

Element I - A fair, appropriate and justifiable level of remuneration

Remuneration starts with a clear understanding of the responsibilities, context and expected contribution of a role and the attributes required to undertake that role effectively. Fair and appropriate remuneration then recognises an individual's contribution to their college's success in that role, and is sufficient to recruit, retain and motivate staff of appropriate calibre in the context of the market for that role, balanced with the need to demonstrate the achievement of value for money in the use of resources.

Principles

- a) Remuneration should take account of the context in which the college operates.

¹ Remuneration includes not only basic salary but also bonuses, expenses and other allowances, and the monetary value of benefits in kind including housing and cars, etc.

- b) Remuneration must be linked to the value, based on a number of components, delivered by the individual within the role.
- c) Remuneration must consider matters of equality, diversity and inclusion with a view to ensuring that there are no biases pertaining to gender or other protected characteristics within the pay structure.
- d) Colleges should be clear about what they expect from staff, i.e. what is 'normal' and what is 'exceptional'. There must be a robust and consistent process for setting objectives and assessing an individual's contribution.
- e) Remuneration can vary according to individual performance. However, the decision to apply performance-related pay is for individual colleges to make. Nothing in this Code is intended to imply that performance-related pay is a requirement for fair and appropriate remuneration.
- f) Except in the case of incremental progression, any awards made in respect of annual performance related payments linked to the achievement of specific annual objectives should not be consolidated.
- g) From time to time the value of a role may need to be reviewed in light of changing conditions, sustained performance, experience etc.
- h) Non-achievement of an individual's expected contribution should be clearly addressed through performance management.
- i) Any severance payments must be reasonable and justifiable.
- j) There should be a clear and justifiable rationale for the retention of any income generated by an individual from external bodies in a personal capacity, particularly in respect of full-time post holders.

Element II – Procedural fairness

Procedural fairness requires remuneration to be set through a process that is based on

competent people applying a consistent framework with independent decision- making using appropriate evidence and assessing the value of roles, the contexts and individuals' performance in them.

Principles

- a) Senior Post Holder remuneration should be determined in the context of each college's approach to rewarding all of its staff, and in particular, consideration should be given annually to the rate of increase of the average remuneration of all other staff.
- b) No individual can be involved in deciding his or her own remuneration.
- c) Remuneration Committees must be independent, competent and should not be chaired by the Chair of the Governing Body.
- d) The Chief Executive / Principal must not be a member of the Remuneration Committee.

Element III - Transparency and accountability

The process for setting remuneration must be transparent. For Senior Post Holders there must be a college level justification for remuneration that relates to the competitive environment, the value of the roles and institutional performance. The remuneration of the Chief Executive / Principal must be separately justified, published and related to the remuneration of all staff within the organisation.

Principles

Each college must publish a readily accessible annual statement, based on an annual report to its governing body. This report must contain:

- a) a list of Senior Post Holders within the remit of Remuneration Committee;
- b) its policy on the remuneration for post holders within the remit of Remuneration Committee;
- c) its policy on income derived from external activities;
- d) the pay multiple of the Chief Executive / Principal and the median earnings of the institution's whole workforce, illustrating how that multiple has changed over time and, if it is significantly above any published average, an explanation of why.

The report should also contain:

- e) its choice of comparator college(s)/organisation(s);
- f) an explanation of any significant changes.

Appendix 1:



COMMITTEE REPORT FOR THE ATTENTION OF THE BOARD OF GOVERNORS

The report provides a summary of the key points from the meeting with the minutes providing further information. The Chair of the Committee will take any questions arising from Governors' review of the report and minutes.

Committee:

Chair:

Date of meeting:

Report author:

1. Substantive agenda Items:
2. Key issues/risks to be brought to the attention of the Board of Governors:
3. Action points from the meeting (with any updates on any actions subsequently taken after the meeting)
4. Decisions being asked of the Board of Governors:
5. Attached reports for the attention of the Board of Governors:

SELECTION COMMITTEE FOR THE RECRUITMENT/PROMOTION OF A PRINCIPAL/SENIOR POST HOLDER

Constitution

1. The membership of the Selection Committee for the appointment of a Principal/Senior Post Holder shall be the Chair of the Board (ex officio), Vice Chair of the Board (ex officio), and at least three other members of the Board.
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 Chair from amongst its members.
4. The Selection Committee shall be quorate when at least three members are in attendance.
5. The Selection Committee shall meet as frequently as required during the recruitment of a Principal and senior Postholder.
7. The Selection Committee will make the final recommendation for appointment to the Board and that the minimum numbers of Committee members must be present when making the selection.

Terms of Reference

1. To review and to make recommendations to the Board on the possible use of a recruitment agency to assist in the recruitment of a Principal/Senior Post Holder.
2. To make the final recommendation to the Board for the appointment of a Principal/Senior Post Holder. Before making such a recommendation, the Selection Committee will give consideration to:
 - Working in partnership with any recruitment agency appointed by the Board;
 - 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 Board and the

- Board 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, such agreement to be recorded in the minutes.
3. Where individuals are named in the minutes, such minutes to be classified as confidential and not to be made available in the public domain.
4. 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 Board.



Governors' Handbook

Section 4 – Accountability Framework, Roles & Responsibilities

ACCOUNTABILITY FRAMEWORK

The key internal accountability is to the college's governing body. Governors must hold the senior leadership to account for delivering the college's mission and for ensuring that the college serves the needs of its learners, employers and communities.

The nature and scope of college operations means they need to be accountable to a wide range of external stakeholders:

- As customer-facing organisation they are primarily accountable to their end- users: learners and employers
- As social enterprises they are accountable to their local communities and wider society.
- As exempt charities they are regulated by the Secretary of State for Education in his role as the 'Principal Regulator', on behalf of the Charity Commission.
- As recipients of significant public funding they are accountable to Government and operate in a regulatory environment overseen by various government departments, funding agencies (SFA/EFA) and other regulatory bodies (Ofsted)
- In addition, some of their activities are regulated by the Information Commissioners Office, the Equality & Human Rights Commission, the Care Quality Commission, Health & Safety Executive and the Home Office.

GOVERNING BODY	<p>The key internal accountability is to the College's governing body.</p> <p>The governing body is responsible for the strategic oversight of the college and are guardians of public money, ensuring its effective and efficient use. As such, governing bodies should have the right mix of skills and experience to fulfill these responsibilities. They should be empowered to ask the difficult questions and to make sure they have the information and data they need to challenge and scrutinise the executive and hold the Principal to account.</p> <p>Governors must hold the senior leadership to account for delivering the</p>
-----------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

	college's mission and for ensuring that the college serves the needs of its learners, employers and communities.
CHOICE & DIVERSITY	<p>Colleges are accountable to their customer base, these being</p> <ul style="list-style-type: none"> • Learners • Employers • Wider community that the college serves <p>How?</p> <ul style="list-style-type: none"> • Users need clear, accessible information for them to make informed decisions - Performance Tables are being introduced • Funding being driven through both the learner and employer • Greater use of customer feedback/satisfaction – Colleges own systems, FE Choices and Ofsted • Responsiveness to local employers, Local Economic Partnerships (LEPs) and local authorities. • Responsiveness to local communities
GOVERNMENT QUALITY ASSURANCE	<p>Colleges are accountable that Government investment is directed towards meeting the 5 key outcomes for publically funded skills provision</p> <p>How?</p> <ul style="list-style-type: none"> • Through Inspection (Ofsted) • Through formal performance management measures such as minimum standards of performance • Through linking funding to learner outcome and destinations (work in progress) • Through use of performance tables
FINANCE	<p>Funding agencies provide funding to FE Corporations through funding agreements that sets out certain conditions, such as:</p> <ul style="list-style-type: none"> • Need to have an Audit Committee

	<ul style="list-style-type: none"> • Make arrangements for audits to be carried out in accordance with the Joint Audit Code of Practice • Make available audited financial statements within 5 months of the year-end. • As a charity, the FE Corporation is expected to make its financial statements available to the Members of the public on request • Requirement to report fraud and irregularity • Funding audit visits from the funding agencies
INTERVENTION	<p>There are four triggers for intervention, these being:</p> <ul style="list-style-type: none"> • An inadequate Ofsted inspection grading • Failure to meet minimum standards of performance • An inadequate assessment for financial health • FEC Commissioner’s intervention <p>Where intervention occurs the FE Commissioner will review the position of the college and will advise the Minister of required actions to seek improvements.</p> <p>This could include changes to governance and or leadership.</p>
REGULATION	<p>Although much of the regulation has been removed, colleges remain subject to a range of specific regulation. These being:</p> <p>Education Law (Acts of Parliament) Charity Law Non-FE regulatory requirements – employment, planning, health & safety, freedom of information, data protection, public interest disclosure, fraud awareness, and environmental rules and regulation</p>

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 _____



Governors' Handbook

Section 5 – Governance Review/Self Assessment



ANNUAL GOVERNANCE REVIEW/SELF ASSESSMENT PROCESS

1 Purpose of the Annual Review/Self Assessment of Governance

The Foundation Code of Governance (issued by the Association of Colleges) emphasises the importance of “regular effective assessment by a governing body”. This includes the Chair’s performance and other governors holding offices or undertaking defined roles, and ensuring the performance and effectiveness of all governors is assessed on an on-going basis.

The Corporation will ensure, on an annual basis, that it reviews and assesses its own collective and individual performance. The review/assessment to commence in the summer term and be concluded in the following autumn term to enable the Corporation to make a self assessment judgement on the effectiveness of its governance for the proceeding academic year.

The method of assessment is the decision of the Corporation and may vary from year to year according to its identified needs and priorities, but in assessing its performance it will assure itself that:

- The Corporation is able to make timely strategic decisions
- The Corporation is able to monitor and hold senior management to account for the achievement of corporate objectives
- College controls and financial management are robust
- Risk is proactively managed within the college
- There is an appropriate skills mix in Corporation membership
- Succession planning is in place, for both governors and senior staff

The Corporation’s performance will be reported upon in the college’s Self-Assessment Report (SAR) under Leadership and Management. The self-assessment strategy outlined above will facilitate the final SAR judgement on Governance. The agreed actions to address identified areas for improvement will be led by the Governance & Search Committee.

2 Structure/Timeline of the Review/Self Assessment of Governance:

The Corporation will undertake an annual governance self assessment for the proceeding academic year with the final self assessment report published in the autumn term covering the proceeding academic year - following the same timescale for the College’s self assessment process.

The Corporation has agreed the following framework for the annual review of governance:

- (i) To conduct a review of current performance against a number of governance good practise indicators outlined by the FE Commissioner (these were published May 2019).
- (ii) Review of current performance against a number of governance KPIs
- (iii) Skills analysis audit conducted on current governors
- (iv) Chair/Clerk to hold one-to-one review meetings with each governor
- (v) Each Governor to be asked to review the Chair’s Performance through completing a questionnaire
- (vi) External Review of Governance

- (vii) Succession planning
- (viii) Action planning arising from the Review.

The review to commence in the summer term starting with conducting the one-to-one review meetings with each governor and for each governor to conduct a review of the performance of the Chair. The remaining components of the self assessment framework to be completed in the autumn term, including action planning to address any areas of development identified through each of the self assessment components.

The final Governance Self Assessment Report to be presented to the December Corporation meeting.

(i) FE Commissioner Governance Good Practise Indicators

The FE Commissioner in a letter sent in May 2019 to all Chairs outlined 10 indicators that Corporations should adhere to. These are:

FEC Indicators
1. Colleges need to understand and accept their financial vulnerabilities as early as possible, and ask the ESFA local teams or ourselves for support. Diagnostic assessments can help.
2. The balance between improving quality and sustaining finances is very challenging, but never compromise quality simply in order to survive “independently”.
3. Boards of governors MUST include two financially qualified members, who are able to offer support and challenge to the Principal/CEO and FD.
4. Monthly management accounts with a comprehensive commentary and 24 month cash flow forecast should be sent to all governors.
In our experience every college requires a finance committee or similar to focus on these issues. Full board meetings alone are insufficient.
Every college should have a property strategy and up to date space utilisation survey.
Colleges should not sell assets simply to avoid insolvency and remain “independent”.
Learn from other colleges; partnering and sharing with other non-local colleges is frequently the best source of improvement.
Budget prudently and avoid over optimistic forecasting of learner numbers etc. Growth should be a bonus not a naïve aspiration.
Ensure that your Chair, Principal/CEO and FD attend the relevant Said Business School/ETF leadership programmes. Feedback from these programmes is overwhelmingly positive.

(ii) Governance KPIs

Area	Performance indicator
Attendance	1) 75% attendance for the Corporation as a whole and for individuals at all main Corporation,

	committee and Strategy meetings in the year
Attendance	2) All Corporation and committee meetings are quorate and decisions are not delayed
Length of meetings	3) Corporation meetings to last on average no more than 2.5 hours
Appointment	4) Corporation vacancies to be filled within three months of the vacancy occurring
Appointment	5) Annual review in terms of gender, ethnicity, age and disability to ensure equality of membership of the Corporation
Committee membership	6) All governors to be a member of at least one committee unless agreed by the Corporation
Register of interests	7) Declarations of interest to be made by governors as appropriate and presented to the Corporation annually
Training and development	8) All governors to undertake compulsory on-line training in Prevent, Safeguarding, and Keeping Children Safe in Education
Training and development	9) Through one to one interviews with governors, to identify any required governor training & development needs
Training and development	10) Governors to conduct at least one annual visit to their allocated governor link area within the College
Training and development	11) All new governors to receive an induction
Guiding and monitoring the strategic direction of the College	12) Meeting to be held at least annually focusing <u>solely</u> on strategic direction of the College.
Guiding and monitoring the strategic direction of the College	13) Key strategic objectives, financial performance and SAR/Quality improvement plan of the College to be formally monitored by Corporation each term.
Guiding and monitoring the strategic direction of the College	14) Achievement of College annual targets for teaching, learning & Assessment
Guiding and monitoring the strategic direction of the College	15) Achievement of budget
Risk & Internal Controls	16) College controls and financial management are robust - opinion to be confirmed in the Annual Report from the Audit Committee

Risk & Internal Controls	17) Risk is proactively managed with annual opinion on risk management to be confirmed in the Annual Report from the Audit Committee
Self assessment	18) Completion of annual Governance self assessment
Clerkship	19) Issue of agenda and supporting papers at least 7 days before meetings.
Senior post holders/Clerk	20) Annual appraisal of Principal & Clerk undertaken by Chair and Vice Chair.

(iii) Governor Skills Analysis

To conduct annually, and to update as and when a governor leaves or joins the Corporation, a Governor Skills Analysis and to address any identified gaps through new appointments.

A copy of the Skills Analysis form is appended - Appendix 1.

(iv) Governor Review Interview

Every governor to be asked to attend a review interview with the Chair and Clerk. In preparation for the interview governors to be asked to give thought to a series of questions.

Interviews to take place during the summer term with outcomes reported to the summer Corporation meeting.

A copy of the Governor Review Questionnaire is appended - Appendix II.

(v) Governor Review of Chair's Performance

Governor and Senior Post Holders (Principal and Clerk) to be asked to complete a review questionnaire on the performance of the Chair and return it to one of the Vice Chairs of the Corporation (Vice Chair to conduct the review to be designated prior to the start of the performance review).

The Vice Chair will lead on the review outcomes and will provide a summary report to the Corporation on the outcome of the review. The Corporation will consider the reported outcomes (the Chair will absent him/herself from the meeting for the discussion)

Any actions to be taken forward will be agreed by the Corporation and reported to the Chair by the Vice Chair.

A copy of the Chair's Performance Questionnaire is appended - Appendix III.

(vi) External Review of Governance

The funding agreement between the College and Funding Agency for 2021-22 will confirm the requirement to conduct an annual self-assessment for the financial year 2021-22 and in all subsequent years, with the 3-year external review taking place in 2024-25 and thereafter every three years.

(vii) Succession Planning

To review governor membership to comply with the requirements of the 'Code of Good Governance for English Colleges' - *Governors should not normally serve for more than two terms (or a maximum of eight years) except where subsequently undertaking a new and more senior role, for example as chair.*

To keep under constant review succession planning for key offices and posts - Chair, Vice Chairs, Committee Chairs and the Clerk.

(viii) Action Planning

The agreed actions to address identified areas for improvement by the self-assessment process to be led by the Governance & Search Committee.

APPENDIX I

GOVERNOR 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

1.1.1 Skills Area	Professional expertise and skill		
	High	Moderate	None
1.2 Strategic Management			
1.3 Safeguarding			
1.4 Equality & Diversity			
Finance/Accounting			
Financially Qualified Yes/No			
Audit			
Legal			
1.5 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			
1.6 Local Authorities			
Public Sector Organisations			
Local voluntary/community groups			
Local businesses/Employer links			
Work based Learning - Apprenticeships			
Teaching			

2 Quality Systems			
3 Risk Management / Health and Safety			
Spiritual / Faith			
Student Matters			
Widening Participation			
3.1 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+

APPENDIX II

GOVERNOR PERSONAL REVIEW INTERVIEW

SECTION 1 - PERSONAL DETAILS and KEY INDICATORS This section will be completed by the Clerk prior to the form being sent to members	
Name:	Review Date:
Category of membership:	Term of office expiry date:
Membership term:	Number of terms in office:
Office/s held:	Committee membership/s:

Attendance (academic year to date of review)	%
% Corporation	
% Audit Committee	
% Search & Governance Committee	
% Curriculum, Quality & Standards Committee	
% Finance, Resources & Capital Projects Committee	
% Strategy & Business Development Committee	
% Remuneration Committee	

Commitment to the role: <i>Members are invited to comment on any attendance issues below:</i>

SECTION 2 - PERSONAL REVIEW To be completed by members in advance of their meeting with the Chair
The current entry is listed in the Register of Interests: (Clerk to complete prior to sending out to members)
Registered Interests: <i>Members are invited to comment on any conflict of interest they have experienced in the last year in their role as a governor</i>

Corporation membership performance

How effectively do you feel that you have contributed to the work of the Corporation in the last twelve months?

Committee membership performance

How effectively do you feel that you have contributed to the work of the committees of which you are a member in the last twelve months?

Offices held:

How effectively do you feel your performance has been in the office (or offices) you hold?

Corporation culture:

The Corporation governance framework is based on strategic level governance i.e. maintaining the board's focus on its strategic role and responsibilities and respecting the separate role of management. How effectively do you feel you work within this framework?

SECTION 3 – TRAINING AND DEVELOPMENT

To be completed by members in advance of their meeting with the Chair

Members are invited to comment briefly below on any areas which they feel that they as an individual, or the board collectively, would benefit from further training and development on

SECTION 4 – BOARD PERFORMANCE

To be completed by members in advance of their meeting with the Chair

Members are invited to briefly highlight their view of the strengths of the Board's performance in the last year and any areas of improvement for the future, to aid discussion with the Chair. This may include any strengths in the board's performance or governance framework that they regard as critical to its success and any issues members feel have arisen in the past year which have caused them concern e.g. relating to the board's adherence to its collective responsibility, meeting behaviours, confidentiality issues etc.

SECTION 5 –SUCCESSION AND PERSONAL AMBITIONS

To be completed by members in advance of their meeting with the Chair

Members are invited to briefly comment on any potential change of committee membership, office/s held (chair etc.) that they would wish to undertake or be considered for in the future. This will be taken forward in discussion with the Chair at the review meeting

SECTION 6 –CONTINUOUS IMPROVEMENT

To be completed by members in advance of their meeting with the Chair

Looking forward over the next 12 months how do you think you can make a difference to the effectiveness of the board and how would you like to see the board develop?

SECTION 7 –SUMMARY

This section will be completed by the Chair following the review meeting

Summary of

- *the review discussion*
- *actions to be taken forward with or on behalf of the member e.g. individual training and development*
- *comments to be taken forward in the Chair's report to the Board*
- *any other actions to be taken forward e.g. to the Principal and/or the Clerk*

Chair's summary:

APPENDIX III

3.1.1 CHAIR'S PERFORMANCE REVIEW

Purpose: to assess the Chair's performance

3.1.1.1 Process:

- Corporation members and Senior Post Holders (Principal and Clerk) will be asked to complete the review questionnaire and return it to one of the Vice Chairs of the Corporation (Vice Chair to conduct the review to be designated prior to the start of the performance review).
- The Vice Chair will lead on the review outcomes and provide a summary report to the Corporation on the outcome of the review.
- The Corporation will consider the reported outcomes (the Chair will absent him/herself from the meeting for the discussion)
- Any actions to be taken forward will be agreed by the Corporation and reported to the Chair by the Vice Chair

Outcome: the information provided by the review will be considered alongside the outcomes of the other elements of the Self-Assessment Strategy, and provide valuable planning information for the Chair and Clerk, alongside the responsibilities of the Search and Governance Committee, to ensure the continuous improvement of the Corporation's performance

Name: _____

1. Strategic Leadership

<i>1.1 How effectively does the Chair ensure that the Corporation is well informed about major strategic issues that may impact upon the success of the College and the achievement of its Corporate strategic objectives?</i>

1.2 How effectively does the Chair ensure that the Corporation has set strategic objectives that articulate the College's vision and ethos?

1.3 How effectively does the Chair ensure that appropriate strategic issues are brought to the Corporation for discussion, enabling the Corporation to fulfil its strategic leadership role?

1.4 How effectively does the Chair ensure that the Corporation is able to fulfil its strategic monitoring of College performance against its objectives?

1.5 How effectively does the Chair promote the interests of the College and represent the college at meetings, conferences etc.?

2. Leadership of Meetings and Board Behaviour

2.1 How effectively does the Chair ensure that there is enough time for debate at meetings, and that members are able and encouraged to participate in discussions?

2.2 How effectively does the Chair deal with any issues that may be described as 'group dynamics' e.g. embracing and encouraging discussion of diverse views, managing any arising group tensions during discussions and dominant member contributions at the expense of enabling contribution by all members, and finally reaching a corporate consensus?

3. Continuous Improvement of Board Performance

3.1 How effectively does the Chair ensure that the Corporation improves its performance through self-assessment, and that the Corporately agreed outcomes of self-assessment are acted upon?

3.2 How effectively does the Chair ensure that board membership is reviewed and refreshed, that the board has the necessary skills amongst its members for it to fulfil its role and responsibilities, and that succession plans are in place and acted upon?

4. Any Other Points

4.1 Please identify any other points relating to the performance of the Chair that you would like to bring to the attention of the Vice Chair



Governors' Handbook

Section 6 – 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 Draft minutes to be produced for review by the Chair not latter than 2 weeks after the meeting has taken place.
- 4.2 Formal minutes of Corporation meetings are prepared and submitted to the next ordinary meeting of the Corporation. Items which are confidential are prepared separately and submitted in the appropriate Part of the Corporation agenda.
- 4.3 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 Chair to sign the minutes as an accurate record.

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 wither 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 Governance & Search Committee to serve another term of office.

2.2 In circumstances where the governor is willing to be re-appointed, the Governance & Search Committee will consider whether to make a recommendation to the Corporation 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 Corporation;
- the governor's contribution and commitment to the Corporation's work; and
- the gender/equality make up of the Corporation.

2.3 When the governor under consideration is a member of the Governance & 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.

2.4 Where the Corporation 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.

2.5 Where the Governance & 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 Corporation.

2.6 A governor who the Governance & 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 Corporation on this issue.

3. FILLING OF VACANCIES

- 3.1 When a vacancy arises, for whatever reason, the Governance & Search Committee will give consideration to the skills mix required of the vacancy/vacancies to ensure that the Corporation has appropriate skills and expertise amongst its membership to enable the Corporation 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 Corporation 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 Corporation 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 Governance & Search Committee. Minimum membership of the panel shall be the Principal, one other governor, and the Clerk.
- 3.6 The Corporation 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, subject to a satisfactory review with the Chair at the end of the first year of office.

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 Governance & 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 Governance & Search Committee and shall do so in accordance with the Instrument of Government of the College.

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 Funding Agency (Please contact the College or Clerk Helpline for the address of the Funding Agency).

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.

POLICY ON E-GOVERNANCE & PARAMETERS FOR DECISION-MAKING

1 E-Governance & Making Available Meeting Papers

The aim is to make papers available electronically, but where a Member requires a hard copy of the papers to be posted, this can be arranged through a request to the Clerk.

Papers for all meetings will be made available electronically on the Governors Portal. In addition, papers will be emailed to Members.

Members are encouraged to use their IT equipment to access papers during meetings.

2 Parameters for Decision-Making:

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.

3 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.

4 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.

WHISTLE-BLOWING PROCEDURE

Introduction

The Corporation wishes to promote throughout the college a culture of openness and a shared sense of integrity. Members of staff must be able to raise concerns about malpractice confidentially within the college, and if necessary, externally. Malpractice of any description is taken very seriously.

The procedure balances the need for staff to draw attention to malpractice without fear of victimisation with the need to protect others against uninformed or vexatious allegations which can cause serious difficulty for innocent individuals.

Malpractice

Examples of malpractice are listed below, for guidance. The list is not intended to be exhaustive.

fraud and financial irregularity

dishonesty or other criminal offence

miscarriage of justice

unethical conduct connected with the workplace

serious breach of legal or regulatory obligation

improper use of authority

abusive or threatening behaviour

serious maladministration arising from the deliberate commission of improper conduct

dangerous acts or omissions which create a risk to health, safety or the environment

Safeguards

The individual disclosing the information shall be protected provided that he or she:-

- is not acting in bad faith **and**
- believes on reasonable grounds that the information is accurate, **and**
- has not been paid or entered into any agreement providing for payment for the disclosure

If these conditions are satisfied, the Principal and the Corporation shall be responsible for ensuring that the individual employee does not suffer any penalty or victimisation as a result of disclosing such information. Abusing the procedure by deliberately bringing false or malicious accusations will be treated as a serious disciplinary matter and will be dealt with under the college's disciplinary procedures.

Urgency and Reporting

Concerns raised under the procedure will be dealt with as quickly as possible. The Principal, or Clerk to the Corporation (as appropriate to stage 1 or 2 of the procedure) will immediately send a written acknowledgement to the individual who has raised the concern, indicating the time scale for the response, and thereafter supply a written report of the outcome of the investigation and the action which is proposed.

The Procedure

Stage 1

Where an individual employee has acquired information which indicates malpractice by a more senior employee or Member of the Corporation, that employee must disclose such information in confidence to the Principal, who will investigate the matter and take appropriate action. This may include involving an external body, such as the internal and external auditors of the college, the police, the Further Education Funding Council or the Department of Education and Employment.

Stage 2

If the individual disclosing the information is not satisfied that his or her concern has been properly dealt with by the Principal, or if the concern relates in any way to the conduct of the Principal, the employee shall have the right to raise the concern in confidence with the Clerk to the Corporation, who will refer the matter in confidence to the Audit Committee for investigation. The Committee will then take the appropriate action and decide whether to involve any of the external bodies listed under Stage 1 above.

Stage 3

If the employee's concern has not been satisfactorily resolved within the college under Stages 1 and 2 of the procedure, he or she shall have the right to appeal to an appropriate external body such as the police, the Further Education Funding Council, the Department of Education and Employment, Public Concern at Work, a Member of Parliament, a local councillor or a trade union official. Before taking such action, the employee shall inform the Principal, the Clerk to the Corporation or the Audit Committee, as appropriate.

WEST THAMES COLLEGE BOARD/COLLEGE LINKS– GUIDANCE NOTES FOR MEMBERS

The Scheme aims to

- improve your overall familiarity with the college's work
- gives you the opportunity to participate in learning walks
- give you detailed knowledge of your designated areas to bring to the Board's debates
- raise the Board's profile amongst college staff.

Mechanisms

We hope that you will be able to develop links with your designated areas in ways that suit you. You would usually spend up to half a day in college, once or twice in the year or to arrange a briefer visit preceding a Board or Committee meeting. You might follow up your first visit with much briefer, informal ones, perhaps to attend particular events in your linked areas. The precise arrangements will be for you to decide.

Format of Visit

Governors are encouraged to use their visit to participate in learning walks in their allocated curriculum area alongside the Manager of the area. Learning walks focus on 6 key areas:

- Planning for learning
- Meeting Needs
- Assessment
- English & Maths
- Personal Development
- Behaviour & Attitudes

Governors are asked to feedback on the process observed but are reminded you **are not judging the learning walks.**

During the visit, you are asked to focus any discussions with managers on the Self Assessment Report (SAR), Development Plan and Post Inspection Action Plan. In particular, to discuss where progress is being made, what still needs to be done, and are there any barriers?

During the visit please seek student feedback where appropriate.

Boundaries

You will certainly hear about the problems of your link areas and may also be approached by individual staff or students with complaints or grievances. You may decide to discuss these informally with either the Clerk or Principal. However, you should first, if possible, establish whether the individuals concerned are already taking action via the college's internal mechanisms, or whether they have discussed their concerns with their managers. It is important that staff use all available internal procedures to deal with their concerns and this is the key message to pass on to staff. Exceptionally, you may come across something which appears to you serious enough to raise formally with the Principal or the Board. In this case, consult the Clerk and/or the Chair as soon as possible.

The scheme aims to equip you to bring some expertise on your link areas to discussions at Board level, but you should not feel obliged to lobby for "your" areas (for example, in matters of resourcing). Managers have been briefed on the scheme and its aims and should not expect that you will do so.

Timing for your visit

Governors will be asked to conduct their visit/learning walk after the SAR validation meeting that is held in November and before the end of February to enable a summary report of all visits to be presented to the March Corporation meeting.

Organising your visit

Visit and the learning walk appointments will be organised on your behalf by the Principal's PA.

Reporting

Governors are invited to complete a summary report on their visit by using the attached form. Completed forms are to be emailed to the Clerk.

GOVERNOR LINK VISIT REPORT FORM
2019/20

Name of Governor	
Areas Visited	
College Link Person	
Date of Visit	
<p><u>1. Learning Walks</u></p> <p>These focus on 6 areas:</p> <ul style="list-style-type: none"> • Planning for learning • Meeting Needs • Assessment • English & Maths • Personal Development • Behaviour & Attitudes <p>Please feedback on the process that you observed (remember, you are not judging the learning walks) and identify any points that you would like to share with the governing body.</p>	
<p><u>2. Meeting with Managers</u> of the area (and staff if appropriate) covering:</p> <ul style="list-style-type: none"> • SAR • Quality Improvement Plan • Post Inspection Action Plan <p>Please use your visit to</p>	

<p>discuss with the areas, Where progress is being made What still needs to be done? Any barriers?</p>	
<p><u>3. Student Feedback</u></p> <p>Please summarise any student feedback received during your visit.</p>	
<p><u>4.Any other Feedback</u></p> <p>Is there any other feedback not covered in 1-3 that you would like to record?</p>	

POLICY ON THE REMOVAL OF A GOVERNOR FROM OFFICE

1. TERMINATION OF MEMBERSHIP

Instrument 9. 2 from the Instrument & Articles of Government covers the removal from office of a Governor.

Instrument 9.2: 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.*

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

- 2.1 The Clerk will be responsible for monitoring the attendance of Governors at formally summoned Corporation 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 Corporation's agreement, the Clerk will immediately notify the Chair of the Corporation.
- 2.2 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.
- 2.3 The Clerk will then discuss the matter with the Chair. The Chair shall decide, in consultation with the Clerk, whether or not the matter should be referred to the Governance & Search Committee.
- 2.4 If referred to the Governance & Search Committee, the Committee will be asked to give consideration to the matter and to consider if any recommendations are required to be put to the Corporation, including any recommendation regarding the dismissal of the governor.

3 INABILITY OR UNFITNESS

- 3.1 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.

- 3.2 Should such a question, regardless of its source, be brought to the attention of the Clerk he/she shall immediately notify the Chair of the Corporation.. If it appears to the Chair that the matter should be pursued, he/she will decide, in consultation with the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.
- 3.3 The Chair shall decide, in consultation with the Clerk, whether or not the matter should be referred to the Governance & Search Committee.
- 3.4 If referred to the Governance & Search Committee, the Committee will be asked to give consideration to the matter and to consider if any recommendations are required to be put to the Corporation, including any recommending regarding the dismissal of the governor.

4. MEETINGS OF THE CORPORATION REGARDING THE REMOVAL OF A GOVERNOR

- 4.1 Meetings of the Corporation at which the removal of a governor is to be considered shall be convened by the Clerk giving at least seven clear days notice.
- 4.2 The only persons entitled to attend such meetings shall be members of the Corporation 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 Corporation.
- 4.3 The Corporation shall decide whether or not the governor be removed from office. Should this be the case, the Clerk shall notify the governor.
- 4.4 A governor so removed shall have no right of appeal against the Corporation's decision.

**WEST THAMES CORPORATION
ASSOCIATE MEMBER**

- Governing bodies can benefit from being able to draw on expertise and experience from outside their formal governor membership.
- The definition of an Associate Member is wide and individuals who want to contribute specifically on issues related to their area of expertise (for instance finance/educational expertise) can be appointed as associate members.
- A key role of an associate member will be to advise the Chair of the Corporation and the Chair of the Committee(s) that they are appointed to in their area of expertise.
- The term of office for an associate member to be 12 months subject to an annual re-appointment review. The agreed term of office to be confirmed and minuted.
- The governing body can appoint associate members to serve on one or more committees and attend full governing body meetings.
- Associate members will not have voting rights but will be encouraged to express their views to help inform decision-making.



Governors' Handbook

Section 7 – Key Reference Documents



Education & Skills
Funding Agency

Post-16 Audit Code of Practice 2020 to 2021

**Assurance and accountability
requirements for post-16 providers,
including further education and sixth-
form college corporations**

March 2021

Contents

Summary	3
Part 1: Assurance arrangements for post-16 providers	7
Part 2: Assurance framework: requirements for sixth-form colleges and further education corporations	13
Part 3: Assurance framework: requirements for external auditors / reporting accountants of further education corporations	23
Part 4: Requirements for independent training providers	31
Annex A: Clauses for inclusion in the letter of engagement	33
Annex B: Terms of reference for the regularity assurance engagement	35
Annex C: Summary of regularity concerns	40
Annex D: Anti-fraud checklist for post-16 providers	41
Annex E: Reporting accountant's assurance report on regularity	42

Summary

The Post-16 Audit Code of Practice (the 'Code') sets out a common standard for the provision of assurance in relation to funding of post-16 providers. It sets out:

- the overarching assurance arrangements for post-16 providers
- the specific responsibilities within the assurance framework for sixth-form and further education corporations, and their external auditors / reporting accountants
- the requirements for independent training providers

The Code, together with supplementary bulletins, should be read alongside any agreement setting out conditions of funding in the Education and Skills Funding Agency's (ESFA's) grant funding agreements and contracts, as well as grant funding agreements and contracts issued by other funding bodies including, but not limited to, the Mayoral Combined Authorities (MCAs) or the Greater London Authority (GLA) in respect of devolved adult education funding.

Status

The provisions of this document remain in force until replaced or updated. For further education and sixth-form college corporations¹ this edition applies to all financial periods commencing on or after 1 August 2020, and the funding year 2020 to 2021. For independent training providers and special post-16 institutions this edition applies to the funding year 2020 to 2021.

In 2020 the ESFA published a supplementary bulletin to the College Accounts Direction 2019 to 2020 and the Post-16 Audit Code or Practice 2019 to 2020 which considered the impacts of COVID-19. The ESFA may publish further documents of this nature, which will have the same status as the College Accounts Direction and the Post-16 Audit Code of Practice. It is a requirement of this document that colleges apply the provisions of such bulletins.

Who is this publication for?

This document is intended for use by the following organisations, and their respective auditors / reporting accountants, whether they are funded directly by the ESFA or by one of the Mayoral Combined Authorities (MCAs) or the Greater London Authority (GLA):

¹ Including institutions which are designated under Section 28 of the Further and Higher Education Act 1992.

- sixth-form and further education corporations
- independent training providers
- special post-16 institutions
- local authority (LA) controlled adult education centres and LA maintained schools with sixth-forms
- non-maintained special schools

Academy trusts with post-16 provision (including any sixth form colleges which have converted to academy status) are not covered by this publication and should refer to the [Academies Financial Handbook](#) and the [Academies Accounts Direction](#). Further education and sixth form college corporations that are registered with the Office for Students (OfS) are obliged to follow this accounts direction, the OfS terms and conditions of funding, and the [OfS Accounts Direction](#) as detailed in paragraph 109. Higher Education Institutes that are part-funded by the ESFA should also follow these requirements.

Purpose

The ESFA, LAs, MCAs and the GLA fund young people's education, apprenticeships and adult skills, and all have a duty to demonstrate that they:

- spend public money in accordance with HM Treasury's guidelines
- have properly discharged any statutory and other legal requirements

The ESFA is an executive agency of the Department for Education and acts as agent of the Secretary of State. The ESFA's accounting officer is accountable to Parliament for how the ESFA uses its funds. This Code sets out how the ESFA obtains assurance from providers to meet this duty. It also sets out how MCAs and the GLA obtain assurance over devolved adult education funding.

What has changed in this edition?

- 1) the inclusion of a link to the ESFA's supplementary bulletin, and confirmation the colleges must apply the provisions of the bulletin and any subsequent publications of this nature ([Status](#))
- 2) an update on the ESFA's subcontracting standard, including introducing the requirement for independent assurance reports on subcontracting arrangements to be considered by audit committees ([para. 13-17](#))
- 3) clarification of the audit committee's role and scope and a link to the ESFA's guidance on the scope of work of audit committees ([para. 27](#))

- 4) further details on the characteristics of an effective audit committee and the abilities of its members ([para. 29](#))
- 5) a requirement for audit committees to consider the development and training available to its members ([para. 30](#))
- 6) a requirement to include the date of appointment of the external auditor and the remaining term of the engagement in the audit committee's annual report ([para.30](#))
- 7) an expectation that the audit committee should meet at least three times a year, or else include an explanation in their report ([para. 32](#))
- 8) an update to the requirements to notify the ESFA of the resignation or removal of auditors, and confirmation that this is not required on expiry of their agreed term of office ([para. 33](#))
- 9) a requirement for corporations to have a policy in place for regular re-tendering of external auditors, which should happen at least every five years ([para. 34](#))
- 10) stating that having internal auditors in place is likely to assist audit committees in discharging their requirements ([para. 35](#))
- 11) an expectation that departing accounting officers provide a statement on regularity, propriety and compliance covering the reporting period up to the date of departure where possible ([para. 54](#))
- 12) clarifying that external auditors will present their findings annually to the board of governors ([para. 66](#))
- 13) a summary of some of the principles which auditors will follow when performing their work ([para. 68](#))
- 14) clarification that, whilst the ESFA will continue to provide both corporations and their auditors with a statement of grant payments made in respect of the funding year, the statement does not constitute assurance over the funds earned by the college ([para. 73](#))
- 15) inclusion of a summary of information which will be included in the auditors' management letters to corporations, and an expectation that this includes findings categorised by priority, management responses to recommendations and the status of any prior year recommendations ([para. 75-77](#))
- 16) clarification that the ESFA gains assurance over subcontracted provision through an external process but does not accept responsibility for the regularity of partner organisations ([para. 90](#))
- 17) an engagement letter clause which confirms that outgoing auditors will share professional enquiry letter matters with the ESFA where such matters exist ([Annex A](#))

18) the removal of references to a duty to the MCAs/GLA by the auditors ([Annex B](#) and [Annex E](#))

19) stating that regularity concerns can arise where there is indication of inadequate budgetary control and management accounting arrangements ([Annex C](#))

Clarification of terms

We use the terms 'must' and 'should' in this document:

- must – means a condition or requirement
- should – identifies minimum good practice for which there is no requirement, but which should be applied unless an alternative better suits the circumstances

Further information and feedback

Corporations and their auditors can ask the ESFA questions via an on-line [enquiry form](#). Questions about devolved adult education funding should be directed to the relevant MCA or the GLA.

We are grateful to the individuals and organisations that have made suggestions or observations about this document.

Part 1: Assurance arrangements for post-16 providers

1. The ESFA requires assurance over a number of aspects of provider activity. The assurance requirements vary by provider type and the nature of the relationship between the provider and the ESFA. In all cases, the ESFA will require assurance that a provider has established entitlement to its funds by delivering learning in accordance with the terms of their funding agreement or contract (“use of funds”). The ESFA’s assurance requirements cover more than use of funds for certain types of provider – see table 1.

Table 1: Assurance requirements

Area	Underlying requirements
Use of funds	Income is only receivable where the provider has established entitlement to funding in accordance with the underlying conditions of funding.
Internal control	The system of internal control is designed and implemented to deliver the provider’s objectives and ensure compliance with statutory and contractual requirements.
Regularity	Expenditure is incurred and income received in accordance with relevant legislation, delegated authority, conditions of funding and other ESFA requirements. This includes spending money for the purposes intended by Parliament and/or other funders.
Propriety	Adherence to standards of conduct, behaviour and corporate governance ² , including fairness, integrity, the avoidance of private gain from public business, even-handedness in the appointment of staff, open competition in the letting of contracts and avoidance of waste.
Accounting requirements	Adequate financial records are maintained, and annual accounts produced in accordance with accounting requirements.

² [The Seven Principles of Public Life](#) provide further guidance.

2. In cases where the ESFA has a direct funding agreement or contractual relationship with providers, it will obtain its necessary assurance directly as follows:

Table 2: Assurance obtained by the ESFA

Provider type	Assurance approach	Assurance process
Sixth-form and further education corporations	Use of funds; internal control; regularity and propriety; accounting requirements	<p>The ESFA's assurance processes are dependent on provider type, and include:</p> <ul style="list-style-type: none"> • using the work of others, including: <ul style="list-style-type: none"> ○ audit opinion on the annual accounts ○ assurance report on regularity ○ statement of corporate governance and internal control ○ annual report of the audit committee • data returns to the ESFA • sample of funding assurance reviews • targeted work on identified concerns • financial health assessments <p>The ESFA will obtain from each MCA/GLA an annual statement setting out the assurances it has over the providers detailed in the statement.</p> <p>MCAs/GLA will also obtain assurance from the ESFA, which will provide each MCA/GLA with an annual assurance statement in respect of devolved adult education funding.</p>
Independent training providers including any providers of adult education jointly funded by ESFA and an MCA/GLA	Use of funds	
Special post-16 institutions		

3. Reflecting the Secretary of State for Education's role as principal regulator, part 2 of this document sets out the assurance framework for sixth-form and further education corporations. Part 3 sets out the assurance framework for external auditors / reporting accountants of those institutions.

4. An independent training provider (ITP) is a term used to describe organisations which deliver education and training and includes a range of legal entities, most of which are subject to regulation under the Companies Act 2006 and/or the Charities Act 2011.

5. Special post-16 institutions (SPIs) deliver education and support to young people with some of the most severe learning difficulties and/or disabilities or low incidence needs. SPIs do not have a distinctive definition in law.

6. The ESFA contracts with ITPs and SPIs to deliver education and training services. Additionally, some providers of adult education may contract with one or more of the relevant MCAs and/or GLA. These contracts set out in detail the requirements on the ITP and SPI for services delivery. It is the responsibility of each provider or institution to comply with relevant legislation reflecting their underlying legal status (for example, company, partnership or charity). Part 4 of this document sets out certain financial reporting and audit requirements, which must be followed by ITPs. The ESFA's and/or the MCA/GLA's relationship with ITPs and SPIs is contractual not regulatory, and this is reflected in the assurance arrangements.

7. Accountability and assurance arrangements for academy trusts with post-16 provision are set out in the ESFA's [Academies Accounts Direction](#) and [Academies Financial Handbook](#).

8. Table 3 sets out where the ESFA obtains assurance indirectly on providers, through the work of OfS, LAs, MCAs and GLA.

Table 3: Assurance obtained by OfS, LAs, MCAs and GLA and provided to the ESFA

Provider type	Area of assurance	Assurance process
Higher Education Institutions	Use of funds; accounting requirements	Assurance is provided to the ESFA by the Office for Students currently on an annual basis through the exchange of letters.
LA adult education centres and maintained schools with sixth-forms	Use of funds; internal control; regularity and propriety; accounting requirements	LAs are responsible for their own assurance processes, which may include: <ul style="list-style-type: none"> • compliance with internal management frameworks and financial regulations • using the work of internal/external audit • review of schools financial value standard and assurance forms • compliance with the ESFA's funding rules, ensuring the data they submit to the ESFA is reliable and complies with the rules
Non-maintained special schools	Use of funds	

Provider type	Area of assurance	Assurance process
Adult education providers funded by an MCA or the GLA	Use of funds; internal control; regularity and propriety; accounting requirements	<p>The Memorandum of Understanding between the ESFA and the MCA/GLA specifies that the MCAs and the GLA are responsible for their own assurance on use of funds. However, this may also include assurances gained from work undertaken by the ESFA or other external bodies which are provided to the MCA/GLA including:</p> <ul style="list-style-type: none"> • audit opinion on the annual accounts • assurance report on regularity • statement of corporate governance and internal control • annual report of the audit committee • data returns by the provider to the MCA/GLA • sample of ESFA funding assurance reviews • investigative work on identified concerns • financial health assessments on both colleges and ITP's • contract management and compliance activity. <p>Each year there will be an exchange of assurance letters between the MCA/GLA and the ESFA setting out the assurances it has over the funding detailed in the statement.</p>

9. There are a small number of specific arrangements, including:
- ESFA obtains assurance over funding from the European Social Fund and MCAs/GLA in respect of adult education funding
 - LAs obtain assurance over all three elements of high needs funding

Funding monitoring and audits

10. Providers receive funding under grant funding agreements and contracts with the ESFA. These agreements and contracts require providers to comply with the ESFA's funding rules, maintain individualised learner records (ILRs) and submit ILR data returns to the ESFA in support of their funding claims. They also permit the ESFA to conduct funding audits at providers.

11. The ESFA obtains direct assurance over providers' funding grants generated through individualised learner record (ILR) data returns. The ESFA conducts a programme of funding monitoring, which involves data analysis and the identification of providers' ILR data anomalies. The ESFA informs providers of the ILR data anomalies and explains how to correct any incorrect data, pointing out that submitting inaccurate data is a breach of contract. The ESFA conducts data validation to help ensure that funding has been legitimately earned.

12. The ESFA also obtains direct assurance through a programme of funding assurance reviews, based on a random and risk-based sample of providers, which provides sector-wide assurance over funding claimed and under which the ESFA will recover any overpaid funding. In particular, the random sample facilitates the estimation of funding errors in respect of post-16 funding recognised in the ESFA's annual accounts. In addition to the direct assurance performed by the ESFA, MCAs/GLA will adopt their own processes for any additional assurance and/or validation checks relating to specific contracting requirements and local flexibilities. Assurance requirements about [subcontracting](#) are published separately. See also [Assurance requirements about subcontracting](#) as part of devolution.

Sub-contracting

13. Providers may sub-contract the delivery of ESFA funded learning, provided they comply with the sub-contracting requirements set out in the ESFA's funding rules.

14. The ESFA continues to receive information and investigate cases where subcontracted provision is not appropriately controlled, overseen and managed by the lead funded provider. In too many cases, despite strengthening our requirements, examples of subcontracting arrangements come to our attention that are entered into for short term financial reasons, or for other reasons where the interests of the students are not paramount.

15. On 30 June 2020, the [ESFA published the government response](#) to its subcontracting consultation. This set out our overall vision where only good, well managed subcontracting occurs and at a significantly lower volume than currently. Where

subcontracting does exist, it does so to enable specialist and geographically challenged delivery, meet the needs of employers and to enrich learners' programmes.³

16. Providers that receive devolved adult education funding should note that MCAs and the GLA will have their own subcontracting assurance requirements. Providers should refer to guidance published by the relevant MCA/GLA.

17. External auditors of ESFA-funded providers engaged in subcontracted provision should take into account the response to the requirements set out in the ESFA CEO's [letter of 3 October 2019](#) as well as ESFA's new subcontracting standard to tackle poor oversight and fraud. These provide that subcontracting should only be used when it demonstrably meets the needs of specific learners or employers and that lead providers must exercise improved oversight of subcontracted provision to ensure that it is delivered responsibly. Specific assurance activities in this area require providers to comply with the funding agreement annual subcontracting assurance clause. This clause requires certain lead providers to obtain an independent report that provides assurance on the arrangements in place to manage and control their subcontractors. This report must be provided to the audit committee to be included in their annual report.

³ Further details can be found at: <https://www.gov.uk/government/publications/further-details-about-reforms-to-subcontracting-education-for-learners-over-16>

Part 2: Assurance framework: requirements for sixth-form colleges and further education corporations

Corporations

18. Sixth-form and further education corporations are entities that operate one or more colleges. They have the legal status of statutory corporations and exempt charities. A college is a charitable activity undertaken by its corporation; it does not have a separate legal entity distinct from that of its corporation.

Designated institutions

19. We use the term corporation to refer to sixth-form and further education corporations established under the [Further and Higher Education Act 1992 \(as amended\)](#), where members of the corporation form the governing body. Requirements in this guidance apply equally to institutions designated under Section 28 of the same Act as being in the further education sector, to the extent permitted by their legal status and underlying legislation.

Responsibilities

20. The source responsibilities of corporations and governors stem from:

- education legislation, including the [Further and Higher Education Act 1992 \(as amended\)](#) and the [Apprenticeships, Skills, Children and Learning Act 2009](#) (as amended)
- charity law (as applicable to exempt charities)

21. General responsibilities of corporations are set out in their instrument and articles of government and conditions of funding are set out in grant funding agreements and contracts with the ESFA. Further responsibilities are set out within:

- [College Accounts Direction](#)
- specific terms and conditions from all other sources of funding

22. Corporations should be familiar with these documents and the requirements in them. A good source of advice on the legal and regulatory framework applying to corporations is the Department for Education's [governance guide](#).

23. The instrument and articles of government complement the duties of governors as charity trustees. Under Sections 22 and 33L of the [Further and Higher Education Act](#)

[1992 \(as amended\)](#) corporations may change their articles, although any change is subject to the limitations set out in the Act and charity law.

24. The articles set out the corporation's responsibilities, which must include the effective and efficient use of resources, its solvency⁴, and the safeguarding of its assets. The articles must prohibit the corporation from making changes to the articles that would result in the body ceasing to be a charity.

Grant funding agreements and contracts

25. Corporations receive funding under grant funding agreements and contracts with the ESFA. These set out in detail the requirements placed on, and responsibilities of, corporations, and that any mandatory requirements of the Code form a condition of funding. For a complete picture of the ESFA's assurance requirements, the Code should be read alongside the ESFA's grant funding agreements and contracts. Some corporations also receive funding under grant funding agreements and contracts with MCAs or the GLA in respect of devolved adult education funding, which also require compliance with this Code.

Corporation's audit committee

26. It is a condition of funding and this Code that corporations must establish an audit committee.

27. The audit committee must advise the corporation on the adequacy and effectiveness of the corporation's assurance framework. The audit committee must play a robust role in good stewardship and risk management and may refer to the ESFA's [guidance on the scope of work of audit committees and internal auditors in college corporations](#). In addition, the audit committee advises and supports the corporation in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities. The [College Accounts Direction](#) sets out the ESFA's specific requirements including the required format of the corporation's statement of corporate governance and internal control.

28. The corporation must set out clear terms of reference for the audit committee. These should reflect accepted good practice for audit committees of publicly funded organisations⁵ and as a minimum must set out:

⁴ Corporations should be mindful of the [insolvency regime](#) for further education bodies.

⁵ HM Treasury's [audit committee handbook](#) may be a useful reference point.

- the committee's right to scrutinise any activity within its terms of reference, which may involve engaging a third party to assist
- the committee's right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit
- a requirement for the corporation to appoint a minimum membership of three, a majority of whom must be governors, which must not include the chair of the corporation or principal
- a responsibility for the corporation, in appointing members, to maintain the committee's independence and objectivity⁶
- a restriction on the committee not to adopt an executive role

29. Audit committees must include individuals with an appropriate mix of skills and experience to allow the committee to discharge its duties effectively. Collectively, members of the committee should have recent, relevant experience in risk management, finance, and assurance. The abilities of the membership of the audit committee should reflect the needs of the corporation and should extend to expertise in all relevant financial and non-financial areas. Audit committees will be most effective when they are staffed by individuals who are prepared to support, challenge, and warn the board of governors.

30. In addition, the audit committee must:

- assess and provide the corporation with an opinion on the adequacy and effectiveness of the corporation's assurance arrangements, framework of governance, which may include the board assurance framework, risk management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets. Audit committees should take a holistic view with all aspects and systems, financial and non-financial, being in scope depending on their impact and effect on the corporation.
- consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the audit committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance.
- advise the corporation on the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant, internal audit (as

⁶ Corporations should consider whether staff-governor members of an audit committee meet good practice standards of independence and objectivity.

applicable) and other assurance providers (as applicable) and establish that all such assurance providers adhere to relevant professional standards.

- inform the corporation of any additional services provided by the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and explain how independence and objectivity are safeguarded.
- review and consider the reports of the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable), and monitor the implementation of recommendations to agreed timescales.
- oversee the corporation's policies on and processes around fraud, irregularity, impropriety and [whistleblowing](#)⁷, 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 auditor (and internal auditor if applicable) are informed of investigation outcomes and other matters of fraud, irregularity and impropriety, and that appropriate follow-up action has been planned/actioned
 - that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, major weakness or breakdown in the accounting or other control framework are reported to the ESFA, and other relevant funding authority, as soon as possible
 - risks around fraud have been identified and controls put in place to mitigate them.
- produce an annual report for the corporation, summarising the committee's activities relating to the financial year under review, including:
 - a summary of the work undertaken by the committee during the year
 - the number of the meetings held in the year, and attendance records for each audit committee member
 - any significant issues arising up to the date of preparation of the report
 - any significant matters of internal control included in the reports of audit and assurance providers

⁷ Corporations should refer to the whistleblowing requirements set out in their funding agreements.

- details of the date of appointment of the external auditors and the remaining term of the contract
- the committee's view of its own effectiveness and how it has fulfilled its terms of reference
- the committee's opinion on the adequacy and effectiveness of the corporation's assurance arrangements, assurance over subcontracting, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets

The annual report to the corporation must be submitted to the corporation before the statement of corporate governance and internal control in the annual accounts is signed.

31. In addition to the mandatory responsibilities of an audit committee outlined above, as best practice audit committees may also oversee additional matters such as data breaches, GDPR issues and health and safety incidents.
32. The audit committee should meet at least three times a year. Where three meetings were not held, an explanation (such as when it was not possible to achieve a quorum) must be provided within the audit committee's annual report.
33. The audit committee must notify ESFA immediately of the resignation of auditors, or in the rare circumstance where the corporation removes the auditors, before the expiry of their term of office. Where auditors have resigned, other than at the end of their agreed term, the audit committee must copy to ESFA an explanation from the auditors. Where the corporation elects to remove the auditors, the audit committee must notify ESFA of these reasons. A change in auditor at the expiry of their agreed term of office does not require notification to the ESFA by the corporation.
34. The audit committee must ensure that there is a policy in place for regular retendering of the external audit service. The audit committee should consider the quality of the audit service required as well as the price. Corporations should ensure that the external audit contract is put out to tender at least every 5 years, though for the avoidance of doubt this does not necessarily require a different firm of auditors to be appointed.
35. Although corporations are not required to commission internal auditors, having an internal audit service in place, which may be supplemented by specialists in particular areas, is likely to assist audit committees in ensuring they have effectively discharged the requirements above.

Accountability to Parliament

36. Parliament's interest is that recipients of public funds apply and account for those funds properly and use them economically, efficiently and effectively. The Comptroller and Auditor General (C&AG), as Head of the National Audit Office, is the ESFA's external auditor.

37. The C&AG has the right under the [Further and Higher Education Act 1992 \(as amended\)](#) to inspect the annual accounts of any corporation that receives funding, and the right to carry out value for money investigations. The C&AG is selective in its use of inspection rights and will seek to rely on the work of the ESFA's assurance processes.

38. Corporations that are also funded by MCAs or the GLA in respect of adult education should note that these authorities will have their own internal and external auditors. Corporations should refer to their contracts or grant agreements with those authorities to understand the requirements of those authorities concerning audit access.

Responsibilities relating to the accounts

39. Corporations are required to prepare accounts in accordance with the ESFA's [College Accounts Direction](#). They are also required to appoint an external auditor to audit those accounts. Corporations must allow the external auditor unrestricted access to all records, information and assets, which the auditor considers necessary to fulfil their responsibilities.

Responsibilities relating to regularity and propriety

40. Regularity and propriety are discussed within HM Treasury's '[Managing Public Money](#)' (MPM). MPM sets out that the ESFA's accounting officer has a personal responsibility for safeguarding the public funds for which they are accountable, and for ensuring regularity and propriety in the handling of these funds. There are similar responsibilities attaching to MCAs and the GLA.

41. Corporations receive significant amounts of public funding from the ESFA each year. Some also receive funding from MCAs or the GLA for the provision of devolved adult education. This framework sets out how the ESFA's accounting officer, and their equivalent in the MCAs or GLA, seeks to obtain assurance over the regularity and propriety of public funds to satisfy their responsibility.

42. MPM defines regularity as the requirement that 'resource consumption should accord with the relevant legislation, the relevant delegated authority and this document'. For corporations, this encompasses legislation (for example, the [Further and Higher Education Act 1992 \(as amended\)](#) and the [Charities Act 2011](#)), conditions of funding and other guidance issued by the ESFA.

43. Propriety is a related concept concerned with standards of conduct, behaviour and corporate governance. MPM defines propriety as the requirement that 'patterns of resource consumption should respect Parliament's intentions, conventions and control procedures'.

44. Propriety is less prescriptively defined but includes matters such as fairness, integrity, avoiding the use of public office to achieve private gain, even-handedness in the appointment of staff, open competition in the letting of contracts and avoidance of waste and extravagance. There are no definitive guidelines for propriety – coming to a professional judgement, reflecting the high standard expected in organisations receiving public funding, is required.

Statement of regularity, propriety and compliance

45. Corporations must publish a statement of regularity, propriety and compliance within their annual accounts. The format of this statement is set out in the [College Accounts Direction](#), and requires disclosure of any identified material irregularity, impropriety or funding non-compliance.

46. Corporations should ensure that any references in their final signed statement to instances of material irregularity, impropriety or funding non-compliance are consistent with any findings from the work of the reporting accountant.

47. To form their conclusion the corporation must ensure that it is working within the boundaries of regularity and propriety. This work should be performed throughout the year, as part of their oversight of internal control processes such as:

- review of management reporting documents
- review of corporation minutes and reports
- confirming compliance with delegated authorities
- exercising effective control to ensure that funds and assets are protected and legal obligations are met

48. The following tests may be useful for the corporation to consider whether a transaction is regular and proper:

- is the expenditure in the best interests of the corporation?
- does the expenditure comply with approved procurement rules and policies?
- is there a valid benefit to the corporation from the expenditure and not just personal benefit to an employee or trustee?
- if a transaction could provide a personal benefit to an employee or board member, has this been independently and appropriately authorised?

- is the expenditure necessary?
- is the expenditure reasonable – does it meet identified and agreed needs?
- has the expenditure been properly authorised?

49. The corporation can also draw comfort from the work of the audit committee and internal auditor (if applicable) which provides a process for independent checking of internal control processes.

50. It is for the corporation to determine if further work is necessary at year-end to evidence their statement of regularity, propriety and compliance. If proper internal control processes have been adequately documented and have operated during the year, there should be no need for significant additional scrutiny.

Regularity self-assessment questionnaire

51. The ESFA publishes a [regularity self-assessment questionnaire](#) (RSAQ) to provide clarity of the accountability framework, key requirements and the type of evidence corporations may need to provide to their reporting accountant. This must be prepared annually to support corporations in drafting their statement of regularity, propriety and compliance. Corporations must provide a copy of their completed RSAQ to the reporting accountant, signed by the accounting officer and chair of governors.

Retaining evidence in support of regularity

52. The corporation must be able to support their statement of regularity, propriety and compliance. This includes responses given in the RSAQ that the corporation completes and discloses to the reporting accountant. Although specific documentation is not required, the accounting officer should retain a record of work undertaken throughout the year. This is to provide support for the sign-off at year-end and to assist with any reporting accountant queries.

53. The retention of working papers would also assist the corporation if the accounting officer changed during the reporting period, or before finalisation of the annual accounts.

54. Where there is a change of accounting officer during the year, or up to the date of signing the declaration, it is the responsibility of the new accounting officer to be satisfied that they can support their signing of the statement. This will be achieved through discussions between the new accounting officer and the corporation, the internal auditor (if applicable), the senior leadership team and, where possible, the previous accounting officer, who should provide a statement to the corporation on regularity, propriety and compliance covering the reporting period up until their date of departure, alongside all relevant minutes and reports during the period covered by the statement.

55. The ESFA's [College Accounts Direction](#) emphasises that in respect of business combinations, the chair and accounting officer of the receiving entity are responsible for signing off, and submitting to the ESFA, audited accounts of any dissolving corporation. Similarly, the receiving corporation's accounting officer needs to be satisfied that they can support their signing of the statement of regularity, propriety and compliance.

Fraud, regularity, and reporting

56. The legal definition of fraud as defined in the Fraud Act 2006 is: '*The making of a false representation or failing to disclose relevant information, or the abuse of position, in order to make a financial gain or misappropriate assets.*'

57. It is the responsibility of the corporation, as set out in grant funding agreements and contracts with the ESFA (and, where relevant, with MCAs and the GLA), to establish and maintain an adequate system of internal control, to ensure compliance, and to prevent and detect irregularities and suspected fraud (including theft, bribery and corruption). To achieve this a corporation must establish an effective and proportionate counter fraud strategy which sets out the approach to raising awareness, prevention, detection, investigation and sanction (including seeking redress where appropriate) of suspected fraud.

58. In developing a counter fraud strategy, corporations should consider the nature of the threat faced. The non-exhaustive list below contains the main components, and the anti-fraud checklist at [Annex D](#) offers a possible framework:

- a fraud risk assessment to identify areas most vulnerable to suspected fraud; the ESFA has developed a [list of potential fraud indicators](#) to support a review
- testing of internal control systems to ensure robustness and to help assess vulnerability to fraud
- policies and procedures in place (such as a [whistleblowing](#) policy and a fraud response plan), detailing how to report suspected fraud and the processes to follow when reports are received
- a fraud loss measurement exercise to evaluate the scale of suspected fraud
- a means of measuring the effectiveness of the counter fraud strategy

59. Corporations must have procedures in place to ensure any suspected or discovered instance of fraud, cybercrime, theft, bribery, corruption, irregularity, major weakness or breakdown in the accounting or other control framework are identifiable. Where identified, corporations must inform the chair of the audit committee, external auditors and internal auditors (if applicable) as soon as practically possible. The ESFA, and any other relevant funding provider, must also be informed when the amounts are significant, that is exceeding £10,000 in value, as soon as possible.

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

- the sums of money are in excess of £10,000
- there is likely to be public interest because of the nature of the fraud or the people involved
- the particulars of the fraud are novel or complex
- the fraud is systematic or unusual in nature

61. Fraud, by its inherent nature of deception to result in financial or personal gain, means that the transaction must be irregular and improper. The accounting officer must include any significant, systematic or unusual fraud in their statement of regularity, propriety and compliance.

62. Fraud, including any suspected or attempted fraud, should be reported to [Action Fraud](#) to help identify systematic risks potentially affecting whole sectors (for example cybercrime). Action Fraud monitors the cost of fraud across the UK and has been set up to provide a single point of reporting and information for individuals and organisations.

63. The ESFA reserves the right to conduct investigatory work in respect of any provider when there are reasonable grounds to believe that fraud or other financial irregularity has taken place. If such a provider is also funded by another public authority, then the ESFA and that authority will cooperate to determine which authority will lead the investigation.

Part 3: Assurance framework: requirements for external auditors / reporting accountants of further education and sixth-form college corporations

General responsibilities

64. It is a condition of funding by both the ESFA and MCAs/GLA that corporations appoint an external auditor to audit their annual accounts. We require external auditors appointed by corporations to comply with the requirements of Part 42 of the [Companies Act 2006](#), namely a firm or individual holding membership of a relevant supervisory body and allowed to carry out audits under the rules of that body.
65. Corporations must also appoint a reporting accountant to provide an assurance report on regularity each financial year. The reporting accountant must be the same as the external auditor. The external auditor/reporting accountant is expected to adhere to relevant professional standards in performing their work.
66. External auditors will present their findings annually at a meeting of the board of governors, which may be a joint meeting with the audit committee.
67. Corporations should note the Financial Reporting Council's Revised Ethical Standard issued in December 2019, and particularly section 5C, which states that a firm providing external audit may not provide internal audit services to the same client or to a significant affiliate of such a client.
68. In carrying out their work external auditors and reporting accountants will apply the following principles:
- **Integrity and objectivity** – the external auditor and reporting accountant will carry out their work with integrity and objectivity. Auditors will also comply with applicable ethical frameworks, along with any additional requirements set out by relevant regulatory, recognised supervisory and other relevant bodies.
 - **Professionalism** – the external auditor and reporting accountant will carry out their work in compliance with standards issued by relevant regulatory bodies.
 - **Professional scepticism** - the external auditor and reporting accountant will exercise professional scepticism. This means they will obtain and document the information and explanations they consider necessary to provide sufficient, appropriate evidence to support their judgements, both in relation to their audit of the financial statements and the regularity review. They will meet the requirements of professional standards, where applicable.
 - **Proportionality** - the external auditor's work should be risk-based and proportionate. It should be designed to meet the auditor's responsibilities, applying the auditor's professional judgement to tailor their work to the circumstances in place at the corporation and the audit risks to which they give

rise. The auditor should also consider carefully the practical and resource implications for the corporation when framing recommendations arising from their work.

- **Appropriate knowledge and skills** – the external auditor and reporting accountant should ensure that they have the necessary skills and knowledge to discharge their functions effectively and have arrangements in place to ensure that their staff have sufficient knowledge of the relevant financial reporting, regulatory and legislative frameworks. They will ensure that audit teams comply with statutory and other relevant requirements relating to the security, transfer, holding, disclosure and disposal of information, particularly personal information received or obtained during the course of their work.

Responsibilities relating to the accounts

69. The external auditor must audit the annual accounts in accordance with relevant legal and regulatory requirements and [International Standards on Auditing \(UK\)](#).

70. The external auditor must provide an opinion on whether the annual accounts, 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](#).

71. The external auditor must report by exception whether, in their opinion:

- the corporation has not kept adequate accounting records
- the annual accounts are not in agreement with the accounting records
- if they have not received all information / explanations required for their audit

72. The external auditor has a professional duty to consider the members of the corporation's report on the operation and financial review within the annual accounts. This will include the corporation's statement of corporate governance and internal control. The auditor is required to take appropriate action under auditing standards if the statements made are materially inconsistent with the audited financial statements or any information is apparently materially misstated based on, or materially inconsistent with, their knowledge of the corporation acquired in the course of performing the audit, and report accordingly.

73. The ESFA, and where applicable the relevant MCA/GLA, will notify both corporations and their auditors the value of their main funding grants through funds' payments statements, generated through the individualised learner record (ILR) returns, to be included as income within the corporation's annual accounts. Responsibility for the accuracy of funding claims remains with the corporation.

74. Where the external auditor is unable to provide an unmodified audit opinion or where they wish to use an alternative form of wording, or where the external auditor intends to include an emphasis of matter paragraph or material uncertainty relating to going concern, they must communicate this to the accounting officer, the chair of the corporation, the chair of the audit committee, the ESFA and, where applicable, the relevant MCA/GLA, as soon as practically possible.

75. External auditors are required to communicate with those charged with governance matters arising from the audit. This must be in the form of a written report (“management letter”), prepared in accordance with *ISA (UK) 260 Communication with Those Charged with Governance* and *ISA (UK) 700, Forming an Opinion and Reporting on Financial Statements*. Auditors are required to communicate:

- their responsibilities in relation to the audit
- the planned scope and timing of the audit, and
- the significant findings from the audit.

76. External auditors are required to report:

- their views about significant qualitative aspects of the corporation’s accounting practices, including accounting policies, accounting estimates and financial statement disclosures
- significant difficulties, if any, encountered during the audit
- significant matters, if any, arising from the audit that were discussed, or subject to correspondence with management and the written representations the auditor is requesting
- other significant matters arising from the audit that, in the auditor’s professional judgment, are relevant to the oversight of the financial reporting process.

77. The management letter should also cover:

- the external auditor’s findings, categorised by priority
- any audit recommendations for the period with management responses
- the status of any audit recommendations from the previous year

78. The management letter must also report on the regularity assurance engagement.

Responsibilities relating to regularity and propriety

79. Corporations must appoint a reporting accountant to provide an assurance report on regularity each financial year. The reporting accountant must be the same as the external auditor.

80. The reporting accountant must perform the engagement to provide limited assurance. Limited assurance engagements are those concluding whether, based on the procedures performed and evidence obtained, nothing has arisen that suggests information is materially misstated⁸.

81. For corporations, the reporting accountant provides limited assurance that expenditure disbursed and income received have been applied to purposes intended by Parliament, and financial transactions conform to the authorities that govern them.

82. The reporting accountant must set out any material matters within their assurance report on regularity. Any other findings arising from the engagement should be set out in their management letter to the corporation, including any concerns over propriety.

Framework of authorities and criteria for assessment

83. The reporting accountant's assurance report on regularity refers to the authorities that govern the corporation. Understanding the framework of authorities relevant to the conduct of the activities of a corporation will assist the reporting accountant in planning their work and identifying risk of potential material irregularities in the annual accounts.

84. The reporting accountant should have regard to the Financial Reporting Council's Statement of Recommended Practice, [Practice Note 10, Audits of Financial Statements of Public Sector Bodies in the United Kingdom](#) (PN10). This sets out a general framework for obtaining reasonable assurance over regularity. The regularity assurance framework for corporations seeks limited assurance, and therefore PN10 does not strictly apply. It does, however, remain a useful reference for:

- understanding the framework of authorities
- testing to obtain sufficient appropriate evidence
- reporting on regularity
- understanding materiality and risk

85. Much of the work required to understand the activities and relevant framework of authorities will already have been considered in the audit of the annual accounts⁹.

86. In making their assurance report on regularity, the reporting accountant will need to further understand and assess how the corporation has interpreted the framework of

⁸ See [International Standard on Assurance Engagements \(ISAE\) 3000 Revised, Assurance Engagements Other than Audits or Reviews of Historical Financial Information](#).

⁹ See [International Standard on Auditing \(UK\) 315](#) and [International Standard on Auditing \(UK\) 250A](#).

authorities in its own context, and the systems, procedures and controls that have been put in place to ensure compliance.

87. The corporation's statement of regularity, propriety and compliance, and regularity self-assessment questionnaire, should inform the reporting accountant's work by demonstrating how the requirements are met.

Regularity testing

88. In planning their testing, the reporting accountant should refer to [Practice Note \(PN\) 10](#), which sets out the general framework for obtaining assurance over regularity and [International Standard on Assurance Engagements \(ISAE\) 3000](#), which set out some specific considerations for limited assurance engagements.

- [PN10](#) (Part 2: paragraph 42) sets out that procedures designed to obtain assurance over regularity would usually comprise a combination of tests of controls and substantive procedures
- [ISAE 3000](#) sets out that the nature and extent of testing is a matter for the professional judgement of the reporting accountant, although it is anticipated that testing will be based primarily on the corporation's statement of regularity, propriety and compliance.

89. It will typically be most efficient to undertake regularity work in conjunction with, and at the same time as, the audit of the annual accounts.

90. Regularity testing of the ILR return is excluded from the reporting accountants' work, as the ESFA performs funding assurance reviews for its own purposes (see paragraph 12). Similarly, the ESFA gains assurance over subcontracted provision through an external assurance process (paragraph 17). The ESFA will provide colleges and their auditors with an annual statement of funds paid. The reporting accountant is, therefore, limited to considering whether payments are made in line with Parliament's intentions, any contractual terms and in accordance with the corporation's financial regulations and procedures.

91. Other than the exclusions above, the regularity work should include all corporation expenditure and income received, regardless of source. This includes income and expenditure of any subsidiaries or joint venture arrangements to the extent that they are included as part of the consolidated annual accounts.

92. Reporting accountants must notify the corporation and the [ESFA](#) if potential regularity matters that could affect ILR returns and associated claims come to their attention during their work. They should also notify the relevant MCA/GLA if devolved adult education funding is concerned.

93. Where the reporting accountant has specific concerns over the regularity of income and expenditure at a corporation, they may, exceptionally, write to the [ESFA](#) (and the MCA/GLA when relevant) and ask for a summary of any relevant matters, for example fraud and whistleblowing (if such information is not reasonably available from the corporation).

94. The reporting accountant should consider whether they can rely on the work of a third party (such as internal audit, if applicable) who has undertaken assurance reviews relevant to the objective of the regularity assurance engagement. It is a matter of professional judgement how much reliance the reporting accountant places on this work.

95. The ESFA does not require reporting accountants to maintain separate files in respect of the audit of the annual accounts and their regularity work. As mentioned above, they can incorporate regularity sampling into the audit of the annual accounts. However, they will need to clearly document their regularity assurance work, including the objectives, methods, results / findings and conclusions for the testing, which underpins their assurance report on regularity.

The assurance report on regularity

96. Annex E sets out the required format of the reporting accountant's assurance report on regularity, including the format of the limited assurance conclusion.

97. The scope of the limited assurance engagement is set out at paragraphs 83 to 87 above.

98. Where the reporting accountant identifies potential irregularities, these should be discussed with the corporation and accounting officer. Potential irregularities should be considered individually and in aggregate in terms of whether they represent a material irregularity, by either value or nature. The reporting accountant should also revisit their risk assessment.

99. When the reporting accountant concludes that there are matters of material irregularity, by virtue of value or nature, either individually or in aggregate of transactions underlying the annual accounts, this will lead to a modified assurance report on regularity including full disclosure of those matters in that report. If this constitutes a matter of material significance¹⁰, then it must be reported to the ESFA.

100. Where irregularity is identified, but the reporting accountant concludes it is not material, by virtue of value or nature, either individually or in aggregate, or does not relate

¹⁰ As defined in: [Matters of Material Significance reportable to UK charity regulators](#).

to transactions underlying the annual accounts, the issue will be reported in the reporting accountant's management letter.

101. Where the reporting accountant is unable to provide a report on regularity or where they wish to use an alternative form of wording, they must communicate this to the accounting officer, the chair of the corporation, the chair of the audit committee, the ESFA as soon as practically possible.

102. The reporting accountant must consider the impact of any regularity issue on their audit of the annual accounts.

103. The assurance report on regularity has due regard to propriety without formally providing assurance over it. Propriety is concerned with conduct and behaviour rather than compliance with a framework of authorities and it is therefore not readily susceptible to objective verification. There is no requirement to provide assurance on propriety save for when, as per [PN10](#) (Part 2: paragraph 9) issues of propriety come to light. The reporting accountant should consider whether, and if so how, they may be reported.

Materiality and risk

104. In the absence of an alternative assurance standard, the Code draws on some of the principles set out in [PN10](#) even though the further education sector is not specifically within scope.

105. [PN10](#) (Part 2: paragraphs 31 to 40) sets out that the auditor's assessment of what is material is a matter of judgement and includes both quantitative (value) and qualitative (nature) considerations. Materiality affects both the way in which the auditor plans and designs the audit work on regularity, and how the auditor evaluates and reports the results of that work. The assessment of materiality at the planning stage for regularity may be different to that applied for the audit of the financial statements as a whole.

106. Materiality is relevant when planning and performing the assurance engagement, including when determining the nature, timing and extent of procedures, and when evaluating whether the subject matter information is free of misstatement.

107. The materiality level applied for the testing of transactions in terms of whether they are regular or have been used in accordance with the contractual terms and conditions of grant, may also differ to that applied to the annual accounts.

108. Matters of material significance¹¹ must be reported to the ESFA, as set out in section 160 of the [Charities Act 2011](#).

¹¹ As defined in: [Matters of Material Significance reportable to UK charity regulators](#).

Additional audit requirements for colleges registered with the Office for Students

109. Corporations that are registered with the Office for Students (OfS) are obliged to follow the requirements of the extant [OfS Accounts Direction](#) as well as those set out in this document. OfS-registered corporations, and their auditors, should take note of the requirements set out in the OfS Accounts Direction. It should be stressed that the OfS requirement to provide an audit opinion on use of funds as set out in the OfS Accounts Direction does not remove the requirement for the reporting accountant to provide a report on regularity as set out in Annex E of this document.

Fraud

110. Fraud, by its inherent nature of deception to result in financial or personal gain, means that the transaction must be irregular and improper. Identified fraud that is significant (paragraph 60) or material will lead to a modified assurance report on regularity, including full disclosure of those matters in that report.

111. The additional requirement to report fraud as a breach of regularity does not alter, reduce or replace the standard reporting requirements for fraud including the [Proceeds of Crime Act 2002](#).

Required provisions in the terms of engagement

112. The duties of the external auditor/reporting accountant must be clearly set out in an engagement letter in accordance with [ISA 210 \(Revised 2016\)](#). Annex A sets out standard clauses, covering the external audit of the accounts and the regularity assurance review, that must be included within the letter of engagement between the corporation and the auditor/reporting accountant. These clauses include details of the arrangement for the regularity assurance engagement, which allows the ESFA and any other funding authority to draw assurance from the report on regularity.

113. Annex B sets out standard terms of reference for the regularity assurance engagement. These terms outline the responsibilities of the corporation, reporting accountant and the ESFA in relation to the engagement, and the duty of care owed by the reporting accountant.

114. Colleges registered with the OfS and their auditors will need to build both “use of funds” and “regularity” aspect into their letters of engagement (paragraph 109).

115. Where the corporation and/or external auditor/reporting accountant want to use an alternative form of words, they must agree this with the ESFA.

116. There is no expectation that the ESFA will sign the engagement letter.

Part 4: Requirements for independent training providers

General responsibilities

117. ITPs must meet any statutory responsibilities they have in relation to financial accounts, audit, and other legal, financial and governance requirements. Legislation and guidance most common to ITPs is summarised in paragraphs 120 to 129.

118. ITPs receive funding under grant funding agreements and contracts with the ESFA. These set out in detail the requirements placed on and responsibilities of ITPs, and that any mandatory requirements of this Code form a condition of funding. For a complete picture of the ESFA's assurance requirements, the Code should be read alongside the ESFA's grant funding agreements and contracts. Some ITPs also receive funding under grant funding agreements and contracts with MCAs or the GLA in respect of devolved adult education funding, which also require compliance with this Code.

119. All ITPs may be subject to a funding audit by the ESFA in respect of funds received (paragraphs 10 to 12).

Financial accounts

120. Private limited companies, companies limited by guarantee, limited liability partnerships, and community interest companies have a statutory responsibility under the Companies Act to file their annual financial accounts with Companies House within 9 months of their financial year end (unless stated otherwise). Public limited companies must meet the same requirement within 6 months of financial year end under the Act.

121. Under the Charities Act all registered incorporated charities (and registered unincorporated charities with a gross income exceeding £25,000 in that financial year) must file their financial accounts and their trustees annual report with the Charities Commission within 10 months of their financial year end.

122. Other legal entities should ensure they comply with their statutory requirements, as set out in their incorporation documents or other relevant legislation.

External audit

123. Private limited companies, companies limited by guarantee, and community interest companies have a statutory responsibility under the Companies Act to appoint external auditors to audit their annual financial accounts unless they meet two of the three criteria defined in the Companies Act Section 382(3).

124. Limited liability partnerships are also required to have their accounts audited unless they meet the criteria as defined in the Companies Act.

125. All public limited companies require external audit.

126. Charitable organisations may be required to have an external audit or an independent examination depending on their size. The criteria for determining whether a charity requires an audit is set out in the Charities Act 2011.

127. Other legal entities should ensure they comply with their relevant statutory requirements in respect of external audit, where applicable.

128. In addition to the audit of the financial statements, providers with subcontracted provision of over £100k are required to obtain an independent report over the arrangements in place to manage and control subcontractors in accordance with paragraphs 13 to 17.

Other legal requirements

129. Private limited companies and companies limited by guarantee should be aware of all of the information they need to provide by law in their annual directors' report as set out in The Companies (Miscellaneous Reporting) Regulations 2018. They should also familiarise themselves with the UK Corporate Governance Code published by the Financial Reporting Council in July 2018.

130. Public limited companies are subject to these requirements and in addition are by law required to have a qualified company secretary, have at least two directors, and hold an annual general meeting.

Annex A: Clauses for inclusion in the letter of engagement

The following paragraphs must be included in the letter of engagement between the corporation and their external auditor/reporting accountant.

Regarding the audit of the annual accounts

This letter establishes an agreement between [name of audit firm] and the corporation in relation to the audit of, and reporting on, the corporation's annual report and financial statements (annual accounts).

We shall conduct our audit of the corporation's annual accounts in accordance with the latest [International Standards of Auditing \(UK\)](#) issued by the Financial Reporting Council ('ISAs') and in full compliance with any instructions, guidance or frameworks issued by the ESFA, and where relevant any issued by Mayoral Combined Authorities or the Greater London Authority in respect of devolved adult education funding, including those within the [extant College Accounts Direction](#).

We have a professional responsibility to report if the annual accounts do not comply in any material respect with applicable accounting standards and the requirements of the accounts direction, unless in our opinion non-compliance is justified in the circumstances. In determining if departure is justified, we will consider whether:

- the departure is required for the annual accounts to give a true and fair view
- adequate disclosure has been made concerning the departure

We shall report to the ESFA, and when applicable the relevant devolved authority, 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 as auditors conclude that we must resign from the engagement before the expiry of the term of office, we will provide the corporation with a statement of circumstances that we consider should be brought to its attention, which the corporation will send to the ESFA.

Where we cease to hold office in any circumstance we will provide ESFA with details of any matters which would normally be noted in the professional enquiry letter to successor auditors under the ICAEW professional requirements, where such matters exist.

Regarding the regularity assurance engagement

The Secretary of State for Education, acting through the ESFA, has prescribed standard terms of reference for regularity assurance engagements. These are included within Part B of the Post-16 Audit Code of Practice.

We will perform our regularity assurance review and report to the ESFA and, if applicable the relevant devolved authority, in accordance with those standard terms of reference.

The Secretary of State, acting through the ESFA, will not be required to sign this engagement letter.

Annex B: Terms of reference for the regularity assurance engagement

The following are the pre-agreed terms of reference on which the Secretary of State for Education, acting through the ESFA, engages the reporting accountant to perform a limited assurance engagement on regularity in connection with the corporation.

The ESFA accepts that an agreement between it, the corporation and its reporting accountant on these terms is formed when the reporting accountant signs and submits its assurance report on regularity to the ESFA or the relevant devolved authority.

The ESFA is not required to sign anything. The Code and [extant College Accounts Direction](#) provide the framework and reporting requirements for the statement of regularity, propriety and compliance. The large number of corporations in scope of this engagement make it impractical to have an engagement letter with each individual reporting accountant. Standard terms of reference are therefore in place.

Amendments to these standard terms may only be considered in exceptional circumstances and require the ESFA's approval. Amendments may cause delay to the reporting accountant's work leading to late submission of the related report and consequent breaches of funding conditions.

1 Introduction

The corporation is required to submit to the ESFA an assurance report on regularity signed by a reporting accountant, which provides limited assurance, as part of its annual report and financial statements (annual accounts). These terms of engagement set out the basis on which the reporting accountant will sign the assurance report on regularity.

2 The corporation's responsibilities

The corporation is responsible for:

- complying with the requirements of the ESFA's grant funding agreements and contracts, or of any other public funder, including provision of information as required

- producing annual accounts to 31 July¹² each year in accordance with the requirements of the [extant College Accounts Direction](#)
- having these accounts audited by a registered auditor
- submitting audited accounts to the ESFA by ESFA's required deadline
- ensuring the accounting officer's report has been made without bias
- maintaining proper records complying with the terms of any legislation or regulatory requirements and the terms and conditions of funding

The corporation's accounts shall meet the requirement of the [extant College Accounts Direction](#) to include the reporting accountant's assurance report on regularity.

The corporation will make available all records, correspondence, information and explanations that the reporting accountant considers necessary to enable the reporting accountant to perform its work. The reporting accountant will request and the corporation shall provide:

- written representations in relation to matters for which independent corroboration is not available
- confirmation that significant matters have been brought to the reporting accountant's attention

The corporation, the ESFA and where applicable the relevant devolved authority, accept that the ability of the reporting accountant to perform their work effectively depends upon the corporation providing full and free access to financial and other records. The corporation shall obtain any such records held by a third party and ensure they are made available to the reporting accountant.

The reporting accountant accepts that, whether or not the corporation meets its obligations, there remains an obligation on the reporting accountant to the ESFA to perform its work with reasonable care. The failure by the corporation to meet its obligations may cause the reporting accountant to modify its conclusion or be unable to provide a conclusion.

¹² Amend dates as necessary to reflect extended period or short period accounts.

3 Scope of the reporting accountant's work

The reporting accountant will use professional judgement and take account of the particular circumstances of the corporation to determine the scope of work to support the conclusion in accordance with the Post-16 Audit Code of Practice (the Code).

The reporting accountant may communicate with the ESFA as part of the planning and delivery of the regularity engagement where they believe there is an issue with a specific corporation.

4 Form of the reporting accountant's report

The mandatory report that the reporting accountant will provide, on the assumption that the reporting accountant is able to report in that form, is included in the Code.

The reporting accountant's report is prepared on the following basis:

- that the ESFA has no right by virtue of regularity engagement to place reliance on the work of the external auditor/reporting accountant and the opinion they form in respect of their audit of the annual accounts of the corporation
- the reporting accountant's report is prepared solely for the use of the corporation and the ESFA, and solely for the purpose of submission to the ESFA in connection with the requirements of the Code. It may not be relied on by the corporation or the ESFA for any other purpose.
- the corporation, the ESFA or others may not rely on any oral or draft reports the reporting accountant provides. Exceptionally and upon request by the corporation or the ESFA, the reporting accounting may provide a letter or report on interim findings or specific regularity matters, based on findings to date and without prejudice to any conclusions contained in the final signed report. Such reports/letters will be subject to a variation of or addendum to these terms, agreed with the corporation and ESFA. Otherwise, the reporting accountant accepts responsibility to the corporation and the ESFA for the reporting accountant's final signed reports only.
- to the fullest extent permitted by law, the firm of reporting accountants, its partners and staff neither owe nor accept any duty to any person or entity (including, without limitation, any person who may use or refer to publications of the ESFA) other than the corporation and the ESFA. They shall not be liable for any loss, damage or expense of whatever nature which is caused by any person or entity other than the corporation or the ESFA's reliance on representations in the reporting accountant's reports.

5 Liability provisions

The reporting accountant will perform the engagement with reasonable skill and care and accepts responsibility to the corporation and the ESFA, for losses, damages, costs or expenses ('losses') caused by its breach of contract, negligence or wilful default, subject to the following provisions:

- the reporting accountant will not be responsible or liable if such losses are due to the provision of false, misleading or incomplete information or documentation or due to the acts or omissions of any person other than the reporting accountant, except where, on the basis of the enquiries normally undertaken by reporting accountants within the scope set out in these terms of engagement, it would have been reasonable for the reporting accountant to discover such defects
- the reporting accountant accepts liability without limit for the consequences of its own fraud and for any other liability which it is not permitted by law to limit or exclude
- subject to the previous paragraph, the reporting accountant must discuss any proposal to limit their liability, whether to the corporation and/or to the ESFA, arising on any basis; whether in contract, tort (including negligence) or otherwise, arising from or in any way connected with this engagement (including any addition or variation to the work) with the audit committee and the ESFA in advance of approval by the corporation. This is on the basis that the corporation and the ESFA agree that any such limitation to the reporting accountant's liability will apply in aggregate to the reporting accountant's liability to the corporation and the ESFA .

The corporation and the ESFA agree that they will not bring any claims or proceedings against any individual partners, members, directors or employees of the reporting accountant. This clause is intended to benefit such partners, members, directors and employees who may enforce this clause pursuant to the [Contracts \(Rights of Third Parties\) Act 1999](#) ('the Act'). Notwithstanding any benefits or rights conferred by this agreement on any third party by virtue of the Act, the parties to this agreement may agree to vary or rescind this agreement without any third party's consent. Other than as expressly provided in these terms, the Act is excluded.

Any claims, whether in contract, negligence or otherwise, must be formally commenced within 2 years after the party bringing the claim becomes aware (or ought reasonably to have become aware) of the facts which give rise to the action, and in any event no later than six years after the relevant report was issued (or, if no report was issued, when the reporting accountant accepted the engagement in writing). This expressly overrides any statutory provision which would otherwise apply.

6 Fees

The reporting accountant's fees, together with VAT and out-of-pocket expenses, will be agreed with, and billed to, the corporation. The ESFA is not liable to pay these fees.

7 Quality of service

The reporting accountant will investigate all complaints. The ESFA or the corporation has the right to take any complaint to the professional supervisory body governing the reporting accountant.

8 Provision of Services Regulations 2009

The reporting accountant will not be prevented or restricted by virtue of the reporting accountant's relationship with the corporation or the ESFA, including anything in these terms of engagement, from providing services to other clients. The reporting accountant's standard internal procedures are designed to ensure that confidential information communicated during the course of an assignment will be maintained confidentially.

9 Freedom of Information Act 2000

If the ESFA receives a request under the [Freedom of Information Act 2000](#) for the disclosure of confidential information, it will inform the corporation promptly of such request and ensure that any representations made by the corporation, or reporting accountant, are fully taken into account when it responds to the request. However, the decision to release information rests with the ESFA.

10 Alteration to terms

Amendment to these standard terms of engagement may only be considered in very rare circumstances. All additions, amendments and variations to these terms of engagement shall be binding only if in writing and signed by the duly authorised representatives of the parties. These terms do not affect any separate agreement in writing between the corporation and the reporting accountant.

11 Applicable law and jurisdiction

This agreement shall be governed by, interpreted, and construed in accordance with English law.

The corporation, the ESFA, and the reporting accountant irrevocably agree that the courts of England shall have exclusive jurisdiction to settle any dispute (including claims for set-off and counterclaims) which may arise on any basis in connection with the validity, effect, interpretation or performance of, or the legal relationship established by this agreement or otherwise arising in connection with this agreement.

Annex C: Summary of regularity concerns

This annex sets out some of the characteristics of providers where we have identified regularity concerns. Corporations and their auditors may wish to consider these areas when assessing compliance. This list is not exhaustive and is given as guidance only.

Governance

Good governance is important in delivering a high-quality service and ensuring accountability. The corporation is responsible for good governance. Regularity concerns can arise where there is indication of:

- ineffective governance structure, including lack of policies in key areas
- weaknesses in the corporation's approach to holding management to account
- inadequate record keeping, for example poor quality or missing meeting minutes
- ineffective implementation of policies and procedures, for example in tendering, capital projects, budget monitoring and reporting, anti-fraud measures
- inadequate reflection of charity law and associated good practice, including Charity Commission guidance on decision-making
- inappropriate related party relationships and transactions and incomplete disclosure thereof

Management

Effective management is needed if a corporation is to deliver a quality service through day-to-day operations. Regularity concerns can arise where there is indication of:

- ineffective management structure, including lack of control processes, non-compliance with control processes and lack of relevant experience in key areas
- weaknesses in systems and controls reported by internal audit
- inadequate record keeping, for example poor quality bookkeeping
- inadequate budgetary control and management accounting arrangements
- ineffective use of resources, including land, buildings, staff, cash, borrowings
- slow response to issues identified by Ofsted

Useful resources

It is important to remain vigilant to risks, which, if they crystallise, result in regularity issues. Useful resources for further consideration include:

- [College: notices to improve](#)
- [Governance guide](#)
- [FE Commissioner reports](#)
- [College corporation financial management good practice guides](#)
- Common issues - we periodically publish information and guidance about common issues identified from our funding audit work to help post-16 providers improve their internal control framework.

Annex D: Anti-fraud checklist for post-16 providers

Fraud occurs in every sector and providers need to be aware of the potential for it to occur.

EFSA has published [indicators of potential fraud: education providers](#), which provides information for academies, colleges, private training providers and employer providers in receipt of the ESFA funding to help them identify potential fraud.

The 10 questions below are intended to help providers review their arrangements for preventing, detecting and dealing with fraud should it occur. Arrangements will vary according to the size, structure and complexity of the provider.

- | | Summary |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| 1. Are directors / governors / trustees, accounting officer (if applicable) and chief financial officer (or equivalent) aware of the risk of fraud and their responsibilities about fraud? | Responsibility and accountability embedded in the structure |
| 2. Does the provider have a regularly reviewed counter fraud strategy, fraud risk assessment processes and a fraud response plan? | Adopting a risk-based approach and a focus on prevention |
| 3. Has the provider established systems and processes to respond quickly and effectively into allegations of suspected fraud, and responding to actual fraud when it arises? | Realistic approach to resources supporting counter fraud |
| 4. Does the provider engender an anti-fraud culture throughout the organisation, for example: a clear statement of commitment to ethical behaviour; anti-fraud champion; focus on prevention; sound financial regulations (including segregation of duties); recruitment; disciplinary procedures; screening; training and induction? | Audit committee engagement |
| 5. Is fraud risk included within the remit of the provider's audit committee? | Assurance sought on effectiveness of counter fraud arrangements |
| 6. Is fraud risk considered within the provider's risk management process? | |
| 7. Does the provider have regularly reviewed and published policies on whistleblowing, declarations of interest and receipt of gifts and hospitality? | |
| 8. Is it clear how and to whom suspicions of fraud in the organisation or subcontractors should be reported, both within the provider, and externally (e.g. Action Fraud, external auditors, regulators, the ESFA as necessary)? | |
| 9. Does the provider periodically evaluate the effectiveness of anti-fraud measures in reducing fraud? | |
| 10. Does the provider undertake 'lessons learned' exercises when suspected or actual fraud has taken place? | |

Annex E: Reporting accountant's assurance report on regularity

To: The corporation of [name] and Secretary of State for Education, acting through Education and Skills Funding Agency (the ESFA)

In accordance with the terms of our engagement letter dated [x] and further to the requirements and conditions of funding in the ESFA's grant funding agreements and contracts, or those of any other public funder, we have carried out an engagement to obtain limited assurance about whether anything has come to our attention that would suggest, in all material respects, the expenditure disbursed and income received by [name of corporation] during the period 1 August 20XX to 31 July 20XX¹⁰ have not been applied to the purposes identified by Parliament and the financial transactions do not conform to the authorities which govern them.

The framework that has been applied is set out in the Post-16 Audit Code of Practice (the Code) issued by the ESFA and in any relevant conditions of funding concerning adult education notified by a relevant funder. In line with this framework, our work has specifically not considered income received from the main funding grants generated through the Individualised Learner Record data returns, for which the ESFA has other assurance arrangements in place.

This report is made solely to the corporation of [name of corporation] and the ESFA in accordance with the terms of our engagement letter. Our work has been undertaken so that we might state to the corporation of [name of corporation] and the ESFA those matters we are required to state in a report and for no other purpose. To the fullest extent permitted by law, we do not accept, or assume, responsibility to anyone other than the corporation of [name of corporation] and the ESFA for our work, for this report, or for the conclusion we have formed.

Respective responsibilities of [name of corporation] and the reporting accountant

The corporation of [name of corporation] is responsible, under the requirements of the Further & Higher Education Act 1992, subsequent legislation and related regulations and guidance, for ensuring that expenditure disbursed, and income received, are applied for the purposes intended by Parliament, and the financial transactions conform to the authorities that govern them.

Our responsibilities for this engagement are established in the United Kingdom by our profession's ethical guidance and are to obtain limited assurance and report in accordance with our engagement letter and the requirements of the Code. We report to you whether anything has come to our attention in carrying out our work which suggests that in all material respects, expenditure disbursed and income received, during the period 1 August 20XX to 31 July 20XX¹⁰ have not been applied to purposes intended by

Parliament or that the financial transactions do not conform to the authorities which govern them.

Approach

We conducted our engagement in accordance with the Code issued by the ESFA. We performed a limited assurance engagement as defined in that framework.

The objective of a limited assurance engagement is to perform such procedures as to obtain information and explanations in order to provide us with sufficient appropriate evidence to express a negative conclusion on regularity.

A limited assurance engagement is more limited in scope than a reasonable assurance engagement and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express a positive opinion.

Our engagement includes examination, on a test basis, of evidence relevant to the regularity of the corporation's income and expenditure.

The work undertaken to draw to our conclusion includes:

- [X]
- [X]

Conclusion

In the course of our work, [except for the matters listed below] nothing has come to our attention which suggests that in all material respects, the expenditure disbursed and income received during the period 1 August 20XX to 31 July 202XX¹³ has not been applied to purposes intended by Parliament, and the financial transactions do not conform to the authorities that govern them.

- [Matter 1]
- [Matter 2]

[Signed]

¹³ Amend dates as necessary to reflect extended period or short period accounts.

[Firm]

[Date]



Education & Skills
Funding Agency

© Crown copyright 2021

This publication (not including logos) is licensed under the terms of the Open Government Licence v3.0 except where otherwise stated. Where we have identified any third party copyright information you will need to obtain permission from the copyright holders concerned.

To view this licence:

visit www.nationalarchives.gov.uk/doc/open-government-licence/version/3

email psi@nationalarchives.gsi.gov.uk

write to Information Policy Team, The National Archives, Kew, London, TW9 4DU

About this publication:

enquiries www.education.gov.uk/contactus

download www.gov.uk/government/publications



Follow us on Twitter:
[@educationgovuk](https://twitter.com/educationgovuk)



Like us on Facebook:
facebook.com/educationgovuk



Association
of Colleges

Promoting. Representing. Supporting.

Governors' Council

Code of Good Governance
for English Colleges

Professional: Prudent: Passionate

March 2015

Contents

Foreword	1
The Code	3
The Core Values of College Governance.....	4
The Ten Principal Responsibilities of Good Governance	5
1. Strategy and Leadership	6
2. Collectively Accountable	7
3. Policies, Systems and the Student Voice	8
4. Teaching and Learning	9
5. Responsiveness.....	10
6. Financial Strategy & Audit.....	11
7. Partnership	13
8. Equality and Diversity.....	14
9. Effective Governance Structures.....	15
• Remuneration of Senior Post Holders	15
• The Chair	16
• Board Members.....	16
• The Principal.....	17
• The Clerk.....	17
• Board Member Appointments, Term of Office, Induction and Training	18
• Term of Office	18
• Board Member Remuneration.....	18
• Training and Induction	19
10. Review of Governance Performance	20
References and Links.....	21

Foreword

The English college system is amongst the best in the world and has a central role in supporting the attainment of young people and adults, preparation for employment and further study, continued skills development and economic growth. It supports the aspirations of its students, both for their own sake and to serve the needs of society and the economy. It also plays a major role in shaping democratic, sustainable and inclusive communities.

These well-defined purposes create the need for governance structures and practices which involve engaging with staff, students, parents, other education partners and the business community, and allow governors and trustees to be able to demonstrate the public benefit which is the basis for our exempt charity status.

Compared with many countries in the world, English colleges enjoy an exceptional degree of autonomy. This independence is a corner stone of our system and lies at the heart of the sector's success. It will continue to be of the highest importance as the sector becomes increasingly innovative and entrepreneurial in meeting the education and skills needs of the nation.

That is why college governance is not a static concept; many colleges, for example, now have group structures including academy and subsidiary boards and this has been reflected in this new code. Excellence in governance is at the centre of the English college sector and the need to demonstrate exemplary governance practices will be even more important as the sector continues to diversify and innovate.

We have consulted with a wide range of stakeholders to draw up this Code of Good Governance as a way of supporting college governors and senior leadership teams in developing and maintaining excellence. The Code has been developed by the sector for the sector.

By adopting and implementing the Code, boards will publicly demonstrate their leadership and stewardship in relation to their own college, protect its reputation and that of the wider sector and provide appropriate assurance to key stakeholders.

More importantly, adopting the new Code is an opportunity to rethink and refresh approaches as the sector strives to be at the forefront of best practice in governance. It signals a willingness to enter into a new era of governance with the energy and commitment to ensure the very highest standards for our stakeholders.

The Code contains:

- An initial statement of the core values and expectations that provide the context for the way in which college governance is conducted.
- The 10 principal governance responsibilities that support the values and are vital to successful implementation.

- More detailed consideration of each principal responsibility.
- A list of references and links to source documents and good practice examples.

With the continuing trend for greater transparency and 'student/customer' protection, we cannot stress enough the importance of being proactive in providing this assurance if we are to avoid future legislative or regulatory creep.

As autonomous bodies it is for individual colleges to take forward the Code as they see fit but our suggestion is that you may wish to consider adopting the new Code at your summer board meeting, building it into college governance procedures and processes, assessing and commenting each year in annual reports and periodically undertaking a governance effectiveness review.

Notwithstanding substantial competition in our sector, there is a strong mutual interest for governing boards to work together to support our collective reputation. A failure of governance at one college reflects on us all, and it is more important than ever for us to work to the values and expectations of the Code.



Carole Stott
Chair of Association of Colleges



Mark White
Chair of the Governors' Council

The Code

The Code is written to support governance practice, which in turn will help colleges work successfully towards meeting their mission and strategy. The Code needs to be read alongside the college's Instrument and Articles of Government and the relevant legal and regulatory requirements. The Code is based on a set of shared values and expectations and boards will work within the 'spirit' of the Code as much as its 'letter'. As a sector our approach to governance is to be committed and pro-active.

This Code has been developed for general further education colleges (GFECs), sixth form colleges (SFCs) and foundation colleges. The word 'colleges' refers to all parts of the college sector unless otherwise stated.

The term board has been used throughout to cover governing bodies, corporations and trusts.

The term principal includes the role of 'accounting officer' under the financial memoranda of the funding agencies. The post may also be known as the chief executive.

The principal regulators are the Secretary of State for the Department for Education (DfE) and the Secretary of State for the Department for Business Innovation and Skills (BIS).

Adoption of this code is voluntary. The Code sets out principal responsibilities and practices which any college within the sector will need to adopt in order to show that it is conducting its business in the best interest of its students and funders. Adoption of the code should not limit innovation in governance or stifle the dynamic nature of colleges.

The Code uses the normal "must and should" convention for governance codes. A "must" is an area of activity which is covered by statute and/or is the minimum expected by the principal regulators and funding agencies. Activities which exceed these basic requirements and represent good or enhanced governance practice are described as 'should'.

Acknowledging the multiplicity and autonomy of the sector, boards are free to achieve the expectations of the 'must' and 'should' statements in whatever manner they see fit. Where a board has adopted the Code, but for good reason does not comply with particular provisions within it, the board should explain its rationale and how its approach meets the spirit of the Code.

Recognising the importance of ensuring all colleges meet funding requirements, the funding agencies will continue with the current funding condition that English colleges either adopt this AoC Code of Governance or alternatively have due regard to the UK Corporate Governance Code. Each college should state its adoption of the Code in the corporate governance statement contained in its annual audited statements.

This Code itself will be reviewed regularly to ensure that it remains fit for purpose. This will normally take place, every three years.

The Core Values of College Governance

High quality further education, which commands public confidence and promotes the reputation of individual colleges and the sector, must rest on a number of shared values. By implementing such values the board can: ensure quality education and training for its students; demonstrate public benefit; provide the basis for its own effectiveness; support college autonomy; support the sustainability of the service and enhance the reputation of the sector; and, by example, demonstrate dynamic leadership.

A failure to adopt and implement a set of agreed values has implications beyond the college concerned, by potentially undermining the collective reputation of all colleges and the wider sector.

In setting out core values, the Code adopts and builds on the *Seven Principles of Public Life* which provide an ethical framework for the personal behaviour of governors. In addition, given the specific nature of further education, the Code also adopts the values and behaviours of being:

- Respectful,
- Professional,
- Prudent, and
- Passionate about education and good governance.

The Code is based on the following expectations of good governance, which illustrate the values and beliefs of college governors and trustees:

- Putting the student first; promoting high expectations and ambitions for students and staff.
- Ensuring inspirational teaching and learning.
- Creating a safe environment for students to learn and develop.
- Providing strong leadership to both the senior team and the community the college serves.
- Setting the strategy and acting as guardians of the college's mission.
- Demonstrating accountability to students, parents, staff, partners, employers, funders, trustees and other stakeholders, including publishing accurate and timely information on performance.
- Listening to students, parents, employers and staff.
- Ensuring the achievement of equality of opportunity and diversity throughout the college.
- Using the college's autonomy and independence to meet local education and skills needs.

The Ten Principal Responsibilities of Good Governance

To implement and embed the above values and expectations in the college, governors, trustees, and senior leaders will undertake to:

1. Formulate and agree the **mission and strategy** including defining the ethos of the college.
2. Be **collectively accountable** for the business of the college taking all decisions on all matters within their duties and responsibilities.
3. Ensure there are **effective underpinning policies and systems**, which facilitate the **student voice**.
4. Foster **exceptional teaching and learning**.
5. Ensure that the college is **responsive to workforce trends** by adopting a range of strategies for engaging with employers and other stakeholders.
6. Adopt a **financial strategy and funding plans** which are compatible with the duty to ensure sustainability and solvency of the college.
7. Ensure that **effective control and due diligence** takes place in relation to all matters including acquisitions, subcontracting and partnership activity.
8. Meet and aim to exceed its statutory responsibilities **for equality and diversity**.
9. Ensure that there are organised and **clear governance and management** structures, with well-understood delegations.
10. Regularly **review governance** performance and effectiveness.

1 Strategy and Leadership

- 1.1. The board provides the overall strategic leadership for the college. The board must formulate and agree the mission and strategy including defining the ethos of the college. The board should consider setting down its aspirations for the college in a vision.
- 1.2. The board must formally approve the strategic plan. This plan should cover all aspects of the college's work including partnerships and subsidiary companies. The board should ensure that the plan is realistic and underpinned by an affordable financial strategy.
- 1.3. The strategic plan should be based on an assessment of need. The plan should adequately reflect the interest and views of students, parents, employers and the community. Board members should be able to explain the underpinning rationale and be familiar with the supporting evidence base and with the results of any horizon scanning exercises.
- 1.4. There is an expectation by the principal regulators that, where assessments indicate serious issues that could affect future sustainability, all options are considered and a Structure and Prospects Appraisal is completed.
- 1.5. As a contribution to its mission and public good, the board should consider its approach to, and have oversight of, its corporate social responsibility.
- 1.6. In order to ensure successful implementation, the board must be clear how performance will be measured. It should identify and adopt a set of key performance indicators (KPIs) that cover financial health, teaching and learning, student experience and outcomes, staff performance and stakeholder opinions.
- 1.7. The board should also consider establishing an annual operating plan that identifies those aspects of the strategic plan being implemented in any particular year.
- 1.8. Board members should monitor and scrutinise the college's activities effectively, including using external benchmarks, challenge shortfalls in performance, and ensure that weaknesses are addressed.
- 1.9. The mission and strategy should be published, refreshed annually, and reviewed at least every three years through a process that involves key stakeholders.
- 1.10. The board may wish to go further and amplify the mission along the lines of a 'public benefit statement', describing how the college aims to add value to the social, economic and physical well-being of the communities it serves.

2 Collectively Accountable

- 2.1. The board must be collectively accountable for the business of the college, taking all decisions on all matters within its duties and responsibilities.
- 2.2. Members of boards must comply with the legislation relevant to their legal form of incorporation. Board members are charity trustees and must comply with charity legislation and case law.
- 2.3. The board must set out its primary responsibilities in the Instrument and Articles of Government, which should be published widely and be known to all governors. These responsibilities should be supported by a schedule of delegation which sets out how each responsibility is to be met and by whom, including those items which the board delegates to the principal.
- 2.4. The board must seek assurance that it meets all legal and regulatory requirements imposed on it as a corporate body, and college compliance should be kept under regular review.
- 2.5. The board should conduct its affairs as openly and transparently as possible; consulting fully on its plans and delivery. The general principles and requirements of the Freedom of Information Act must apply, so that staff and students have access to all appropriate information about the board's proceedings.
- 2.6. Public reporting is important and contributes to confidence in the sector. An annual members' report and audited financial statements should be made widely available both internally and externally.
- 2.7. The annual members' report should be published and include a section that sets out the governance arrangements - including the extent to which this Code has been adopted - and the policies on public disclosure.
- 2.8. The board should ensure that students and the public are given honest, accurate and timely information about all aspects of provision and that the board has the necessary information to be able to challenge, where necessary, the executive.
- 2.9. There should be clear and published complaints and whistleblowing procedures. The board should receive regular reports on the number and types of complaint and how complaints are resolved.
- 2.10. Board members are required to fulfil their duties in line with accepted standards in public life. Board members must avoid conflicts of interest and act solely in the interests of the college at all times.
- 2.11. Governors, whose views are not consistent with the decisions of the board as a whole, must abide by the principle of collective decision-making and stand by the decisions of the board.

3 Policies, Systems and the Student Voice

- 3.1. To secure implementation of the agreed strategy, the board must ensure there are effective underpinning policies and systems in place.
- 3.2. The board must endorse a set of appropriate policies that describe how the strategy is being implemented. Examples of what may be covered include: access, recruitment, teaching and learning, assessment and validation, use of technology, reward and recognition for students, careers advice and progression, quality and standards, enrichment and citizenship. DfE has set out guidance on this matter for 16-19 education.
- 3.3. The board, through constructive and supportive challenge, should monitor policy implementation.
- 3.4. The board must be assured that there are management-led systems in place to provide the very best affordable learning experience for every student including those undertaking learning activity off-site or provided under a subsidiary or partnership arrangement.
- 3.5. The board must have close regard to the voice of its students and the quality of the student experience, which should be central to all board decisions.
- 3.6. Students should be actively engaged in the college and ways should be found to ensure that the student voice is heard through both college and student led processes. The board should receive regular reports on how students are being engaged and what impact their voice is having on college life.
- 3.7. The board must provide a safe environment and have a robust and regularly assessed and monitored safeguarding policy. This policy may also include the duties arising from the Counter-Terrorism and Security Act 2015 (or they could be covered in a separate policy).
- 3.8. The board should ensure student complaints are effectively addressed and that summary reports are produced and considered (at least annually) on student complaints and appeals.

4 Teaching and Learning

- 4.1. The board must foster exceptional teaching and learning. The board must, where appropriate, seek to secure coherent provision for students that leads to further learning or apprenticeships and/or employment. The board must ensure appropriate mechanisms are in place for effective oversight of the quality and inclusivity of the learning experience.
- 4.2. The board should ensure the college's self-assessment report is benchmarked against national norms and is detailed enough to provide governors with the assurance they need that the learning experience is being monitored and the appropriate learning resources have been made available.
- 4.3. The board should look to the executive to provide external validation of any internal observation reports and, where weaknesses are found, make sure the executive quickly takes action.
- 4.4. The board should be alert to college issues and use various methods to meet with students, staff, parents and employers, such as learning walks and having link governors.
- 4.5. In agreeing the human resource/workforce strategy, the board should ensure it reflects the ethos of the college and aids excellence in quality, teaching, learning and assessment, and is affordable.
- 4.6. The board should be aware of new initiatives in teaching and learning, including blended and/or virtual learning and, through careful appraisal, consider their adoption. The board must be aware of the expectations of external bodies and in particular their expectations of good quality. Board members should be able to explain how they benchmark quality and student achievement.
- 4.7. The board must see the results of student surveys and be able to monitor improvement plans.
- 4.8. To ensure a quality learning experience, the board should use best practice when overseeing the recruitment, development and performance of teaching and support staff. Appropriate key performance indicators (KPIs) should be developed to monitor quality and progress.

5 Responsiveness

- 5.1. The board must ensure that the college is responsive to the community and relevant employment trends including building strong two-way relationships with Local Enterprise Partnerships and other employer-led local groups. To facilitate student progression to further study or employment, the board should ensure the college has in place a range of strategies for engaging with employers and other stakeholders.
- 5.2. The board should ensure that the college is well informed about the various local, national and business stakeholders it serves, including having a dialogue with the colleges and universities that are engaged in partnership and progression.
- 5.3. The college should have systems in place which facilitate engagement with external stakeholders regularly, proactively and effectively so that it can identify and prioritise their present and future needs for education and training and discuss how they can best be met. These relationships need to be two-way.
- 5.4. Stakeholders comprise all those organisations, individuals and groups of individuals that the board intends should benefit from the college's services. They might include: prospective students, schools, colleges and universities, parents, local and regional authorities, employers of all sizes and their representative bodies, including local enterprise partnerships and other public service agencies such as Jobcentre Plus, healthcare, police and prison services.
- 5.5. The main purpose of these discussions is to ensure the college's programme is relevant and seen to be responsive to local needs and the needs of the students whose next step will be further progression into college, university, work-based apprenticeships and/or employment. The board should also consider community use of the college's assets and facilities.
- 5.6. The board should publish on the college website (at least annually) an account of the college's engagement with the main communities that it serves; the progress made towards meeting their needs for education and training and how it aims to meet future needs.
- 5.7. The board should ensure that arrangements are in place to assess the extent to which the stakeholders served by the college are satisfied with the services provided. Each college should discuss with stakeholder and community representatives the coverage and timing of its reporting, and should offer them opportunities to discuss its reports more fully.

6 Financial Strategy & Audit

- 6.1. The board must adopt an affordable financial strategy and plans which are compatible with the duty to ensure sustainability and solvency of the college. The board must set and approve the annual budget. Responsibility for its approval must be reserved for the collective decision of the board, without delegation.
- 6.2. The board must adopt effective systems of control and risk management that promote value for money, efficient use of the capital estate and technology, meet mandatory audit requirements, and produce accurate and quality-assured college data.
- 6.3. The board must ensure compliance with the funding agencies' financial memoranda and must understand and meet the conditions of funding, as set by the funding agencies and other funders.
- 6.4. The board must inform the funding agencies of any "materially adverse" change in the college's circumstances.
- 6.5. Colleges must have financial regulations and appropriately documented delegations and procedures, approved by the board, which specify its financial responsibilities and authority and those of its committees and its staff.
- 6.6. The board should ensure that they have confidence in the arrangements for the provision of accurate and timely financial information and, therefore, also in the financial systems used to generate such information.
- 6.7. Day-to-day financial control should be exercised by the staff of the college under delegation from the board and principal. Responsibility for financial management and advising on financial matters is generally delegated through the principal to a senior member of staff such as a director of finance (or equivalent).
- 6.8. The board must ensure that a statement on internal controls explaining the risk management arrangements that are in operation is contained in the corporate governance section of the audited financial statements.
- 6.9. The board must comply with the funding agencies mandatory requirements relating to audit including adherence to the Joint Audit Code of Practice (JACOP), which sets out the minimum requirements. The board should approve an annual audit plan linked to the college's risk register and be confident in the expertise and quality of any internal auditors engaged by the college. The board should consider using different sets of expertise for different audit requirements.
- 6.10. The audit committee must support the board and the principal by reviewing the comprehensiveness, reliability and integrity of assurances including the college's governance, risk management and internal control framework and produce an annual audit report for the board.

6.11. The board must ensure effective arrangements are in place for the management and quality assurance of data. This assurance should include a statement on data quality from the audit committee.

6.12. The board should use the college annual report to account to all stakeholders for the performance and prospects of the college as well as to demonstrate compliance with statutory and regulatory requirements.

7 Partnership

- 7.1. Colleges are dynamic and progressive. They grow, innovate and adapt to the changing circumstances. This responsiveness should be encouraged because, going forward, collaborative and partnership relationships will be central to ensuring the college's financial sustainability. The board should facilitate and enable this activity.
- 7.2. In establishing partnerships or new business acquisitions, the board must ensure effective governance arrangements and put in place appropriate control, reporting and delegation systems.
- 7.3. The board should ensure that particular scrutiny is exercised on new and external activities with significant potential financial or reputational risks. Where such activities involve commercial transactions, care must be taken to ensure that arrangements conform to the requirements of charity law and regulation.
- 7.4. New ventures (such as setting up a multi-academy trust, acquiring new companies or creating colleges in other countries) present colleges with both opportunities and significant challenges and risks. The board must ensure that not only does it approve such strategic developments, but also that the executive produces regular reports on the performance of all strategic partnerships and external businesses.
- 7.5. For all subsidiary entities, (for example separate operating companies or charitable trusts) the board should:
- Ensure that the entity's board possesses the attributes necessary to provide proper stewardship and control;
 - Appoint suitably qualified directors or trustees to the entity who are not members of the board or staff/students of the college; and
 - Ensure that the entity's board conducts business in accordance with a recognised and appropriate code of governance.
- 7.6. Where the board governs a group structure, the board should be clear about its responsibilities in relation to any other corporate governance arrangements and associated reporting and should document and publish these relationships.
- 7.7. In relation to subcontracting, partnerships and other forms of college collaboration, the board should agree the authorisation requirements for approving such arrangements, including the circumstances where board approval is required.
- 7.8. The board must ensure all college policies, particularly those on safeguarding are actively implemented in the subsidiaries and partnerships.
- 7.9. The board must be assured that the student voice is heard through all partnership activities.

8 Equality and Diversity

8.1. The board must meet and should aim to exceed its statutory responsibilities for equality and diversity through its own actions and behaviour in all aspects of its affairs. The board must promote equality and diversity throughout the other nine principal responsibilities.

8.2. The board should approve and review the college's equality and diversity strategy and adopt agreed performance indicators for implementation.

8.3. The board has a number of legal obligations in relation to equality and diversity which it must understand and comply. These go much further than avoiding discrimination and require the active promotion of equality in a number of defined areas. The board must therefore ensure that agreed policies are progressed and actioned throughout the college. The board may also wish to consider advice issued by government departments and other agencies on equality, diversity and safeguarding.

8.4. As a minimum, the board should receive an annual equality monitoring report detailing work during the year, identifying the achievement of agreed objectives and summarising data on equality and diversity that colleges are required to produce (e.g. on staff recruitment and promotion).

8.5. The board should ensure that the HR strategy takes into account equality and diversity. Specific equality and diversity responsibilities fall on the remuneration committee (or equivalent) in respect of the determination of pay and other rewards. This committee's report to the board should explain how its decisions take account of the college's equality and diversity policy.

8.6. The board and, where it exists, the search committee (or equivalent) should agree its own approach to equality and diversity in relation to appointing new members, and should take full regard of the implications of the college's overall equal opportunity and diversity policy, including any measurable objectives that may be relevant.

8.7. It is important that the board reports fully on its actions on equality and diversity in the operation of governance. The annual report should include a description of its policy, including any measurable objectives, and should outline progress on implementation. For those colleges that produce a separate equality and diversity report that addresses such matters, a simple cross reference would be sufficient.

9 Effective Governance Structures

9.1. The board must ensure that there are organised and clear governance and management structures, with well-understood delegations and authorities, and that governors are capable, knowledgeable and supported.

9.2. The board and its committees should be of an appropriate size and have the appropriate balance of skills, experience and knowledge to enable them to discharge their duties and responsibilities effectively.

9.3. The principal should be a governor, but subject to the articles of government may elect not to serve. The board must include student and staff governors and appoint a clerk. The clerk should be independent, report directly to the board, and have the appropriate skills and experience to facilitate effective governance.

9.4. The full board should meet as often as is required to undertake its responsibilities. The board should have rules for the conduct of its meetings. Members should attend all meetings where possible, and the board must establish the number and category of members constituting a quorum.

9.5. There should be a presumption of openness and engagement, with all matters open to discussion by the whole board. Occasionally there will be matters where specific governors should not be party to discussions; these should be dealt with either by 'conflict of interest' declarations, or by enforcing agreed policy on the confidentiality of business.

9.6. The board may delegate some of its activities to committees and/or the chair, but should agree a formal schedule of matters reserved for collective decision.

9.7. At a minimum this should include final decisions on:

- Vision, mission and strategy.
- The review and approval of the college's annual revenue and capital budgets and cash forecasts together with its audited financial statements.
- The appointment and (if necessary) dismissal of the principal, senior post holders or the clerk.

9.8. The board should determine in writing the terms of reference, membership and delegated authority of all committees and set clear arrangements for their reporting back.

Remuneration of Senior Post Holders

9.9. The board must determine the pay and conditions of service of the principal, other senior post holders and the clerk and may establish a remuneration committee to advise the board. Remuneration decisions should be informed by benchmarking data and by a recent performance appraisal.

9.10. Where severance payments are under consideration, advice should be taken from the external auditor to ascertain the legitimacy of any proposed payment. The reports on matters to do with remuneration and severance should provide sufficient detail to enable the full board to satisfy itself that the recommendations and resulting decisions made have been compliant with its policies. In line with the funding agreement, the board must draw any payments to the attention of the college's regulatory auditors.

The Chair

9.11. The chair is responsible for the leadership of the board and ultimately to the stakeholders for its effectiveness. The chair should take particular care that the board observes the values of college governance, as set out in this Code.

9.12. The board must appoint a chair from amongst its external members. One or more vice-chairs or deputy chairs should be appointed to act in the absence of the chair. The process by which the chair is nominated and elected should be agreed by the board as a formal part of the college's governance procedures and s/he should have a role description agreed by the board.

9.13. The chair is a non-executive role and should not be drawn into day-to-day management. S/he should promote the effective and efficient operation of the board, ensuring that members work together effectively.

9.14. The chair should foster a supportive and constructively challenging working relationship particularly between the chair, the principal and the clerk but also involving other members of the board and the senior leadership team.

9.15. The chair should ensure that there is effective communication between the board and all its stakeholders, both internal and external.

9.16. The chair is responsible for providing support to the principal and the clerk as required, and for leading the regular assessment of their performance, drawing on the views of other governors.

Board Members

9.17. Board members should be committed and contribute proactively to meetings, and be seen as advocates of the college. They should bring their knowledge and expertise to the table and be there to support and challenge the executive by ensuring the student interest is always put first.

9.18. All members should be able to allocate sufficient time to undertake their duties effectively. The board should agree an indication of the time expected of its members together with an appropriate role description.

9.19. Members must act in the best interest of the college, rather than selectively or in the interests of a particular constituency. Members must act with honesty, frankness and

objectivity, taking decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

9.20. The board should satisfy itself that plans are in place for an orderly succession of its membership, so as to maintain an appropriate balance of skills and experience with the progressive refreshing of key roles. The board must have the power to remove any of its members from office and must do so if a member breaches the terms of his/her appointment.

The Principal

9.21. The principal must be responsible for the executive management of the college and its day-to-day direction. S/he should understand and respect the role of the board and ensure that appropriate matters are brought to the board taking advice of the clerk and senior leadership team as necessary. The specific responsibilities of the principal in relation to board business must include:

- Ensuring that board decisions are implemented through the college's management structure.
- Advising the board as required.
- Undertaking the role of the accounting officer.

9.22. The principal is also responsible for prompt and coherent management reports to governors on the college's activities and prospects, including the emergence of major new risks and opportunities; and for facilitating appropriate opportunities for board members to see first-hand the work of the college and meet with students and staff.

The Clerk

9.23. The board must appoint a person to act as the clerk to the corporation. In dealing with board business, the clerk should be solely responsible to the board and have a direct reporting line to its chair. The board must protect the clerk's ability to carry out his/her responsibilities, including appropriate training and development and ensuring adequate time and resources to undertake the role effectively.

9.24. The clerk must inform the board if s/he believes that any proposed action would exceed its powers or involve regulatory risk or (where the clerk has other management responsibilities at the college) if there is a potential conflict of interest between his/her clerking and management roles.

Board Member Appointments, Term of Office, Induction and Training

9.25. The board should adopt a formal and open policy for recruiting governors. This policy should include:

- A regular review of the existing board to ensure that it has the appropriate diversity of

skills, experience, and backgrounds to provide strong governance, and to identify any need for new governors with particular skills.

- The process for searching for new governors and for selecting applicants.
- The process for the nominating and appointing staff and student governors.

9.26. The board may set up a search committee that could undertake a variety of functions on behalf of the board. This could include reviewing board membership and succession planning, operating the recruitment procedure, undertaking an assessment of board performance, board member development and dealing with employment or contractual issues for the clerk, including recommending his/her appointment.

9.27. The process and criteria by which a chair is appointed should be agreed by the whole board. The process should be undertaken by the search committee or a group established for the purpose. The board must also confirm the appointment where it has been carried out by a sub-group or committee.

9.28. The search committee should produce an annual report which describes the work of the committee, including the board's recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation. If there is not a separate report then the college's annual report should cover these areas.

Term of Office

9.29. All members, excluding the principal, should be appointed for a given term, which should be renewable subject to satisfactory performance. Renewal should not be automatic and should only take place after proper consideration of the governor's attendance, contribution to the work of the college and assessment against the skills audit. Governors should not normally serve for more than two terms (or a maximum of eight years) except where subsequently undertaking a new and more senior role, for example as chair. There are variations in the length of term for which chairs are appointed - whether it is annually or after a four year term, reappointment should only take place after consideration is given to college need and performance.

Board Member Remuneration

9.30. Boards should adopt policies and procedures for reimbursing the travel and other incidental expenses of members. Boards must seek Charity Commission approval if they wish to remunerate external members for being a trustee/governor.

Training and Induction

9.31. The chair and clerk should ensure that new board members receive a full induction on joining the board, and should regularly refresh their skills and knowledge through development activities and briefing funded by the college.

9.32. All board members should ensure that individually and collectively they have or acquire sufficient understanding of the work of the college and the educational landscape to be able to engage fully in the affairs of the board. The clerk should keep records of the development activity of all board members.

10 Review of Governance Performance

- 10.1. The board must regularly review its effectiveness ensuring continuous improvement, thereby not only enhancing its own performance but providing an example to the college. The review should include an assessment of performance against the values and principal responsibilities set out in this Code.
- 10.2. The board should define in writing and regularly review the respective responsibilities of the chair, the principal, the clerk and individual governors.
- 10.3. The board should annually reflect on the extent to which its committees have met their terms of reference and remain fit for purpose.
- 10.4. In addition, the board must conduct a regular, full and robust review of its effectiveness and that of its committees, the starting point for which should be an assessment against this Code.
- 10.5. The board should set out in writing and regularly review agreed governance procedures, often described as Standing Orders. These should include levels of delegated authority and of any sub-delegations.
- 10.6. In reviewing its effectiveness, the board should reflect on the success of the college as a whole in meeting strategic objectives and associated performance measures and the contribution the board has made to that success.
- 10.7. The board should, where possible, benchmark its performance and processes against other comparable colleges and relevant institutions outside the FE sector.
- 10.8. Account should be taken of the views of the executive and relevant bodies and of staff, parents, trustees, employers and student communities. Any review should include an external perspective, for example by using a suitable external facilitator or a suitably experienced governor and/or clerk from another college. The timing should be in line with the production of the college annual self-assessment.
- 10.9. Acting on the outcomes of effectiveness reviews is as important as undertaking them. The outcomes and associated actions should be published widely, including in the annual report.

References and Links

The Code

Nolan: [Seven Principles of Public life: Selflessness Integrity Leadership Openness Honesty Objectivity Accountability](#)

UK Corporate Code: which sets what is expected of Governors and Trustees:- <https://www.frc.org.uk/corporate/ukcgcode.cfm>

The Higher Education Code of Governance December 2014

Charities Commission Code <http://www.governancecode.org/summary-code-of-governance>

1 Strategy and Leadership

[BIS Guide for Governors](#)

[Higher Education Operating Framework](#)

Department for Business, Innovation and Skills (BIS) [Guidance for Structure and Prospects Appraisals](#)

The [Further and Higher Education Act 1992](#) established FE colleges as independent corporations.

The [Education and Skills Act 2008](#) had the effect of raising the age of participation in education or training - whether at school, college or with an employer - to 17 from 2013 and to 18 from 2015.

The [Apprenticeships, Skills, Children and Learning Act 2009](#) led a machinery of government change which split FE policy between two government departments.

The Act also created the formation of the Skills Funding Agency (SFA) and the Young People's Learning Agency (YPLA) which between them took over the responsibilities of the Learning & Skills Council (LSC) in April 2010.

2 Collectively Accountable

College Instrument and Articles of Government. The [Education Act 2011](#) led to a series of further changes, including the abolition of the YPLA and the creation of the Education Funding Agency (EFA). The 2011 Act also removed much of the statutory guidance around colleges and gave back many of the freedoms of the 1992 Act

[Guide for school and academy governors](#)

3 Policies and systems and the student voice.

[Statutory Policies for 16-19](#)

[Counter Terrorism and Security Act 2015](#)

[Prevent guidance](#) consultation

'promoting British Values'.

KPI's for staffing might include: payroll as a percentage of income; sickness absence, retention and vacancy data; the results of staff surveys; dashboards and other benchmarking data such as pay and conditions and development activity

4 Teaching and learning

[Ofsted](#)

[Ofqual](#)

[Quality Assurance Agency for Higher Education](#)

Policies

[Study programmes;](#)

[Allowing colleges to enrol 14-16 year olds;](#)

[Apprenticeships;](#)

[Careers advice;](#)

[‘Students at the heart of the system’;](#)

[Review of Vocational Education – the Wolf Report](#)

5 Responsiveness.

[Horizon Scanning- UK Commission for Employment & Skills \(UKCES\)](#)

[Colleges in their Community](#)

[it’s about work ... Excellent adult vocational teaching and learning](#)

[LEP’s Plan](#)

[Core City Agreements](#)

[Using Labour Market Intelligence in a College Context: A guide for leaders of further education colleges, March 2015, AoC and UKCES document](#)

6 Financial strategy and Audit

[Skills Funding Agency \(SFA\)](#)

[Education Funding Agency \(EFA\)](#)

[Higher Education Funding Council for England \(HEFCE\)](#)

[Student Loans Company \(SLC\)](#)

[Accounts Direction Handbook.](#)

[Financial memorandum and related documents](#)

[The Statement of Recommended Practice: Accounting for Further and Higher Education \(FE/HE SORP\)](#)

[Joint Audit Code of Practice \(JACOP\)](#) sets out how the funding agencies will work together and how colleges should demonstrate assurance.

The financial reporting requirements are set out in the funding agencies’ [Accounts Direction](#)

Introducing a new [funding system](#) based on student loans

Benchmarking

[Mides,](#)

[Ofsted Data Dashboards](#)

7 Partnerships

[Academies](#)

[Setting up a Multi Academy Trust](#)

[Subcontracting](#)

[Merger](#)

8 Equality and diversity.

Equality and Human Rights Commission

Women's Leadership Network

Network of Black and Asian Professionals

9 Effective governance

Rigour and Responsiveness BIS 2013

Strengthening intervention through the creation of the office of the FE Commissioner

FE Commissioner Annual Reports

Creating Excellence in Governance:- http://www.aoc.co.uk/sites/default/files/Creating_Excellence_in_College_Governance_0.pdf

All matters to do with Governance AoC: College Governance:

Research and Development: Education Training Foundation

Remuneration of Governors

Charity Commission for approval - see the guidance from BIS. (page 21)

10 Review of governance performance

College Governance:

Board Reviews

© Association of Colleges 2015

2-5 Stedham Place

London WC1A 1HU

Tel: 020 7034 9900

Email: governance.code@aoc.co.uk

www.aoc.co.uk

 [AoC_info](#)  [Association-of-Colleges](#)