



# Corporation Handbook 2021 / 22

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<b>Autor</b>	Steph Morley, Clerk to the Corporation
<b>Date approved by Corporation</b>	

## **Foreword**

Welcome to the handbook for the members of the Telford College Corporation.

The purpose of this handbook is to provide the information and references Corporation members will need to effectively carry out their roles as governors of Telford College.

At the point of the document's approval, all Corporation members were issued with a copy of this handbook and any newly appointed governors will be provided with the handbook as part of their induction process. A copy is made available to the public via the college's website and can also be requested from the Clerk.

The terms 'governor' and Corporation member are often used interchangeably across the sector. For consistency the term Corporation member is used in this document.

The information contained within the handbook was correct at the time of writing but may need to be amended throughout the course of the academic year. The Clerk to the Corporation will undertake a full review of the document on an annual basis to ensure the handbook remains correct and up to date.

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## Section 1 - An introduction to further education and governance

### 1.1 Further education (FE)

- 1.1.1 FE colleges are first and foremost social enterprises operating independently at the heart of their community and delivering a wide range of academic and vocational education and training to a range of learners.
- 1.1.2 Following legislative change set out in the Further & Higher Education Act 1992, FE colleges were transferred from the control of local government to become self-governing statutory corporations with exempt charity status. Colleges are now led by an independent board of governors, also known as the Corporation. It is the role of the Corporation to set the college mission, challenge the executive leadership on delivery and hold the Principal to account. All colleges have their own Instrument & Articles of Governance, documents (see Appendices 1 and 2) setting out how the college is governed, which are reviewed and amended as required by the Corporation. The Association of Colleges' Code of Good Governance (last updated September 2021) sits alongside a college's Instrument & Articles as a guide for ensuring the most effective governance arrangements and practices for their organisation.
- 1.1.3 FE colleges support growth in the areas they serve by delivering a diverse range of education and training provision. In the main, colleges deliver academic and vocational provision for 16-19 year olds; a range of adult provision from basic skills to degrees; community learning; and traineeships and apprenticeships. Some colleges are also involved in the delivery of the national curriculum for 14-16 year olds. As a consequence of such a diverse range of provision, colleges receive funding from a number of sources, including learners (both indirectly through government-backed loans and direct fees); employers; government departments such as the Education & Skills Funding Agency (ESFA); and higher education (HE) agencies.
- 1.1.4 At the time of writing, further education is going through a considerable amount of change – the much-anticipated Skills for Jobs White Paper was published in January 2021 and the subsequent Skills & Post-16 Education Bill is going through the House of Lords. The enactment of the Bill will introduce new statutory requirements on FE colleges, the details of which will be incorporated into the next review of this document once more is known.

### 1.2 Accountability

- 1.2.1 Colleges are accountable to a number of stakeholders – to learners for the quality of education/training they provide; to employers for the relevance and quality of their offer; and to the government and tax payers for the effective use of the public funds they receive. Colleges are also accountable to their local communities and local enterprise partnership (LEP). Ofsted is the independent inspectorate of FE and skills providers and inspects the quality of post-16 learning and skills provision funded by the ESFA. Inspections are regularly undertaken to evaluate how the needs of learners and employers are being met; the quality of provision; and how a college identifies strengths and areas for improvement. The quality of provision is evaluated against the Common Inspection Framework.

- 1.2.2 The ESFA provides funding to FE Corporations under funding agreements setting out the terms and conditions under which that funding is provided, including conditions relating to financial regulation and audit assurance requirements:
- Information to be contained within the financial statements
  - The appointment of an audit committee and the provision for audits to be carried out in accordance with the Post-16 Audit Code of Practice
  - The production of audited financial statements to the relevant funding body within 5 months of year end and publication on the college's website
- 1.2.3 The ESFA carries out funding audits and assurance reviews to assure themselves funding has been properly claimed and used in accordance with the relevant funding rules and appropriate control measures are in place. Colleges with HE provision have a separate funding agreement with the Higher Education Funding Council for England (HEFCE).
- 1.2.4 Colleges are subject to the following regulation:
- As providers of education they are subject to the laws protecting the interests of young people and ensuring the quality of teaching
  - As providers of education to young people and vulnerable adults, they are required to publish performance data
  - As exempt charities they are subject to charity law, as overseen by the Secretary of State
  - As corporations are public interest bodies, they are subject to freedom of information, equality and public procurement regulation
  - Like all organisations, they are subject to employment, planning, health and safety, data protection, public interest disclosure and environmental rules and regulation

### **1.3 Governance advice and support**

- 1.3.1 All colleges must engage a person who is independent of the college for the provision of governance advice and support. At Telford College this is a salaried position and is known as the Clerk to the Corporation ("the Clerk"). The Clerk is a senior post holder, along with the Principal and Deputy Principal; however they are independent of the executive leadership team. The Clerk plays a central role by promoting effective governance; providing advice and guidance which is unbiased and impartial; and demonstrating the highest level of professionalism and integrity.

The Clerk to the Corporation's job description can be found within the Corporation's online resource area.

### **1.4 Telford College**

- 1.4.1 In December 2017, New College Telford (NCT) and Telford College of Arts & Technology (TCAT) merged following a recommendation from the FE Commissioner's area review of The Marches. NCT officially dissolved and the remaining institution changed its name to Telford College. The college operated across two campuses for the first nine months, with all provision

moving to the Haybridge Rd campus (formerly known as TCAT) from September 2018. As part of the merger process, the college reviewed and changed its governance arrangements – these are set out in the next section of the handbook.

## **1.5 Equality, diversity and governance**

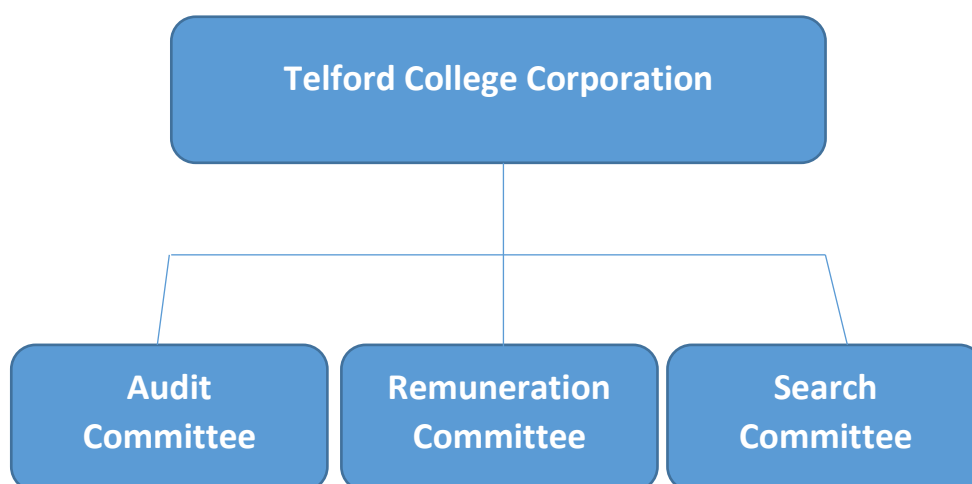
- 1.5.1 The priority given to equality and diversity across the college means the Corporation:
- leads by example and sees equality and diversity as part of everyday college life, rather than a legal requirement
  - understands and builds on the benefits within the boardroom, meaning diversity of thought, life experience and understanding
  - ensures its statutory responsibilities in relation to equality and diversity are more than just met – they are exceeded and integrated into mainstream college business
- 1.5.2 The Corporation knows diverse boards make better decisions and generate a richness of discussion through enhancing creativity and longevity of decisions. The Corporation supports positive action by everyone to increase diversity across the entire college – students, staff, managers and governors. The Corporation promotes a culture that gives equal value, equal access, equal treatment and equal service to every member of the college community.
- 1.5.3 To enable this to happen, the Corporation will ensure:
- impact assessments of decisions, policies and processes are completed and its findings acted
  - discriminatory banter is not tolerated
  - stereotypes are challenged
  - instances of discrimination, harassment and bullying are treated seriously and dealt with vigorously in line with college policies
  - the Whistleblowing Policy is in place and accessible to all
  - we treat others as we would want to be treated ourselves
  - All senior staff and governors will be performance reviewed against the principles within the Equality, Diversity & Inclusion Policy

## Section 2 – Telford College Corporation governance arrangements

### 2.1 Governance structure

2.1.1 The college operates the ‘limited committee’ model of governance, an amended version of the *Carver model*, where all business is conducted at board-level and all Corporation members are involved in discussion and decision-making relating to all aspects of the college. The college, due to requirements set out in its funding agreement, must have an audit committee. There is also in place a remuneration committee and a search committee. With the exception of the Search Committee, which meets as required, a calendar of meeting dates for the Corporation and its committees/groups is published in advance of each academic year.

2.1.2



2.1.3 Corporation – its membership comprises all members of the Corporation (governors) and it currently meets on a monthly basis (approximately 10 times per year).

Audit Committee – its membership comprises five Corporation members, plus senior college officers, internal/external audit colleagues and a co-opted member. It meets three times per year.

Remuneration Committee – its membership comprises four Corporation members and it meets annually (or more often if required).

Search Committee - its membership comprises four Corporation members and it meets as required.

Terms of reference can be found within Section 5 of the handbook.

### 2.2 Committees and groups

2.2.1 The Corporation is able to establish a committee at any time for any purpose or function. Task and finish groups (more commonly known as focus groups) may be set up at any time by the Corporation to consider specific aspects of the Corporation’s work within a fixed timeframe



A committee will have terms of reference agreed and reviewed regularly by the Corporation. Chairmanship and membership will be determined in the terms of reference, as will be the delegated powers of that committee/group.

In setting up a task/working group, the Corporation will determine the members of the group, outline the task, set the target date for reporting its findings and recommendations, and outline any resources the group may call upon to assist in its work. A list of established focus groups (historical and current) can be found in the Appendices (Appendix 3).

The Corporation will receive reports of its committees/groups following their meetings and their chair will be asked to bring to members' attention any particular points of interest, concern or matters requiring decision outside their delegated powers. Subject to rules of confidentiality, minutes of committee meetings will be made available to the public on request.

## **2.3 Corporation membership**

2.3.1 The Corporation (the board of the governing body) comprises a total of fifteen governors:

- Ten independent governors (appointed through a selection process)
- Two staff governors (appointed through an election process)
- Two student governors (appointed through an election process)
- The Principal & Chief Executive (automatic appointment)

Corporation meetings are attended by the Clerk to the Corporation and the Deputy Principal.

## **2.4 Appointment of independent governors**

2.4.1 Effective boards, regardless of the organisation/sector type, comprise an appropriate balance of skills, knowledge and experience, with members drawing from a range of backgrounds and reflecting key stakeholder groups, including the local community.

2.4.2 The Corporation appoints its independent governors through the following selection process:

- A vacancy will arise when a Corporation member's term of office ends or they resign from their position during their current term of office
- The Search Committee will determine the process to be used to fill the vacancy on the Corporation. The Clerk to the Corporation will initiate the recruitment and selection process as agreed by the Search Committee
- The Corporation will advertise via media serving the local community and on occasions the national media. In the search for new governors, the Corporation will have regard for the promotion of equal opportunities and will seek to ensure applications are sought from under-represented groups
- The appointment of all new independent governors will be undertaken by the Search Committee, which will then make recommendation(s) for appointment to the Corporation

- Interested parties will be invited to visit, speak with the Chair, Principal and/or Clerk to learn more about the role and the college
- As part of the selection process, shortlisted candidate(s) will be asked to complete a self-assessment - rating their skills, knowledge, experience and connections – which will be considered alongside the current membership ‘gaps’, the governor specification and college priorities
- The Search Committee will make their recommendation(s) based on the selection process and the Corporation will make the decision whether to appoint the candidate(s)
- Upon appointment, the Clerk will take the new governor through the induction process and an experienced governor will be appointed as mentor
- Where deemed necessary, particularly if previous recruitment campaigns have not been successful, the Corporation may decide to engage a recruitment firm/specialist in governor appointments. In this instance, the approval process remains the same as outlined above

## **2.5 Appointment of staff governors**

- 2.5.1 In the event of a vacancy or the end of an existing staff governor’s term of office, the Clerk will seek nominations from the staff members eligible to nominate. Interested parties will be invited to meet with the Clerk for an informal discussion about the role. If only one nomination per vacancy is received, that person will automatically serve on the Corporation. If more than one nomination per vacancy is received, an election will be held.
- 2.5.2 Details of candidates will be circulated to all staff, along with information about how to vote. The counting of votes will be undertaken by the Clerk, in the presence of the candidates and an independent third party such as a union representative. The results of the election will then be made known to all staff by email and the successful candidate(s) will be invited to attend the next scheduled Corporation meeting.
- 2.5.2 The two staff governor membership is based on there being a business support representative and a teaching representative. For ease of categorisation, business support staff are those eligible for membership of the LGPS and teaching staff are those eligible for the TPA scheme.

## **2.6 Appointment of student governors**

- 2.6.1 The Corporation’s two student governors are appointed through the election process for the President and Vice President of the Student Council. Terms of office are for two years, overlapping with one another. Upon appointment to these roles, which are determined through election, the Clerk will contact the student governors, through colleagues in the Student Services team, to take them through the induction process. They will be invited to attend the next scheduled Corporation meeting.

## **2.7 Terms of office**

- 2.7.1 With the exception of student governors and the Principal, members are appointed for a term of office of four years. Members are eligible for re-appointment at the end of that period and the re-appointment of non-elected

members will be considered and recommended by the Search Committee prior to approval by the Corporation.

2.7.2 Governors may be permitted to serve more than two consecutive terms of office only if considered and recommended by the Search Committee. To assist with succession planning, the Search Committee may recommend appointment for less or more than a four year period to prevent multiple appointments ending at the same time.

2.7.3 Where possible, incoming governors will be appointed prior to the outgoing governor's departure to provide a handover period that will also form part of the new governor's induction programme.

## **2.8 Resignation/ removal from the Corporation**

2.8.1 A member may resign at any point by giving written notice to the Clerk. There is no formal notice period, however as much time as possible is appreciated in order to enable a successor to be appointed.

2.8.2 If there are concerns about a member's attendance and they have not attended three consecutive Corporation meetings, the Clerk to the Corporation will write to the member in question to ascertain the reason and establish whether they wish to remain on the Corporation. With the exception of long-term absence due to personal circumstances, the Corporation may agree to remove a member in the event of regular/unauthorised absence over a period of three months or more. The Corporation should consider the reasons for absence, whether apologies have been sent and whether the member has attended other college meetings and/or functions.

2.8.3 If the Corporation determines a member is unable or unfit to discharge the functions of a member, it may give written notice of the member's removal. This is very much a subjective judgement, as inability refers to the member's physical and capability, and, where determined to be the appropriate course of action, the decision must be taken in a fair and transparent manner. All such decisions will be fully minuted by the Clerk, who will take legal advice on this matter where appropriate. A formal resolution will be put to the Corporation that the member is unfit/unable to discharge their functions and the Chair be authorised to give notice to that effect in writing to remove them from office [in accordance with Paragraph 10.2 of the Instrument of Government].

2.8.4 If the Chair has been involved in the debate regarding the member concerned, another member should propose the resolution. The member concerned will be given prior notification of the proposed action and provided with sufficient detail in order for them to answer the charge against them. They will be given an opportunity to reply to the complaint by making representations in writing or at the meeting. The resolution will be determined by a majority vote and the outcome will be formally minuted by the Clerk.

## **2.9 The appointment of co-opted members**

2.9.1 Where it is deemed beneficial for the appointment of a co-opted member to one of the Corporation's committees/groups, this will follow a similar process to that of an independent governor. The agreed process is as follows:

1. The candidate will be asked to complete an application as per the usual appointment process

2. The candidate will be invited to meet with the Search Committee and the Chair of the appropriate committee/group
3. The Search Committee will make a recommendation to the Corporation (if applicable) at the next available meeting
4. If formally appointed as a co-opted member of a committee/group, the successful candidate will be invited to the next meeting of that committee/group

## Section 3 – Governance processes

### 3.1 Managing interests

- 3.1.1 Members of the Corporation must not be in a position where they can influence decisions that may benefit themselves or a family member financially or in other ways. Members should refer to the AOC Code of Conduct if requiring further information.

There are two main ways in which the Corporation manages the interests of its members:

3.1.2 Declarations of interest

At every meeting of the Corporation and its committees/groups, members will be asked to consider whether they need to declare any interest in the matters to be discussed. Any members unsure about whether a declaration may be relevant are encouraged to discuss this with the Clerk prior to the meeting.

If a declaration is deemed to be relevant, the member cannot take part in the debate, vote or be counted in the quorum in relation to that item or withdraw from the meeting if required to do so by resolution of the majority of members present at the meeting. The declaration will be formally minuted by the Clerk.

3.1.3 Register of interests

The Clerk will maintain and annually update a register of interests of the members of the Corporation, which is made publicly available on the college's website or upon request to the Clerk. All members must complete the register of interest and the college's internal and external auditors check both the summary register and the individual register forms completed and signed by members. As part of the annual declaration, members will also be asked to confirm they are eligible to serve on the Corporation and are not barred from engaging in FE.

The register of interest form is compiled using a form sent out to members annually in order to update the summary register. If new governors are appointed in-year, they will be asked to complete a register of interest form on appointment and the summary register will be updated. In the event of change of circumstances/interests, members are required to contact the Clerk to update their declaration.

### 3.2 Register of hospitality

- 3.2.1 The Bribery Act 2010 came into force in July 2011 and specifically set out the parameters to prevent acts of bribery. The Act reinforces the importance of openness in declaring any goods received or hospitality offered. Any member receiving gifts and/or hospitality as a result of their position at the college should declare it on the appropriate form. This is available from and should be returned to the Clerk. Completed forms should be returned to the Clerk. A register of gifts and hospitality for Corporation members will be maintained and available for inspection from the Clerk. The register may also be inspected by the college's internal auditors.

### 3.3 Complaints

- 3.3.1 A complaint against the Corporation, a member of the Corporation or the Clerk may be made by an individual, business or organisation.
- 3.3.2 Unless against the Clerk, complaints against the Corporation or one of its members should be marked as confidential, made in writing and addressed as follows:

Clerk to the Corporation  
Room E207  
Telford College  
Haybridge Road  
Wellington  
Telford  
TF1 2NP

stephanie.morley@telfordcollege.ac.uk

The complainant will be expected to state clearly the nature of the complaint and provide copies of any related documentation where appropriate. The Clerk will:

- Acknowledge receipt of the complaint at the earliest opportunity
- Inform the Chair of the Corporation (unless not appropriate) or refer the complaint to the Telford College Complaints Policy where not a matter for the Corporation
- Investigate the complaint
- Endeavour to provide a response to the complaint within ten working days. If this is not possible the complainant will be provided with an interim statement

- 3.3.3 The written response from the Clerk will include details of any arrangements for pursuing the matters with an appropriate independent body where this has been deemed necessary.
- 3.3.4 The Clerk will keep the Chair informed of the situation (unless not appropriate) and will provide the Corporation with a written statement of the nature of the complaint. The statement shall be circulated to members within ten working days of the Clerk's response to the complainant so members are aware of the situation.
- 3.3.5 When carrying out an investigation on a complaint against the Corporation or an individual Corporation member, the Clerk has the authority to refer issues to the Corporation's auditors (internal and/or external) or other appropriate advisors.
- 3.3.6 The Corporation has also adopted a Whistleblowing Policy for complaints of serious malpractice. This is made publicly available via the college's website. It is also accessible directly from the Clerk and a number of places throughout the college.

### **3.4 Senior post holder appointments**

- 3.4.1 In this case, the term senior post holder is specific and does not necessarily refer to the holders of senior posts. The Corporation is responsible for the

recruitment of senior post holders, who are currently defined as the Principal, Deputy Principal and the Clerk to the Corporation. The Principal has general responsibility for appointment of all members of staff other than the senior post holders.

- 3.4.2 When a senior post holder post becomes vacant, the Corporation will agree a process for recruitment to the post. They will appoint a selection panel of at least three of its members and (except when it is their post being considered) the Principal. For recruitment to the post of Principal, the panel must comprise at least four Corporation members, including the Chair and/or Vice Chair.
- 3.4.3 Advised by the Clerk, the selection panel shall determine the arrangements for selecting applicants for interview, undertake the interviews and make a recommendation on appointment to the Corporation. If the Corporation approves their recommendation, that person shall be appointed. If the selection panel is unable to agree on a person to recommend for appointment or if the Corporation does not approve the recommendation, the Corporation may require the panel to repeat the process with or without first re-advertising the vacancy.

### **3.5 Senior post holder dismissals and suspensions**

- 3.5.1 If the Chair (or Vice Chair if absent) or a majority of the Corporation consider it may be appropriate the Corporation dismiss or suspend a senior post holder, the matters must be referred to a special committee of members. This committee will comprise at least three members of the Corporation, not including the Principal, staff governors or student governors. Agreed rules specifying procedures for the conduct of the special committee are set out in the disciplinary procedures for senior post holders. There is also an agreed grievance procedure in place for senior post holders.

### **3.6 Application of the seal**

- 3.6.1 As set out in the Instrument & Articles of Government, the Corporation must have a seal, the application of which should be authenticated by two signatures. It is envisaged only a small number of documents will require the use of the seal – this will be cases where any document executed by the Corporation as a deed must be under seal. The seal must be authenticated by the signature of the Chair (or Vice Chair in their absence) and one other Corporation member (which can include the Principal). The seal will be kept securely in a locked cabinet.

### **3.7 Training and development**

- 3.7.1 Upon appointment, Corporation members will be advised of the induction programme for new governors by the Clerk, who will work alongside the Principal to ensure there is a thorough introduction to the college and the role of governor. New members will also be mentored by an experienced member of the Corporation.
- 3.7.2 The Clerk will produce an annual training and development programme for Corporation members. This will be based on:

- Individual members' needs, as identified through the regular reviews and self-assessments;
- The Corporation's needs and knowledge gaps, as identified through Corporation meetings, the regional governance self-assessment questionnaire, horizon scanning discussions, incoming issues/challenges and policy changes etc;
- The ETF's Governor Development Programme, which covers the key areas of governance in FE and provides CPD for new, intermediate and experienced governors (registration details provided by the Clerk) – See Appendix 5
- Regional and national training opportunities through the Association of Colleges (AOC) and other networking bodies
- The Link governor programme

The programme will be a mixture of reading materials, workbooks, college sessions, regional/national events and online courses.

3.7.3 Corporation members are actively encouraged to undertake any learning activity which will help them undertake their role of college governor. If members feel they have a training/development need not covered by the annual programme, they should contact the Clerk who will organise appropriate training/development activity either on a one-on-one or group basis.

3.7.4 The Clerk will maintain training and development records for all governors – these are often requested for inspection by Ofsted as evidence of the college supporting governors and how they are aware of their role and responsibilities. It is therefore helpful for the Clerk to be provided with copies of any certificates/confirmation of attendance issued by training providers.

### **3.8 Continuous improvement**

3.8.1 The Telford College Corporation has a strong culture of evaluation and continuous improvement. This should be a year-round activity, rather than an annual exercise, and the feedback gathered from doing this informs the development of the Governance Development Plan.

A visual representation of the Corporation's continuous improvement framework can be found at Appendix 4.

3.8.2 From September 2021, the use of a governance maturity matrix (for FE colleges) will be used to assess the effectiveness and maturity of the Telford College Corporation and identify what action should be taken to improve. The basic template for the maturity matrix can be found at Appendix 6.



## **Section 4 – Standing orders of committees/ groups**

### **4.1 Introduction and general duties**

- 4.1.1 These standing orders (“Orders”) supplement the provisions of the Further & Higher Education Act 1992 (“Act”) and the Instrument & Articles of Government of Telford College. In the event of any conflict between these Orders and either or both the Act and the Instrument & Articles, the Act and the Instrument & Articles shall prevail.
- 4.1.2 Every member of the Corporation and its committees/groups shall be bound by these Orders and shall also be expected to adhere to the Seven Principles of Public Life, as recommended by the Nolan Committee’s report “Standards in public life”. In summary these are:
- Selflessness
  - Integrity
  - Objectivity
  - Accountability
  - Openness
  - Honesty
  - Leadership

### **4.2 Election of Chair and Vice Chair of a committee/ group**

- 4.2.1 The Chair of a committee or group (and any Vice Chair) shall be appointed, and may also be removed, by the Corporation and shall hold office for such period as the Corporation may determine. On the expiration of the term of office of such Chair/Vice Chair, they shall be eligible for re-appointment.
- 4.2.2 If both the Chair and Vice Chair of a committee/group are absent from a meeting, the members who are present shall choose one of their number to act as chair for that meeting.
- 4.2.3 The Chair and Vice Chair of a committee/group may resign their respective position at any time by giving notice to the Clerk.

### **4.3 Decisions and voting**

- 4.3.1 Resolutions at meetings of a committee/group shall be passed on the basis of a majority decision taken by those who attend and vote at a quorate meeting. In the case of an equality of votes the Chair of the meeting shall have a second or casting vote.
- 4.3.2 All members of a committee/group will comply with the principle of collective responsibility and stand by a decision even if it was not taken unanimously.
- 4.3.3 Members of a committee may not vote by proxy or by post.
- 4.3.4 The quorum requirements for a committee/group shall be set out in its terms of reference and a meeting must be quorate throughout in order for decisions to be taken.

### **4.4 Convening meetings**

- 4.4.1 Committees/groups shall comply with any stipulated minimum number of meetings as set out in their terms of reference and as advised in the Corporation calendar. All meetings shall be summoned by the Clerk, with agenda and papers being sent to members normally seven days prior to the meeting.
- 4.4.2 It shall be permissible for the Chair (and their absence the Vice Chair) of a committee/group to convene an emergency meeting by giving less than seven days' notice if, in the reasonable opinion of the Chair (or in their absence the Vice Chair), there are matters which demand urgent consideration.

#### **4.5 Terms of reference**

All committees/groups and their members shall comply in all respects with and observe their terms of reference. If a committee/group is doubtful over the precise scope of its authority or remit, it should raise the issue with the Clerk, in the first instance, who will liaise with its Chair.

#### **4.6 Publication of agenda and minutes**

4.6.1 Each committee/group will ensure a copy of:

- The agenda for every meeting of the committee/group;
- The draft minutes of every meeting, once approved as a draft by the Chair (or in their absence the Vice Chair);
- The approved minutes of meetings; and
- Any report, document or other paper considered at any such meeting

is, in each case as soon as reasonably practicable, made available by the Clerk for inspection (with the exception of any minutes/documents which have been deemed as confidential – see below). Approved minutes are readily available from the Clerk.

4.6.2 There may be excluded from any item required to be made available, any material relating to:

- A named person employed at or proposed to be employed at the college;
- A named learner or candidate for admission to the college;
- Any matter which by reason of its nature, the Clerk/Chair is satisfied should be dealt with on a confidential basis

4.6.3 At every meeting of a committee/group, the minutes of the last meeting will be considered as an agenda item and, if agreed as accurate, be formally approved as a true record of that meeting.

4.6.4 Apart from members and co-opted non-members, the senior post holders and other senior staff as appropriate may be invited to attend by the Chair. Members of staff, students and the public are not normally invited to the meetings as a matter of course.

4.6.5 The Chair of the committee/group (or a representative in their absence) will be invited to give an overview of the minutes of the last meeting at the next scheduled meeting of the Corporation.

#### **4.7 Non-attendance at meetings and lapse of membership**

4.7.1 If at any time the members of a committee/group are satisfied any member of that committee/group:

- Has been absent from meetings from a period of more than three consecutive months without authorisation; or
- Is unable or unfit to discharge the functions of a member of the committee

the committee/group may by notice to such member remove them from the committee/group, provided the Chair of that committee/group discusses and reports such removal to the Clerk, who in turn will notify the wider Corporation membership.

#### **4.8 Declarations of public interest**

4.8.1 Without prejudice to the obligations of the Corporation members under the Instrument & Articles, a committee/group member having 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 and being considered by or relevant to the operation of the committee/group of which they are a member shall:

- Disclose to the Corporation the nature and extent of his/her interest at the commencement of that agenda item;
- If they are present at a committee/group meeting at which such supply, contract or other matters 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 they are not entitled to vote. The member concerned may also be asked to leave the meeting if requested to do so by a resolution of those members present at the meeting

4.8.2 The Clerk will maintain a register of disclosed interests of all committee/group members, which will be made available to the public.

4.8.3 Members of the committees/groups should not allow any conflict of interest to arise, which might interfere, or be perceived to interfere, with the exercise of their independent judgement.

## Section 5 – Committee/ group roles and responsibilities

### 5.1 The Audit Committee – terms of reference

5.1.1 These terms of reference are based on the requirements set out in the Post-16 Audit Code of Practice, which sets out specific requirements for the assurance, accountability and audit arrangements for providers of post-16 education and training and the broad framework within which they should operate. In revising these terms of reference, the most recent version of JACOP (March 2018) was consulted.

#### 5.1.2 Purpose

The role of the Audit Committee is to provide independent and authoritative advice to the Corporation on the effectiveness of the college's internal control and management systems. As part of ensuring its independence, the Committee must not adopt an executive role.

The specific duties of the Committee are as follows:

- To advise the Corporation on the adequacy and effectiveness of the college's:
  - o assurance arrangements;
  - o framework of governance; and
  - o risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets
- To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements auditor (external auditor) and the internal audit service and establish all such assurance providers adhere to relevant professional standards
- To advise the Corporation on the scope and objectives of the work of the external audit and internal audit services (and funding auditor where appointed)
- To ensure effective coordination between the internal and external audit services (and funding auditors where appointed), including whether the work of the funding auditor should be relied upon for internal audit purposes
- To consider and advise the Corporation on the audit needs assessment and the strategic and annual plans for internal audit
- To advise the Corporation on internal audit assignment reports, annual reports and control issues included in the management letters of the external auditor (including their work on regularity) and the funding auditor (where appointed) and management responses to these
- To consider and advise the Corporation on relevant reports by the National Audit Office, the ESFA and other funding bodies and, where appropriate, management's response to these
- To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the funding auditor's management letter and spot check reports (where appropriate) and the external auditor's management letter
- To establish, in conjunction with college management, relevant annual performance indicators and measures and to monitor the effectiveness of the internal and external audit services through these measures and

indicators and to decide, based on this review, whether a competition for price and quality of the audit service is appropriate

- To investigate any activity within its terms of reference and, if necessary, seek information from any third party including external professional advice
- To produce an annual report for the Corporation and Accounting Officer, which should include:
  - o a summary of work undertaken by the Committee during the year;
  - o the Committee's opinion on the effectiveness of the college's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets;
  - o any significant matters arising up to the date of preparation of the report;
  - o any significant matters of internal control included in the reports of audit and assurance providers; and
  - o the Committee's view of its own effectiveness and how it had fulfilled its terms of reference

This should be submitted before the statement of corporate governance and internal control in the accounts is signed

- To ensure all allegations of fraud, financial irregularity or malpractice are:
  - o properly followed up and actioned;
  - o investigation outcomes are reported to the Committee (and minuted); and
  - o reported to external audit and internal audit if appropriate, with significant cases reported to the appropriate funding body

The Committee has the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit

- To be informed of and inform the Corporation of any additional services undertaken by the internal audit services, the external audit services and the funding auditor (where appointed) and explain how independence and objectivity were safeguarded
- To authorise specific 'value for money' projects
- To consider the development and training available to its members

### 5.1.3 Meetings

- The Committee should meet at least three times a year and the timing and agenda of the meeting will reflect planning and reporting cycles
- The internal and external auditors may request a meeting with the Committee at any time
- The Clerk will act as clerk for the Committee

### 5.1.4 Membership

- The Committee should comprise five Corporation members
- Members may not serve on any finance-related committee or group
- The Corporation will appoint the Chair of the Committee
- In the absence of the Chair of the Committee, the Committee will appoint a chair for that meeting from amongst the full Corporation members serving on that committee
- The Chair of the Corporation may not chair the Committee

- The Principal and staff governors may not serve as members of the Committee
- The meeting will be quorate when two Corporation members serving on the Committee are present
- Members of the Executive Leadership Team may attend at the invitation of the Chair of the Committee, as may the college's external and internal auditors
- The Committee may meet with representatives of the internal and external auditors at the commencement of each meeting, without the Executive Leadership Team or college staff being attendance
- When appointing its members, the Corporation must maintain the Committee's independence and have consideration for an appropriate mix and of skills and recent, relevant experience to allow the Committee to effectively discharge its duties

#### 5.1.5 Terms of office

- The membership of the Committee will be reviewed annually or as amended by any new Post-16 Audit Code of Practice recommendations

## **5.2 The Search Committee – terms of reference**

### **5.2.1 Purpose**

- The Committee shall be responsible for advising the Corporation on the appointment of members – other than those members elected to office (staff and student) and the Principal. This will include current members eligible to serve for a further term
- The Committee shall determine the process whereby candidates are appointed having regard to the provisions of the Instrument & Articles of Government
- The Committee shall seek candidates from as wide a field as possible by making appropriate use of advertising, executive search and consultation with interested bodies and serving members
- The Committee shall advise on the criteria to attract candidates with the appropriate skills, where gaps have been identified by periodic self-assessments of existing members, and balance of the Corporation
- The Committee will consider the process for seeking new members for the next available period of office. This should be done in consultation with other Corporation members so their views as a whole may be taken into account

### **5.2.2 Meetings**

- The Committee will meet as and when required
- The Clerk will act as clerk to the Committee

### **5.2.3 Membership**

- The Committee shall comprise four members of the Corporation, including the Chair of the Corporation
- The meetings will be quorate when two members of the Committee are present

### **5.2.4 Terms of office**

- The membership of the Committee will be reviewed annually

### **5.3 The Remuneration Committee – terms of reference**

#### **5.3.1 Purpose**

- The Committee will advise the Corporation on the remuneration and terms and conditions of employment of the college's senior post holders
- The Committee will receive a report from the Chair of the Corporation on the appraisal of senior post holders
- The Committee will ensure compliance with The Colleges' Senior Post Holder Remuneration Code

#### **5.3.2 Meetings**

- The Committee will meet at least annually
- The Clerk to the Corporation will clerk the Committee (with the exception of items relating to their own remuneration and employment, at which point the Clerk will have the meeting and a member of the Committee will be appointed to minute those items)

#### **5.3.3 Membership**

- The Committee shall comprise four members of the Corporation, including the Chair of the Corporation
- The Chair of the Corporation shall not be the Chair of the Committee
- The meetings will be quorate when two members of the Committee are present
- The Principal will be excluded from the meeting, unless invited to attend by the Chair

#### **5.3.4 Terms of office**

- The membership of the Committee will be reviewed annually

#### **Note**

- the appraisals of the Principal and the Clerk will be carried out by the Chair of the Corporation
- the appraisal of the Deputy Principal will be carried out by the Principal



## Section 6 – Individual roles and responsibilities

### 6.1 Role of the Corporation member

6.1.1 The duties of the Corporation are specified in the Instrument & Articles of Government (see appendices). Collectively, individual members contribute their professional, specialist and general management skills to the Corporation (in its entirety) in a non-executive role. A member is required to be as flexible as possible in the conduct of their responsibilities and duties, ensuring the balance of oversight of the college and its business is seen as a positive contribution that does not interfere with the day-to-day management of the college.

6.1.2 The primary **duties** of a Corporation member are to:

- a) Determine and periodically review the educational character and mission of the institution and to oversee its activities
- b) Approve the quality strategy of the college
- c) Make effective and efficient use of resources, safeguard the solvency of the Institution and the Corporation and their assets
- d) Approve annual estimates of expenditure and income
- e) Set a framework for the pay and conditions of service of all other staff
- f) Comply with the Instrument & Articles of Government; the English Colleges' Foundation Code of Governance; the Corporation's Standing Orders and Code of Conduct; and any other related governance policy and procedure
- g) Appoint, grade, suspend, dismiss and determine pay and conditions of the service of senior post holders and the Clerk to the Corporation
- h) Serve on an appropriate committee or working party/group of the Corporation
- i) Contribute to the business of the Corporation in an effective, efficient, open and transparent manner
- j) Assist in the formulation and monitoring of the college's strategic plan; financial forecasts and budgets; capital programmes; management of risk; and quality improvement plans, all of which provide the essential framework for the internal management of the college
- k) Set measurable targets to support the delivery of the college's strategic plan
- l) Act in the best interests of the college at all times

6.1.3 The **responsibilities** of a Corporation member are to:

- a) Observe and comply with the Corporation's Code of Conduct which sets out in more detail the responsibilities and standards of conduct expected of members of the Corporation
- b) Understand it is their role to determine the strategic policy and overall direction of the college; oversee its activities; and monitor the performance of the Principal and other senior post holders. They are accountable for the solvency of the college and for the proper use of public funds. The Principal is responsible for implementing the Corporation's decisions; for managing the college's affairs within the budget and frameworks fixed by the Corporation; and for the day-to-day running of the college

- c) Observe the provisions within the Instrument & Articles of Government (and in particular discharge the responsibilities given to them by the Articles), comply with the Standing Orders and ensure the Corporation acts within the powers conferred on it by the Further & Higher Education Act 1992
- d) Show the highest loyalty to the college and act in its best interests at all times. This means:
  - a. Corporation 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
  - b. Corporation members must not be bound by mandates given to them by other bodies
  - c. Corporation members 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. Corporation members must declare any relevant interest in accordance with the provisions in the Instruments and the Code of Conduct
- e) Observe the duties set out in the college's financial memorandum with government bodies and ensure the proper use of income derived from other sources
- f) Conduct themselves in accordance with the highest ethical standards and embrace the *Seven Principles of Public Life* laid down by the Nolan Committee
- g) Discharge their duties with skills, care and diligence
- h) Be committed to securing safeguarding and equality of opportunity within the college, to combating discrimination of whatever grounds and to discharging their legal duties under the relevant anti-discrimination legislation
- i) Abide by the principle of collective responsibility. Once a decision has been taken by the Corporation, members have a duty to stand by it, even if they voted against the decision or were absent from the relevant meeting
- j) Ensure the business of the Corporation is conducted openly and transparently and, as a general principle, students and staff have free access to information about the proceedings of the Corporation and confidential items are kept to a minimum
- k) Attend/undertake all training designated mandatory for Corporation members and inform the Clerk of attendance and/or completion
- l) Provide the Clerk with up-to-date contact details and declarations of interest

6.1.4 To be a member of the Telford College Corporation, the following abilities are essential:

- a) Working positively with others and debate issues whilst maintaining a constructive atmosphere
- b) Expressing ideas/plans in a clear manner and listening actively to other views
- c) Establishing quickly an effective course of action for self and others to achieve goals that can be monitored by realistic performance targets
- d) Being visionary for the future plans of the college
- e) Creating the energy and enthusiasm necessary to be effective and having the tenacity to overcome obstacles

- f) Developing a broad-based view of issues/events and perceiving their long-term impact
- g) Demonstrating a knowledge and understanding of facts and rationalising appropriately
- h) Demonstrating behaviour and skills that motivate others to achieve and inspiring confidence in others to achieve objectives
- i) Commitment to developing their own effectiveness as a governor
- j) Interest in learners of all ages and their educational development
- k) Ability to devote the time required of the role

6.1.5 The Chartered Governance Institute states “Good governance is more than just about having the right policies, procedures and protocols in place...boardroom behaviours and ethical practices, values and culture are of equal importance”.

The Corporation expects its members to reflect the boardroom behaviours attributed to the seven principles of good governance from the Charity Governance Code:

1. Organisational purpose – committed to the cause, clarity of focus and being strategic
2. Leadership – leads by example, can operate as part of the team
3. Integrity – independent and ethical thinking
4. Decision-making, risk and control – probing but not controlling, risk aware but not risk averse
5. Board effectiveness – self-awareness, creativity, innovation, keen to learn and improve
6. Diversity – open-minded and courageous
7. Openness and accountability – listens, inspires trust, accepts responsibility and accountability

## 6.2 Eligibility

6.2.1 As outlined in the Instrument & Articles of Government for the college, some people are not eligible to become members of the Corporation:

- No person under the age of 18 (unless as a student governor)
- No person who is a member of staff (unless as a staff governor or the Principal)
- No student of Telford College (unless a student governor)
- The Clerk to the Corporation
- No person adjudged bankrupt or subject to a bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986
- No person who has made a composition or arrangement with creditors, including an individual voluntary arrangement may be a governor until three years after the terms of the arrangement have been fulfilled or the debt paid in full
- No person who:
  - o 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

- within the previous twenty years has been convicted and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
- has at any time been convicted and has received a sentence of imprisonment, whether suspended or not, of more than five years.

Upon signing their application form, new members are confirming their eligibility. All members will be asked on an annual basis to re-confirm their eligibility – this will be done as part of the annual declaration of interest process. Regular checks will also be made to confirm members' eligibility – for example, public disqualification checks with Companies House and the Charity Commission.

Upon appointment, all members undergo an Enhanced Disclosure & Barring Service (DBS) check, the cost of which is met by the college.

### **6.3 Attendance**

- 6.3.1 Members are appointed to serve on the Corporation in the expectation they will be able to participate fully in the work of the Corporation, although it is appreciated all members have other demands on their time and there may be occasions when it is not possible to attend a meeting.
- 6.3.2 Members are asked to give the Clerk as much notice as possible if they are unable to attend a meeting. This enables apologies to be recorded at the meeting and also enables the Clerk to judge if a meeting is going to be quorate. In exceptional cases the Clerk may contact the Chair with a view to postponing a meeting if it is clear it is unlikely to be quorate.
- 6.3.3 With the Chair's prior agreement, it may be possible for a member to participate in a meeting via the use of teleconference or video call.
- 6.3.4 The Clerk will maintain a register of attendance. This shall be reported annually to the Corporation and will also be incorporated into the governance section of the college's audited financial statements.
- 6.3.5 Only those members actually present at the meeting will be recorded as present and those sending apologies will be recorded under apologies received. Members attending via teleconference or video call will be marked as such. Members who arrive/leave part way through the meeting will be recorded as 'present from Item' or 'present to Item'.
- 6.3.6 In exceptional circumstances members may be given leave of absence from the Corporation. The Corporation must consider the reasons for the absence – approval should be formally recorded in the minutes and any continuing absence noted at future meetings.

### **6.4 Personal liability**

- 6.4.1 The college takes out Corporation members' liability insurance to cover any claim against the Corporation 'arising out of wrongful acts committed by the assured in their capacity of governor'. The limit of indemnity for any one claim is £1m.

- 6.4.2 On appointment, each member is asked to sign a declaration relating to any previous claims against them as a governor or disclose any civil or criminal proceedings involving violation of any company law, or conviction for an offence involving dishonesty. If a member's circumstances are such their declaration needs to be changed, they must inform the Clerk immediately as their insurance cover may be nullified.
- 6.4.3 Legal action involving claims for damages against the governing body, although rare, is most likely where it is alleged there has been a breach of duty by the Corporation. If there is a major problem which results in loss to a third party (such as a supplier), the aggrieved person is likely to the college as a corporate legal entity (ie the Corporation itself would be named as the defendant). However in certain exceptional circumstances it may be possible for the claimant to sue an individual member on the basis it was their action which resulted in or contributed to the loss. It may also be possible for a successor corporation to sue individuals from its predecessor individually on an individual basis. In such circumstances, if the member is found to be liable, their personal assets could be at risk.
- 6.4.4 Section 145 of the Learning & Skills Act 2000 provides where a member is faced with civil legal proceedings or with the possibility of legal proceedings, they can apply to the courts for an order that determines their liability. If the court is satisfied the member acted honestly and reasonably, the court is empowered to make an order extinguishing, reducing or varying the liability.
- 6.4.5 No board can eliminate all possibility of successful legal action against it. Members can, however, take steps to limit the likelihood of any successful claim and, in particular, of any individual member (as opposed to the collective board) being held to be personally liable.
- 6.4.6 The key practical steps to take are as follows:
- being aware of the limitations on the powers of the Corporation set by the Further & Higher Education Act 1992 and as supplemented by the Instrument & Articles of Government
  - being aware of the duties and responsibilities of the Corporation as set out in various documentation and responsibilities under legislation such as the Bribery Act 2010 and legislation relating to corporate manslaughter
  - Ensuring sufficient information is available to members of the Corporation
  - Ensuring all personal interests are declared and recorded in the register
  - Ensuring the Corporation takes professional advice wherever appropriate
  - Ensuring meetings are fully and properly minuted
  - In particular, making any dissenting views known and ensuring they are minuted
  - Taking appropriate advice at an early stage where things appear to be going wrong
  - Acting reasonably, honestly and prudently

Merely voting against a course of action will not necessarily absolve a member of liability. Similarly resigning or threatening to resign may also not be enough.

6.4.7 It is generally believed across the sector the latest legislation (The Insolvency Regime) provides a considerable degree of legal protection for individual members as long as they act **honestly** and **reasonably**.

## **6.5 Safeguarding and the Prevent duty**

6.5.1 All members must ensure they are aware of their statutory responsibility to ensure the safety of learners. On appointment members will be asked to read and sign to confirm they have understood the guidance documentation set out in the Keeping Children Safe legislations. They must also be aware of their duties under the Prevent legislation. This will be covered during the induction process and regular updates and refresher training for all members will be provided.

## **6.6 Office of the Chair/ Vice Chair of the Corporation**

6.6.1 Election to the office of Chair/Vice Chair will take place from within the Corporation. The Principal, staff or student members are not eligible to serve as Chair or Vice Chair or act as Chair in their absence but may take part in the appointment's process.

6.6.2 The role of each office is a matter for determination by the Corporation. The term of office for both roles is two years, or as determined by the Corporation, for a maximum of two terms. Members are eligible for re-election to either office after a break of two years from the office previously held.

6.6.3 In exceptional circumstances members may recommend the Chair or Vice Chair serve for further terms of office or part terms of office. This action must be clearly minuted.

6.6.4 The Corporation has agreed a process of succession planning for the office of Chair. A Vice Chair will normally take over the office of Chair when it becomes vacant.

6.6.5 The Clerk will approach members to notify them when the offices will become available and will record member's interest in taking up either office at a future date.

6.6.6 At the last meeting before the expiry of the term of office of the Chair or Vice Chair or following resignation from either post (where this is known in advance), members shall appoint a new Chair or Vice Chair or reappoint as appropriate.

6.6.7 Another member nominated by the Corporation (not a candidate for either post) shall normally take the Chair when the issue of appointment of these posts is being considered. A proposer and seconder must support the nominations neither of whom must be the nominee.

6.6.8 The Chair or Vice Chair may resign at any time by giving notice in writing to the Clerk. If the Chair resigns or otherwise ceases to hold office during the year, the Vice-Chair will act as Chair until the next meeting when an election shall be held. If the Vice-Chair resigns or otherwise ceases to hold office

during the year, an election for a replacement shall be held at the next meeting.

- 6.6.9 If at any time the Corporation is satisfied the Chair or Vice Chair is unable or unfit to discharge the functions of the office, a majority of the Corporation may pass a resolution to this effect and give written notice to the Chair or Vice Chair to remove him/her from office and the office will become vacant.

## **6.7 Role of the Chair of the Corporation**

- 6.7.1 The Corporation fulfils its duty as a collective decision-making body based on majority decisions by those present at meetings. The Chair's main function is to provide leadership to the Corporation in carrying out its responsibilities.

- 6.7.2 The relationship between the Principal and the Chair is very important in order to ensure the Chair is kept informed about the college between meetings and the views of the Corporation are represented to the Principal so business can progress.

- 6.7.3 The Chair's relationship with the Clerk is also important to facilitate the smooth and efficient operation of the Corporation's business and support Corporation members' development needs.

### **6.7.4 Main duties**

- chairing the Corporation and relevant committee/group and other meetings
- calling special or additional meetings where necessary
- exercising a casting vote at meetings
- ensuring the Corporation's focus on major strategic issues
- making sure there are supportive working relationships through continuous dialogue with the Principal
- maintaining awareness of the distinction between governance and management
- appraisal of the Principal
- appraisal of the Clerk and maintaining a three-way dialogue with the Clerk and Principal
- ensuring regular self-appraisal of the Corporation's performance
- fostering effective governance through leadership and good practice
- developing the Corporation as a team, encouraging representation of a variety of skills
- acting as a spokesperson and ambassador for the college
- checking actions are followed up between meetings and acting on behalf of the Corporation between meetings where prior approval of the Corporation has been given, including the signing and sealing of relevant college documents - any Chair's action should normally be agreed in advance and must be reported to the next meeting
- leading on arrangements for selecting a new Principal, and ability to suspend from duty, or refer to a special committee for dismissal, a designated senior post holder

### **6.7.5 Personal characteristics**

- integrity
- ability to influence without domination
- decisiveness with an insistence on getting things done

- capacity for understanding, thinking and reasoning
- authoritative - but being engaging and respectful at the same time
- capacity to engage others in debate
- capacity to challenge
- ability to 'steer' not 'row' and to recognise the difference

## **6.8 Role of the Vice Chair of the Corporation**

6.8.1 The role of Vice Chair is to support the Chair and act in the Chair's absence. This means more than stepping in to chair occasional meetings – it is maintaining a strategic overview and being prepared to lead with authority on key issues when the Chair is not present. The same personal qualities that make an effective Chair therefore make a good Vice Chair.

## **6.9 The Clerk to the Corporation**

6.9.1 The Corporation is responsible for the appointment and dismissal of the Clerk and this function cannot be delegated to any committee/group or the Principal.

6.9.2 The Clerk is an independent officer of the Corporation and is accountable to the Corporation via the Chair.

6.9.3 The Corporation has responsibility for the purpose of suspension or dismissal, appointment, grading and determination of pay and condition of service for the post.

6.9.4 The Clerk is entitled to attend all meetings of the Corporation and its committees/groups but shall withdraw from that part of a meeting where her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. In this case members should appoint a person to act as clerk from their own number.

6.9.5 The Clerk's role is non-participative and the Clerk should not ordinarily enter into member's debate. However it is expected, for example where there are points of clarification or advice/guidance is required in relation to matters of governance, the Clerk will contribute to the debate where appropriate.

6.9.6 In the short term absence of the Clerk, the Principal's Personal Assistant (or another appropriate member of staff) will act as minute secretary. If the absence is likely to be of a long duration, the Corporation should consider appointing a temporary clerk.

6.9.7 The Clerk's independence will be a standing item for discussion at the Clerk's annual appraisal. The Clerk has the authority and seniority within the College to approach the Chair and Vice Chair over any concerns.

6.9.8 The Clerk will make an annual declaration in the Register of Interests.

6.9.9 The Clerk is responsible for advising the Corporation on proper procedure and, if necessary, intervening when it appears the Corporation is acting inappropriately or beyond its powers. The Clerk is also responsible for maintaining the register of members' interests and monitoring the procedure for disclosing interests. The Clerk has a responsibility to act as a whistleblower if it appears that there are irregularities in the way that the



Corporation carries out its powers and duties, or in the way it follows rules and procedures.

- 6.9.10 A Corporation which acts within the Instrument & Articles of Government and follows good practice is unlikely to come into conflict with the Clerk.
- 6.9.11 If difficulties do arise, the Clerk may:
- Put in writing his/her reasons for concern and forward them to the Chair and Principal
  - Inform the Chair of the Audit Committee if the issue comes under the Terms of Reference of that Committee
  - Report the concern to the relevant committee/group or the full Corporation and ask that it be formally minuted
  - Consult the internal auditors of the college
- 6.9.12 The Clerk will be appraised annually by the Chair. The Chair will maintain a formal record of the appraisal and report to the Remuneration Committee. The Clerk or the Chair may request a mid-year review of progress at any time.
- 6.9.13 The Clerk will have access to training events which will be funded by the college and will partake in any training materials issued by national bodies such as AOC and Eversheds. The Clerk will be a member of the West Midlands Clerks Network.
- 6.9.14 Any complaint against the Clerk of the Corporation should be put in writing addressed to the Chair of the Corporation.

## **6.10 The Clerk to the Corporation – job role**

- 6.10.1 The Clerk to the Corporation is a senior post holder of the Corporation who has a central role to perform when promoting effective governance by the Corporation. The Clerk is independent of the leadership team, must always provide advice/guidance which is unbiased and impartial and demonstrate the highest level of professionalism and integrity.

This will be demonstrated by:

- providing advisory, strategic and administrative support to the Corporation to ensure the proper and efficient conduct of Corporation business and to promote excellence in governance
  - advising the members of the Corporation ("the governors") on the proper exercise of their powers within Statutory Instruments issued under the Further and Higher Education Act 1992 and subsequent revisions
  - giving guidance to the Corporation, its committees/groups, or the Chair if the Corporation or a committee/group appears to be at risk of acting outside its powers or in a way which may be unlawful
  - preserving confidentiality of documents deemed as confidential
- 6.10.2 The Clerk to the Corporation's job description can be found within the Corporation's online resource area.
- 6.10.3 Standard Operating Procedures have been produced by the Clerk and are held by the Chair, as well as on file.

## **6.11 Link governors**

6.11.1 The Corporation is committed to improving communication between its members and staff/students and their own knowledge of the college and its provision. Link governors are members of the Corporation who have been allocated to a specific area of the college with the purpose of learning more about the college and providing opportunities to carry out 'checks and balances' against what is discussed at meetings.

The objectives of link governor activity (in support of a governor's strategic role) are as follows:

- increasing the governor's understanding and knowledge of the college
- providing governors with insight into their link area
- creating a better understanding of the way in which strategic decisions of the governing body influence provision at an operational level
- providing opportunity to evidence/experience what has been reported to the Corporation
- raising the profile of the Corporation with staff and students
- improving the understanding of the roles and responsibilities of governors
- sharing governors' knowledge, skills and experience in their areas of expertise

6.11.2 Link governor engagement can be in the form of:

- formal, planned meetings/phone calls
- informal catch-up chats/updates
- induction and development activities
- celebratory events and occasions
- community engagement events

6.11.3 Corporation members will be asked to complete a Link Governor template after carrying out link activity, which forms part of the evidence base for governor engagement.

## Section 7 – Meeting organisation and administration

### 7.1 Scheduling meetings and urgent action

- 7.1.1 A calendar of meetings for the Corporation and its committees/groups will be presented for approval prior to the commencement of each academic year. *At the time of this review, COVID/social distancing measures and restrictions may still need to be in place if local measures are implemented; therefore, meetings are being conducted either entirely via Microsoft Teams or a combination of onsite/remote attendance. Members of the Corporation will be offered the choice of how they wish to attend.*
- 7.1.2 This does not preclude the calling of any special or additional meetings for which as much notice as possible will be given. Special meetings of the Corporation may be convened by the Chair. They may also be convened if the Clerk receives a written request, together with a draft agenda, from five Corporation members. Wherever possible, the Clerk will contact members by phone/email to ascertain an appropriate date rather than chance calling a meeting that may not be quorate. Virtual meetings will be considered where bringing all members together onsite at the same time is difficult and causing concern with regards to quoracy.
- 7.1.3 At its discretion, the Corporation may hold a meeting (the entire governing body or any of its committees/groups) via electronic means, provided those participating can hear and communicate with each other throughout the whole meeting.
- 7.1.4 The business of special meetings shall be clearly stated on the agenda and this should be the only business dealt with. Minutes of previous meetings or other business should not be included; however the normal rules of quorum and minute taking etc apply to special meetings.
- 7.1.5 The Chair of a committee/group may convene a special meeting of that committee/group.
- 7.1.6 From time to time it may be necessary for the Chair, or in their absence the Vice Chair, to act on behalf of the Corporation between meetings over and above the functions specifically delegated to the office.
- 7.1.7 For items of routine action, the Chair is authorised to act on behalf of the Corporation without reporting the action to a subsequent meeting of the Corporation. These are defined as:
- Signing routine documents
  - Signing cheques as permitted under the Financial Regulations
  - Representing the Corporation at conferences, functions etc
  - Agreeing the specific aspects of the implementation of matters already agreed by members
  - Responding to approaches made by external organisations
- 7.1.8 For items of a significant or urgent nature of the Chair (or in their absence the Vice Chair) may request the convening of a special meeting. If the urgency of business is such it is not possible to convene a special meeting of the Corporation, either onsite or remotely, the Chair (or Vice Chair in their

absence) should meet with the Chair of the Audit Committee to agree the action to be taken.

- 7.1.9 In cases where the view of the Corporation is required urgently on the instruction of the Chair, the Clerk may email all members setting out the issue and asking for their views. The Clerk will ensure all responses are collated and the Chair informed of the outcome.
- 7.1.10 Where this delegated authority is exercised and the Chair takes responsibility for a significant decision or initiative, a full written report signed by the Chair on the nature and reason for the action must be submitted to the Corporation at its next scheduled meeting.
- 7.1.11 Significant or urgent business is seen as a case whereby delaying any decision would seriously disadvantage the college.
- 7.1.12 Members should take corporate responsibility for actions taken in these cases.

## **7.2 Agendas and meeting paperwork**

- 7.2.1 An agenda is drawn up by the Clerk, based on the college's forward plan of Corporation business and knowledge of incoming issues. Agendas are drafted in conjunction with the Chair and the Principal.
- 7.2.2 An individual member may request an item is included on the agenda. The member should make the request through the Clerk at least fourteen days prior to the date of the meeting. The Clerk will inform the Chair and Principal if such an item is received prior to the agenda being finalised.
- 7.2.3 An electronic version of agendas and meeting papers are sent to members at least seven calendar days before any meeting. On the rare occasion this is not possible the Clerk will inform members of the delay and the reason for it. Members are asked to inform the Clerk if they would prefer to receive a hard copy of meeting papers.
- 7.2.4 The Clerk will provide members with concise and timely information on the location and time of a meeting, which matters are to be discussed, who is presenting items and clearly marked supporting papers.
- 7.2.5 The agenda will indicate which items require a decision on a recommendation and which are for information only.
- 7.2.6 For each scheduled item, the deadline for acceptance of supporting papers is eight days prior to the meeting. No supporting paper will accompany an agenda without the prior knowledge of the Principal and only in very exceptional cases and with the Chair's agreement will late or tabled papers be accepted.
- 7.2.7 Agenda items will lead with apologies, declarations of interest and minutes of last meeting, followed by the minutes of committee/group meetings. When there is other business such as nominations to board, election of Chair and Vice Chair, these items will be taken first before the apologies.

- 7.2.8 If the Chair wishes to include an urgent item which has arisen since the publication of the agenda, they may do so and should inform members at the commencement of the meeting. This may include reporting on urgent business decision(s) taken by the Chair/Vice Chair. Any member wishing to raise an urgent matter should inform the Clerk and Chair prior to the commencement of the meeting and it may be considered under 'Any other business'.
- 7.2.9 Where the Chair deems an item not to be of an urgent nature, it will be placed on the agenda for the next scheduled meeting together with any other matters raised by members.
- 7.2.10 Certain matters may be considered of a confidential nature and these will be reported in the confidential section of the agenda and the publication of this section will be restricted.
- 7.2.11 In November 2020, the Corporation introduced the recording of its meetings where held entirely or partly using Microsoft Teams. The reason for recording was to reduce the need for note-taking during the meeting, to enable the Clerk to participate fully in discussions. Permission to record is sought in advance from Corporation members and also confirmed at the beginning of the meeting. The recording is deleted after 30 days, as per college policy.
- 7.2.12 Corporation members are given the opportunity to provide questions in advance of the meeting (which does not remove the ability to ask questions during the meeting).
- 7.2.13 Where appropriate, the link governor relevant to the item being discussed will be asked to comment first before the meeting is opened out to wider questions and comments.

### **7.3 Quorum**

- 7.3.1 A meeting shall be quorate when at least 40% of the determined number of members are present. This means at least six members eligible to vote must be present during the agenda items at Corporation meetings where a formal decision is to be made. Committee/group meetings have their own specific quorum and are specified in the terms of reference.
- 7.3.2 If during the course of debate a meeting becomes inquorate the Clerk will inform the Chair who will terminate the meeting. If the numbers at the meeting fall because members have to withdraw from the discussion of certain items, the meeting may continue if those items are deferred to a future meeting and not discussed at the current meeting and by doing so the members remain and the meeting remains quorate.
- 7.3.3 If the meeting is cancelled or ended before the agenda is finished because of insufficient members being present, the Chair may call an additional meeting as soon as it is convenient to consider the items not discussed.

### **7.4 Proceedings of meetings**

- 7.4.1 Every question to be decided at a meeting will be determined by a majority of the members present and eligible to vote.
- 7.4.2 In the event of an equal division in votes the Chair will have a second or casting vote.
- 7.4.3 A member may not vote by proxy or by a postal vote.
- 7.4.4 If an individual member requests a vote be carried out and this request is formally seconded, this will be agreed. The normal method of voting will be by a show of hands. If a majority of members present who are eligible to vote wish the vote to be conducted by secret ballot this will be agreed and organised by the Clerk.
- 7.4.5 Once a matter has been decided at a meeting it cannot be changed at a subsequent meeting unless it becomes a specific item of business on the agenda for that meeting.
- 7.4.6 If a member disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Corporation member strongly disagrees, they should consult the Chair and, if necessary, raise the matter with the Corporation when it next meets under matters arising. If no meeting is scheduled, the Corporation member should refer to the power of the Chair or any five Corporation Members to call a special meeting, requesting the Clerk to circulate the Corporation member's views in advance to the other Corporation members.
- 7.4.7 A member expressing disagreement with a decision may be considered in breach of duty if they attempt to disrupt Corporation business as a result of that disagreement and may be removed from office as unfit.
- 7.4.8 In the absence of the Chair, a Vice Chair will automatically take over the role for that meeting. In the unlikely absence of the Chair & Vice Chairs the Clerk will introduce the meeting and ask for nominations from the Board to fulfil the role of acting Chair.
- 7.4.9 In addition to the register of interests, members should declare an interest in any agenda item in which they or persons closely connected to them have a personal interest. Any declaration of interest is the responsibility of an individual member. A member having declared an interest in the subject of debate may only speak on the matter with the Chair's permission but shall not be entitled to vote. It may be appropriate for the member to consider voluntarily withdrawing from the relevant part(s) of the meeting.
- 7.4.10 The agenda will contain clear recommendations for items requiring a formal decision or just for information.
- 7.4.11 Members may put forward an amendment and, provided another member seconds it, it will be the subject of debate. The Clerk will ask the proposer to clearly and precisely state the wording of the motion so it can be minuted. Once the amendment has been debated and the amendment carried by a majority of members present and entitled to vote, the original recommendation is overruled and the new form of words adopted.

- 7.4.12 Any member opposed to the amendment will need to speak and vote against it rather than raise a further amendment. Any amendment proposed may alter the wording of the original recommendation but may not directly contradict it.
- 7.4.13 At any point during a meeting a member may raise a point of order where it is believed the Instrument & Articles of Government (or other specified rules) are being ignored. The member raising the point of order will be required to explain the way in which the correct procedure is not being followed. The point of order will be dealt with immediately by the Chair in consultation with the Clerk. The ruling of the Chair will be final.
- 7.4.14 Once a matter is considered by the Corporation, every member of the Corporation is bound by the collective decision of the Corporation whatever one's personal views are on the issue.
- 7.4.15 Outstanding business not resolved by the Corporation may be picked up under matters arising or as a separate agenda item at a subsequent meeting. The latter is preferable as an item continually being raised under matters arising distorts the balance of the meeting whereas a specific agenda item formally addresses the issue and closes the matter.
- 7.4.16 All discussions at meetings will be addressed through the Chair. The Chair will be responsible for ensuring adequate debate has been allowed for each item. Members wishing to contribute to the debate should signal to the Chair or Clerk so they may take their turn.
- 7.4.17 The Instrument of Government states members shall not be bound in speaking and voting mandates given to them by other bodies or persons. Members are required to respect the right of others to express their views.
- 7.4.18 At the end of every meeting there will be a standing item for members to identify potential improvements for how meetings are organised and/or managed; and also to consider any risks to be incorporated into the college's risk registers following that meeting's discussions.

## **7.5 Determination of confidential agenda items**

- 7.5.1 The principle of public accountability is an important issue and it is the intention of the Instrument of Government as far as possible Corporation business should be open to scrutiny. The Corporation wishes to support this approach and items considered of a confidential nature will be kept to a minimum although on the advice of the College's internal auditors the list of items was expanded.
- 7.5.2 The Audit Committee has agreed the following statement, with respect to Confidential items:

*The college recognises the importance of openness and transparency, whilst respecting the need for some agenda items to be held in Confidential session. The reasons an item may be considered confidential are set out in the Corporation Handbook. Some items will remain confidential indefinitely, for example if discussing an individual staff member or student, whereas*

*others will be time-limited. Minutes relating to time-limited confidential matters will be released as appropriate over time.*

7.5.3 Confidential items will include:

- the report of the Remunerations Committee;
- staff matters relating to remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- a named person employed at or proposed to be employed at the institution;
- a named student at or candidate for admission to the institution;
- items of a commercially sensitive nature;
- information provided in confidence by a third party who has not authorised its disclosure;
- financial or other information relating to procurement decisions including that relating to the college negotiating position;
- information relating to the negotiating position of the college in industrial relation matters;
- information relating to the financial position of the college where disclosure might harm the college or its competitive position as determined by the Corporation;
- legal notice received from or instructions given to the college legal advisors; and
- information planned for publication in advance of that publication

7.5.4 In addition to the above a member, supported by a majority of the Corporation, may request at the commencement of the meeting that any agenda item by reason of its nature should be dealt with on a confidential basis.

7.5.5 Any person who is not a member of the Corporation or the Clerk will be required to withdraw from the meeting where any confidential item is to be discussed.

7.5.6 The rules of withdrawal of members from the debate are defined in the Instrument of Government and will apply to any item determined as Confidential. All items including confidential items will be listed on the agenda so all members and other interested parties may be aware which topics are to be discussed.

7.5.7 A separate minute will be taken of items determined as confidential. This minute will not be made publicly available or be made available to members who were required to withdraw from the debate.

7.5.8 Members are bound by the Code of Conduct to keep confidential any matter, which by reason of its nature has been dealt with on a confidential basis.

## **7.6 Withdrawal from meetings or debate**

7.6.1 A member of the Corporation who is a member of staff of the institution (including the Principal and the Clerk) shall withdraw:

- from that part of any meeting of the Corporation or any committee/group at which staff matters relating solely to them (as distinct from staff matters relating to all members of staff, or all members of staff in a particular class) are to be considered;



- from that part of any meeting of the Corporation or any committee/ group at which their reappointment or the appointment of their successor is to be considered; and
- if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of committee/ group of the Corporation at which staff matters relating to any member of staff holding a post senior to his own are to be considered

7.6.2 A student member who is under the age of 18 shall not vote (whether at a meeting of the Corporation or at a meeting of any committee) on any question concerning any proposal:

- for the expenditure of money by the Corporation; or
- under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability;
- from that part of any meeting of the Corporation or any committee at which his conduct, suspension or expulsion is to be considered (except for appeal hearings)
- take no part in the consideration or discussion of a matter relating to a member or prospective member of staff and not vote on any question with respect to that matter; and
- where required to do so by a majority of the members of the corporation or committee present at the meeting will withdraw from the meeting

7.6.3 The Clerk shall withdraw from that part of any meeting of the Corporation or any committee at which their remuneration, conditions of service, conduct, suspension, dismissal or retirement in their capacity as Clerk are to be considered. Where the Clerk withdraws the Corporation should appoint a person to clerk the meeting from their own number.

7.6.4 Any member who has any financial interest or other relevant interest may not take part in the consideration or vote on the matter and may wish to consider volunteering to withdraw during the debate.

7.6.5 Withdraw means to leave the room for the duration of the relevant business.

## **7.7 Access to Corporation business**

7.7.1 Responsibility for determining who may attend meetings of the Corporation (other than members and the Clerk) rests with the Corporation.

7.7.2 In order for the Corporation to have access to information and advice, it is considered appropriate members of the Executive Leadership Team may be invited to all meetings of the Corporation and its committees/groups (except Remuneration Committee). Senior managers will be invited to attend meetings if they are presenting a report. It is not expected they will attend for the full meeting, although they are welcomed to attend as observers. Such persons shall not be entitled to vote on Corporation business.

7.7.3 Where it is appropriate for other employees of the college to attend a meeting to offer particular expertise, the Principal and Chair should agree their attendance at the initial agenda setting stage. Such persons shall not be entitled to vote on Corporation business.

- 7.7.4 While the majority of business concluded by the Corporation is not confidential and its reports are open to inspection it is not appropriate as a matter of course for members of the public or the press to attend meetings as observers.
- 7.7.5 Any employee or student of the college may attend a Corporation meeting. A calendar of meetings will be published on the college's website. It is helpful for any person interested in attending to notify the Clerk of their intention.
- 7.7.6 Observers will not normally be permitted to attend committee/group meetings.
- 7.7.7 Unless specifically invited to do so by the Chair, observers do not have speaking rights at any time during the meeting. If there is any form of disruption of the meeting by observers, the Chair will have the authority to suspend the meeting and ask that the observer(s) withdraw.
- 7.7.8 Members of the Corporation and the Clerk are the only persons entitled to attend all meetings.
- 7.7.9 The Clerk will withdraw from the Remuneration Committee during items pertaining to their employment. In such cases, a member of the Committee shall take the minutes for that item.
- 7.7.10 Agendas and meeting papers for the Corporation are available on request from the Clerk (either by post, phone or email).
- 7.7.11 Approved minutes, pen pictures of members, the Corporation Handbook and other relevant information is available on the college's website -under the Governance heading.

## **7.8 Minutes**

- 7.8.1 Written minutes of every meeting will be prepared by the Clerk (or acting Clerk) within seven days of the meeting taking place. The minutes will be sent to the Chair of that meeting for approval as a draft.
- 7.8.2 The approval of the minutes of a meeting will be taken as an agenda item at the next meeting of the Corporation or committee/group and will be considered as early on the agenda as possible.
- 7.8.3 Members will be asked to approve the minutes as a correct record.
- 7.8.4 A separate minute will be taken for any part of a meeting where the Principal, student or staff member withdraws and that person will have no right to see the minute unless authorised by the other members.
- 7.8.5 Original minutes of meetings will be retained indefinitely by the Clerk. Once approved, minutes of the Corporation meetings will be published on the college website.

## **7.9 Publication of minutes and documentation**

7.9.1 With the exception of excluded items, the following will be available for inspection from the Clerk and in some cases also published on the college's website:

- agendas for Corporation meetings
- approved minutes of Corporation meetings
- any reports, documents and other papers considered at the Corporation meetings
- Register of interests
- Register of Hospitality and Gifts
- Corporation Handbook

7.9.2 The following items will not be available for inspection:

- a matter concerning a named person employed at the college;
- a matter concerning a named learner (or former learner); and
- any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis

## **7.10 Correspondence on behalf of the Corporation**

7.10.1 Statements to external organisations or individuals on behalf of the Corporation may only be made by the Chair, Principal or Clerk (or their nominees where appropriate).

7.10.2 The Clerk is authorised to deal with general enquiries relating to Corporation business. Requests from local or national press, local authority councillors or MPs should be referred to the Principal or Chair

7.10.3 The Clerk will conduct all correspondence on behalf of the Corporation.

7.10.4 Third parties (including college employees and students) who wish to correspond with members must do so through the Clerk.

7.10.5 Member's contact details will not be supplied to any individual by the Clerk but may be supplied to other Corporation members (as per the Privacy Notice for Corporation members).

## **7.11 Allowances and expenses**

7.11.1 The role of college governor is a voluntary activity and it is important to maintain the principle that members should take no financial benefit from the position. Any expenses claimed by members will be reviewed annually by the college auditors.

7.11.2 The college has introduced a Governor Expenses Policy, which was approved by the Corporation in March 2020 and then updated in September 2020 to reflect the ability to attend meetings remotely.

7.11.3 Unless by personal choice, no governor should be 'out of pocket' as a result of carrying out their normal duties and responsibilities. As a charity with exempt status, it is important the college complies with legislation and guidance issued by the Charity Commission on this topic. Governors are therefore also trustees. Whilst the concept of unpaid trusteeship has been one of the defining characteristics of the charitable sector, the Commission advises trustees are entitled to have their expenses met from the funds of the charity.

Governors should familiarise themselves with the Governor Expenses Policy and receive agreement in principal from the Clerk prior to incurring any costs.

## SECTION 8 - APPENDICES

- A1** Telford College Instrument of Government
- A2** Telford College Articles of Government
- A3** List of established task and finish groups
- A4** Continuous improvement framework
- A5** Corporation member development programme
- A6** Governance maturity matrix (outline)

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## **1 Interpretation of the terms used**

In this Instrument of Government:

- a) any reference to 'the Principal' shall include a person acting as Principal
- b) 'the Clerk' means to the Clerk to the Corporation
- c) 'the Corporation' means the further education corporation to which this Instrument applies
- d) 'the institution' means to the institution which the Corporation has been established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further & Higher Education Act 1992
- e) 'this instrument' means this Instrument of Government
- f) 'the CE of the ESFA' means the Chief Executive of the Education & Skills Funding Agency
- g) 'CE of ESFA member' means a member of the Corporation appointed by the CE of the ESFA under s11 of the Learning & Skills Act 2000
- h) 'meeting' includes a meeting at which the members attending are present in more than one room, provided that by the use of video-conferencing facilities it is possible for every person present at the meeting to communicate with one another
- i) 'necessary skills' means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have
- j) 'staff member' and 'student member' have the meanings given them in Clause 2
- k) 'the previous Instrument of Government' means the Instrument of Government relating to the Corporation which had effect immediately before 01 January 2008
- l) 'the Secretary of State' means the Secretary of State for Education
- m) 'staff matters' means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff
- n) 'the students' council' means any association of students formed to further the educational purposes of the institution and the interests of students, as students
- o) A 'variable category' means any category of members whose numbers may vary according to Clauses 2 and 3

## **2 Composition of the Corporation**

2.1 Subject to the transitional arrangements set out in Clause 4, the Corporation shall consist of:

- a) up to 10 members who appear the Corporation to have the necessary skills to ensure the Corporation carries out its functions under Article 3 of the Articles of Government
- b) the Principal of the institution
- c) two members who are members of the institution's staff, have a contract of employment with the institution and have been nominated and elected as set out in Paragraphs (3, 4 or 5) ('staff members')
- d) 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')

- 2.2 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.
- 2.3 Where the Corporation has decided there are to be two staff members:
- a) One may be a member of the academic staff, nominated and elected by only academic staff; and
  - b) One may be a member of the non-academic/business support staff, nominated and elected only by non-academic staff
- 2.4 The appointing authority, as set out in Clause 5, will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under Paragraph (1).

### **3 Determination of membership numbers**

- 3.1 Subject to Paragraph (2) and the transitional arrangements in Clause 4, the number of members of the Corporation, and the number of members of each variable category, shall be that decided by the Corporation in the most recent determination made under the previous Instrument of Government.
- 3.2 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 exceed fifteen
  - 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
- 3.3 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.

### **4 Transitional arrangements**

- 4.1 Where, following the last determination under the previous Instrument of Government, the membership of the Corporation does not conform in number to that determination:
- a) Nothing in Clauses 2 and 3 of this Instrument shall require the removal of members where the previous Instrument would not have required their removal; but
  - b) The Corporation shall ensure any new appointments are made so that its composition conforms to the determination as soon as possible.

### **5 Appointment of the members of the Corporation**

- 5.1 Subject to Paragraph (2) the Corporation is the appointing authority in relation to the appointment of its members.
- 5.2 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.



- 5.3 The appointing authority may decline to appoint a person as a staff or student member if:
- a) It is satisfied the person has been removed from office as a member of a FE corporation in the previous ten years
  - 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, providing such rules or bye-laws make the same provision for each category of members appointed by the appointing authority
  - c) The person is ineligible to be a member because of Clause 8

## **6 Appointment of the Chair and Vice Chair**

- 6.1 The members of the Corporation shall appoint a Chair and a Vice Chair from among themselves.
- 6.2 Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice Chair or to act as Chair in their absence.
- 6.3 If the Chair and 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.
- 6.4 The Chair and Vice Chair shall hold office for two years or such period as the Corporation decides.
- 6.5 The Chair or Vice Chair may resign from office at any time by giving notice in writing to the Clerk.
- 6.6 If the Corporation is satisfied the Chair or Vice Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair/Vice Chair from office and the office shall then be vacant.
- 6.7 At the last meeting before the end of term of office of the Chair or Vice Chair, or at the first meeting following the Chair's/Vice Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
- 6.8 At the end of their respective terms of office, the Chair and Vice Chair shall be eligible for reappointment.
- 6.9 Paragraph (8) 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.

## **7 Appointment of the Clerk to the Corporation**

- 7.1 The Corporation shall appoint a person to serve as its Clerk but the Principal may not be appointed as the Clerk.
- 7.2 In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary clerk but the Principal may not be appointed as the Clerk.

- 7.3 Any reference in this Instrument to the Clerk shall include any temporary Clerk appointed under Paragraph (2).
- 7.4 Subject to Clause 14, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.
- 7.5 The Clerk may also be a member of staff at the institution.

## **8 Persons ineligible to be members**

- 8.1 No one under the age of 18 years may be a member, except as a student member.
- 8.2 The Clerk may not be a member.
- 8.3 A person who is a member of staff of the institution may not be, or continue as, a member except as a staff member or in the capacity of Principal.
- 8.4 Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a student's council.
- 8.5 Subject to Paragraphs 6 and 7, a person shall be disqualified from holding, or from continuing to hold, office as a member if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- 8.6 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 s375 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
- 8.7 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.
- 8.8 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 UK 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.

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

8.10 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.

## **9 Terms of office**

9.1 A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment but the length of the term shall not exceed four years.

9.2 Members retiring at the end of their term of office shall be eligible for reappointment, and Clause 5 shall apply to the reappointment of a member as it does to the appointment of a member. The standard length of service will be two terms. The reappointment for a third term will only be considered where the Corporation can demonstrate the reasons for doing so. This will be the exception rather than the rule.

9.3 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.

## **10 Termination of a membership**

10.1 A member may resign from office at any time by giving notice in writing to the Clerk.

10.2 If at any time the Corporation is satisfied 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 three 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.

10.3 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 and the office shall then be vacant.

- 10.4 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.

## **11 Members not to hold interests in matters relating to the institution**

- 11.1 A member to whom Paragraph (2) applies shall:
- a) Disclose to the Corporation the nature and extent of the interest; and
  - b) If present at a meeting of the Corporation, or any of its committees and groups, at which supply, contract or other matter as is mentioned in Paragraph (2) is to be considered, not to take part in the consideration or vote on any question with respect to it and not to be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
  - c) Withdraw, if present at a meeting of the Corporation, or any of its committees and groups, 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 member of the Corporation or committee/group present at the meeting.
- 11.2 This paragraph applies to a member who:
- a) Has any financial interest in:
    - i. The supply of work to the institution, or the supply of goods for the purposes of the institution;
    - ii. Any contract or proposed contract concerning the institution; or
    - iii. Any other matter relating to the institution;
  - b) Has any other interest of a type specified by the Corporation in any matter relating to the institution.
- 11.3 This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
- 11.4 Where the matter under consideration by the Corporation or any of its committees/groups 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 doing so 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 undergoing negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.
- 11.5 The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available to any person wishing to inspect it, both on the website and in person.

## **12 Meetings**

- 12.1 Following the move to a limited committee model of governance, the Corporation shall meet approximately every month and shall hold other meetings as may be necessary.
- 12.2 Subject to Paragraphs (4) and (5) and to Clause 13.4, 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 by email written notice of the meeting, the agenda and accompanying reports. Where this is not possible, Corporation members will be notified of the meeting and informed when the meeting papers are to be circulated.
- 12.3 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.
- 12.4 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 four members.
- 12.5 Where the Chair, or in the Chair's absence the Vice Chair, decides 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.
- 12.6 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.

## **13 Quorum**

- 13.1 Meetings of the Corporation and its committees/groups shall be quorate if the number of members present is at least 40% of the members, determined according to Clause 3.
- 13.2 If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- 13.3 If during a meeting of the Corporation there ceases to be a quorum, either the meeting shall be terminated at once or all approval/decision-making items shall be deferred to the next meeting.
- 13.4 If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as is convenient.

## **14 Proceedings of meetings**

- 14.1 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.

- 14.2 Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
- 14.3 A member may not vote by proxy or by way of postal vote.
- 14.4 No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 14.5 Except as provided by procedures made pursuant to Article 16 of the Articles of Government, 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/groups, at which staff matters relating solely to that member of 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/groups, 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/groups, 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/groups, 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.
- 14.6 A Principal who has chosen to not 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/groups, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under Paragraph (5).
- 14.7 A student member who is under the age of 18 shall not vote at a meeting of the Corporation or any of its committees/groups, 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.
- 14.8 Except as provided by rules made under Article 15 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, or any of its committees/groups, at which a student's conduct, suspension or expulsion is to be considered.

- 14.9 In any case where the Corporation, or any of its committees/groups, 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 matters 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/group present at that meeting, withdraw from the meeting.
- 14.10 The Clerk:
- a) Shall withdraw from that part of any meeting of the Corporation, or any of its committees/groups, 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).
- 14.11 If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation under Paragraph (10), the Corporation shall appoint a person amongst themselves to act as Clerk during this absence.
- 14.12 If the Clerk withdraws from a meeting, or part of a meeting, of a committee/group of the Corporation, the Corporation shall appoint a person amongst themselves to act as Clerk during this absence.

## **15 Minutes**

- 15.1 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.
- 15.2 Paragraph (1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.
- 15.3 Where minutes of a meeting are taken as an agenda item and agreed to be accurate, they shall be recorded as such in the minutes for that agenda item.
- 15.4 Separate minutes shall be taken for those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with Clause 14(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.

## **16 Public access to meetings**

- 16.1 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 17(2).

## **17 Publication of minutes and papers**

- 17.1 Subject to Paragraph (2), the Corporation shall ensure a copy of:
- a) The agenda for every meeting of the Corporation;
  - b) The draft minutes of every such meeting, if approved by the Chair of that meeting;
  - c) The approved minutes of every such meeting; and
  - d) Any report, document or other paper at any such meeting
- Shall as soon as possible be made available during normal office hours by the Clerk to any person wishing to inspect them.
- 17.2 There shall be excluded from any item made available for inspection, any material relating to:
- a) A named person employed at or proposed to be employed at the institution;
  - b) A named student at, or candidate for admission to, the institution;
  - c) The Clerk; or
  - d) Any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- 17.3 The Corporation shall ensure a copy of the approved minutes of every meeting of the Corporation, under Paragraph (1), shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
- 17.4 The Corporation shall review regularly all material excluded from inspection under Paragraph (2)(d) and make any such material available for inspection where it is satisfied the reason for dealing with the matter on a confidential basis no longer applies, or where it considers the public interest in disclosure outweighs that reason.

## **18 Copies of the Instrument of Government**

- 18.1 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 on the website and for inspection at the institution, during normal office hours, from the Clerk to every member of staff and student.

## **19 Change of name of the Corporation**

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

## **20 Application of the seal**

- 20.1 The application of the seal of the Corporation shall be authenticated by:
- a) The signature of either the Chair or some other member authorised either generally or specially by the Corporation to act for that purpose; and
  - b) The signature of any other member.



## **Contents**

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2	Conduct of the institution
3	Responsibilities of the Corporation, the Principal and the Clerk
4	Establishment of committees/groups and delegations of functions
5	The Search Committee
6	The Audit Committee
7	Composition of committees
8	Access to committees by non-members and publication of minutes
9	Delegable and non-delegable functions
10	Appointment and promotion of staff
11	Rules relating to the conduct of staff
12	Academic freedom
13	Grievance, suspension and disciplinary procedures
14	Suspension and dismissal of the Clerk
15	Students
16	Financial matters
17	Cooperation with the CE of the ESFA's auditor
18	Internal audit
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## **1 Interpretation of the terms used**

In these Articles of Government:

- a) any reference to 'the Principal' shall include a person acting as Principal
- b) 'the 'Articles' means this 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 the ESFA' means the Chief Executive of the Education & Skills Funding Agency
- g) '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 Education
- 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' council' has the same meaning as in the Instrument of Government

## **2 Composition of the Corporation**

- 2.1 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.

## **3 Responsibilities of the Corporation, Principal and the Clerk**

- 3.1 The Corporation shall be responsible for the following functions:
- a) The determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
  - b) Publishing arrangements for obtaining the views of staff and students on the determination and period review of the educational character and mission of the institution and the oversight of its activities;
  - c) Approving the quality strategy of the institution;
  - d) The effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding of their assets;
  - e) Approving annual estimates of income and expenditure;
  - f) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of the pay in the capacity of a member of staff; and
  - g) Setting a framework for the pay and conditions of service of all other staff.
- 3.2 Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the institution, and shall be responsible for the following functions:

- a) Making proposals to the Corporation about the educational character and mission of the institution and implementing 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 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.

3.3 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.

#### **4 The establishment of committees and groups and delegations of functions generally**

4.1 The Corporation may establish committees/groups 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/groups;
- b) The Chair, or in the Chair's absence, the Vice Chair; or
- c) The Principal.

4.2 The number of members of a committee/groups, and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.

4.3 The Corporation may also establish committees/groups under collaborations arrangements made with other further education institutions or maintained schools (or both), and such joint committees/groups shall be subject to any regulations made under s166 of the Education & Inspections Act 2006 governing such arrangements.

#### **5 The Search Committee**

5.1 The Corporation shall establish a committee, to be known as the 'Search Committee', to advise on:

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

5.2 The Corporation shall not appoint any person as a member (other than as a staff or student member) without first consulting and considering the advice of the Search Committee.

5.3 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.

5.4 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 the dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

## **6 The Audit Committee**

6.1 The Corporation shall establish a committee, known as the 'Audit Committee', to advise on matters relating to the Corporation's audit arrangements and systems of internal control.

6.2 The Audit Committee shall consist of at least three members and shall operate in accordance within any requirements of the ESFA. Members of staff at the institution cannot be members of the Audit Committee but may be invited to attend where appropriate.

## **7 Composition of committees and groups**

7.1 Any committee/group established by the Corporation, other than the committee/group referred to Article 10, may include persons who are not members of the Corporation.

## **8 Access to committees/ groups by non-members and publication of minutes**

8.1 The Corporation shall ensure:

- a) A written statement of its policy regarding attendance at committee/groups meetings by persons who are not committee members; and
- b) The minutes of committees/groups, where approved and are not considered confidential;

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

## **9 Delegable and non-delegable functions**

9.1 The Corporation shall not delegate the following:

- 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.

9.2 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/group of members of the Corporation.

9.3 The Corporation shall make rules specifying the way in which a committee/group having functions under Paragraph (1) shall be established and conducted.

9.4 The Principal may delegate functions to the holder of any other senior post other than:

- a) The management of budget and resources; and
- b) Any functions delegated to the Principal by the Corporation.

## **10 Appointment and promotion of staff**

10.1 Where there is a vacancy or expected vacancy in a senior post, the Corporation shall:

- a) Advertise the vacancy nationally; and
- b) Appoint a selection panel consisting of:
  - i. At least four members of the Corporation including the Chair or the Vice Chair or both, where the vacancy is for the post of Principal; or
  - ii. The Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.

10.2 The members of the selection panel shall:

- a) Decide on the arrangements for selecting the applicants for interview;
- b) Interview the applicants; and
- c) Where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.

10.3 If the Corporation approves the recommendation of the selection panel, that person shall be appointed.

10.4 If the members of the selection panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may make an appointment itself of a person amongst those interviewed, or it may require the panel to repeat the steps specified in Paragraph 2, with or without first re-advertising the vacancy.

10.5 Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff:

- a) May be required to act as Principal or in the place of any other senior post holder; and

- b) If so required, shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.

10.6 The Principal shall have responsibility for selecting the appointment of 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.

## **11 Rules relating to the conduct of staff**

11.1 After consultation with the staff, the Corporation shall make rules relating to their conduct.

## **12 Academic freedom**

12.1 In making rules under Article 14, the Corporation shall have regard to the need to ensure academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

## **13 Grievance, suspension and disciplinary procedures**

13.1 After consultation with the staff, the Corporation shall make rules setting out:

- a) Grievance procedures for all staff;
- b) Procedures for the suspension of all staff; and
- c) Disciplinary and dismissal procedures for:
  - i. Senior post holders; and
  - ii. Staff other than senior post holders.

And such procedures shall be subject to the provisions of Articles 3(1)(e), 3(2)(e), 9(d), 9(e), 10(1) and 14.

13.2 Any rules made under Paragraph (1)(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

13.3 Any rules made under Paragraph (1)(c)(i) shall include provision that where the Corporation considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

## **14 Suspension and dismissal of Clerk**

14.1 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 13(c).

14.2 Where the Clerk is suspended or dismissed under Article 13, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation.

## **15 Students**

- 15.1 Any students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved the Corporation.
- 15.2 The students' union shall present audited accounts annually to the Corporation.
- 15.3 After consultation with representatives of the students, the Corporation shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

## **16 Financial matters**

- 16.1 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 the ESFA.

## **17 Cooperation with the CE of ESFA's auditor**

- 17.1 The Corporation shall cooperate with any person who has been authorised by the CE of the ESFA to audit any returns of number 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.

## **18 Internal audit**

- 18.1 The Corporation shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial control and other control to ensure they contribute to the proper, economic, efficient and effective use of the Corporation's resources.
- 18.2 The Corporation may arrange for the examination and evaluation mentioned in Paragraph (1) to be carried out on its behalf by internal auditors.
- 18.3 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.

## **19 Accounts and audit of accounts**

- 19.1 The Corporation shall:
- a) Keep proper accounts and proper records in relation to the accounts; and
  - b) Prepare a statement of accounts for each financial year of the Corporation.
- 19.2 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 the ESFA 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 its publication.

- 19.3 The accounts and statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.
- 19.4 The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors.
- 19.5 Auditors shall be appointed and audit work conducted in accordance with any requirements of the CE of the ESFA.
- 19.6 The 'financial year' means the first financial year and, except as provided for in Paragraph (8), each successive period of twelve months.
- 19.7 The 'first financial year' means the period from the date the Corporation was established up to the second 31<sup>st</sup> July following that date, or up to some other date which has been chosen by the Corporation with the CE of the ESFA's approval.
- 19.8 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 the ESFA's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

## **20 Rules and bye-laws**

- 20.1 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.

## **21 Copies of the Articles of Government and rules and bye-laws**

- 21.1 Any 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 on the website and for inspection at the institution upon request, during normal office hours, to every member of staff and student.

## **22 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 & Articles of Government, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.
- 22.2 The Corporation shall not make changes to the Instrument & Articles of Government that would result in the body ceasing to be a charity.

## **23 Dissolution of the Corporation**



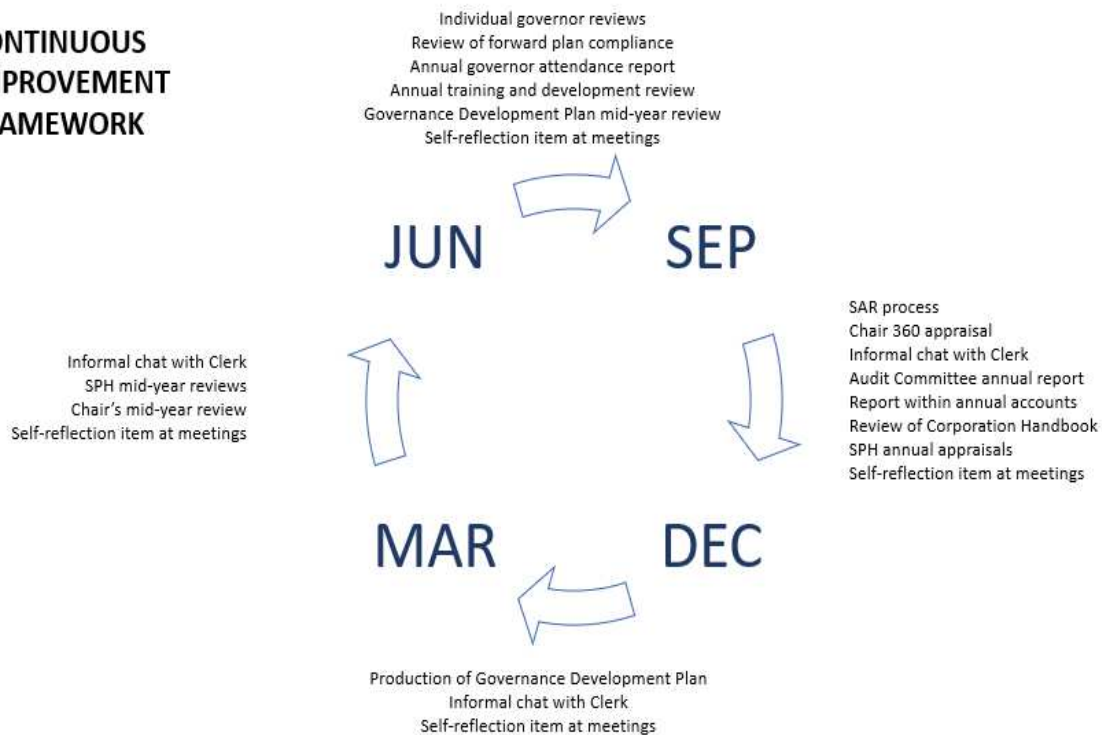
- 23.1 The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.
- 23.2 The Corporation shall ensure a copy of the draft resolution to dissolve the Corporation on such a specified date shall be published at least one month before the proposed date of such resolution.

### Appendix 3 – List of established task and finished groups

<b>Group</b>	<b>First meeting</b>	<b>Last meeting</b>
Finance Focus Group	January 2018	December 2018
Digital Focus Group	November 2020	June 2021
Capital Focus Group	October 2021	

## Appendix 4 – Continuous improvement framework

### CONTINUOUS IMPROVEMENT FRAMEWORK



## Appendix 5 – Corporation member development programme

	CORE			PROFICIENT			HIGHLY EFFECTIVE		
BEING AN EFFECTIVE BOARD MEMBER	C1A	Understanding your role and the role of the board		P1A	Leading a committee		H1	Preparing to lead the board	
	C1B	Recognising effective board behaviours		P1B	Virtual governance				
	C2	Safeguarding for governors		P2	Understanding your role as a safeguarding governor				
	C3	Prevent for governors and board members							
STRATEGY & EDUCATIONAL CHARACTER	C4	Introduction to strategy, <u>mission</u> and values		P3	Developing educational character		H2	Scrutinising strategic change	
	C5	Understanding the sector, <u>policy</u> and inspection		P4	Supportive effective risk management				
CURRICULUM	C6A	Introduction to curriculum design and planning		P5	Developing the curriculum		H3	Partnership working	
	C6B	Understanding your curriculum offer and student profile							
QUALITY & STANDARDS	C7	Delivering effective teaching, learning and assessment		P6	Supporting improvement in teaching, learning and assessment		H4	Board involvement in inspection	
	C8	The self-assessment and quality improvement processes							
FINANCE, RISK & AUDIT	C9A	Financial management for board members		P7A	Strategic financial management and understanding funding		H5	Advanced financial decision making	
	C9B	Introduction to audit		P7B	Audit for audit committee members				
				P7C	Board assurance frameworks				
BOARD LEADERSHIP	C10	Understanding board responsibilities		P8A	Culture, <u>people</u> and organisational development		H6	Leading significant organisational change	
				P8B	Board responsibilities and duties for senior post holders				

**Appendix 6 – Governance maturity matrix (summary)**

	<b>Progress level</b>				
	<b>1 Fundamental</b>	<b>2 Developing</b>	<b>3 Strengthening</b>	<b>4 Sustaining</b>	<b>5 Excelling</b>
<b>Culture and behaviour</b>					
<b>Purpose and leadership</b>					
<b>Structure and business flow</b>					
<b>Skills and capacity</b>					
<b>Finance and resources</b>					
<b>Risk and agility</b>					
<b>Stewardship and standards</b>					
<b>Engagement and voice</b>					
<b>Impact and reach</b>					