



Herefordshire College  
of Technology

**HEREFORDSHIRE COLLEGE  
OF TECHNOLOGY**

**STANDING ORDERS  
AND TERMS OF REFERENCE**

**MARCH 2010**

**(Approved by the Board on 9 March 2010)**

# **HEREFORDSHIRE COLLEGE OF TECHNOLOGY STANDING ORDERS AND TERMS OF REFERENCE**

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# HEREFORDSHIRE COLLEGE OF TECHNOLOGY

## STANDING ORDERS AND TERMS OF REFERENCE

### 1.0 INTRODUCTION AND INTERPRETATION

#### *Introduction*

- 1.1 These Standing Orders have been produced for use by the Corporation and its Committees and lay down current policy with regard to the Corporation's accountabilities.
- 1.2 The purpose of these Standing Orders is:
- to set out rules for observance by the Corporation and its Members in discharging their responsibilities under the Instrument and Articles of Government;
  - to set out terms of reference for the Corporation and its Committees; and
  - to complement the Financial Regulations in terms of financial governance.
- 1.3 It should be noted that nothing in this document can override the provisions of Herefordshire College of Technology's Instrument and Articles of Government which are to be regarded as the primary sources of guidance.

#### *Interpretation*

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

### 2.0 CORPORATION POWERS AND RESPONSIBILITIES

- 2.1 The Corporation has been granted power by Sections 18 and 19 of the Further and Higher Education Act 1992 (see *Appendix 1*).
- 2.2 Within these powers the Corporation has responsibilities for strategic policy, overall direction and monitoring of performance of senior postholders given to it by Article 3 (1) of its Articles of Government. The Articles also specify the role of the Principal (Principal and Chief Executive) to implement the Corporation's decisions and to manage the College's affairs within the budgets and frameworks set by the Corporation. (see *Appendix 2*).

- 2.3 The following five responsibilities **cannot be delegated**.
- (a) The determination of the educational character and mission of the Institution and for the oversight of its activities.
  - (b) The approval of the quality strategy of the Institution.<sup>1</sup>
  - (c) The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets.
  - (d) The approval of the annual estimates of Income and Expenditure.
  - (e) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of senior postholders and the clerk; (including were the Clerk is a member of staff, in their capacity as a member of staff).
  - (f) Setting a framework for the pay and conditions of service of all other staff.
- 2.4 The Corporation may, from time to time, resolve to add other matters, which must not be delegated, to the above list.
- 2.5 As a condition of receiving public funds the Corporation and Chief Executive have duties and responsibilities as set out in the College's Financial Memorandum (see *Appendix 3*) and for the proper use of income derived from the providers of other public funds.
- 2.6 In complying with their obligations laid down by the Law and by the external demands placed upon public sector spending bodies, the Chair and members of the Corporation and the Committees will operate in accordance with these Standing Orders and shall receive advice regarding their interpretation from the Clerk.
- 2.7 If any member is in any doubt as to the reliability of anything contained in these Standing Orders they should consult the Clerk and, if necessary, legal advice will be sought.

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

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

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

Independent Members	12
Staff Members	1
Student Members	2
Principal and Chief Executive	1
<b>TOTAL</b>	<b>16</b>

<sup>1</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Articles 3(1)(b)

- 3.2 The Corporation will endeavour to ensure that there is an appropriate balance of skills, experience, gender, ethnicity and disability amongst members.
- 3.3 The Corporation has established a Search and Governance Committee, which is responsible for monitoring the membership and for recommending new members to the Corporation following consideration of nominations received.
- 3.4 The Clerk maintains a list of Corporation members, the Committees upon which they serve, their membership category, expiry date, and brief background. These lists are available for public information.
- 3.5 Except for the ex-officio member, a member shall be appointed to serve a term of office of four years. However, on retirement a Member is eligible for reappointment, for a further term of no longer than four years. Thereafter, in exceptional circumstances, and at the recommendation of a Special Re-appointment Committee, annual extensions may be granted. The Corporation must then endorse the recommendations. The term of office for the initial membership shall be varied thus allowing subsequent membership to be on a 'rolling basis'.
- 3.6 The student members<sup>3</sup> of the Corporation shall be appointed for a maximum of 4 years, or as long as they remain a student of the College. A person employed by the Corporation in connection with the student's role as an officer of the students' union may also serve as the student member<sup>4</sup>.
- 3.7 Any member who is a member by virtue of being a member of staff (including the Principal) or a student of the College shall cease to be a member if s/he ceases to be a member of the staff or a student of the College and thereupon the office shall become vacant.
- 4.0 APPOINTMENT OF CORPORATION CHAIR AND VICE-CHAIR<sup>5</sup>**
- 4.1 At the first Board meeting in each academic year, the Corporation shall elect a Chair, Vice-Chair from among their number. To support this process, the Clerk shall write to Members to provide an opportunity to declare their interest and invite nominations to the posts for the following academic year. If necessary, the Clerk will organise a secret postal ballot for Members to make their selection.
- 4.2 The term of office of the Chair and Vice-Chair shall be one year. The Chair and Vice-Chair retiring at the end of their respective terms of office shall be eligible for re-appointment provided that they have not served a maximum period of 5 consecutive years as Chair or Vice Chair.
- 4.3 Neither the Principal nor staff or student members shall be eligible to be appointed Chair or Vice-Chair.
- 4.4 The Chair or Vice-Chair may resign their office at any time by giving notice in writing to the Clerk to the Corporation. The procedures outlined above will be followed for appointment to the relevant post(s).

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<sup>3</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 2(f)

<sup>4</sup> Amended September 2006 Reflects Clause 8(3) Instrument of Government

<sup>5</sup> Revised March 2010. Section 4.0 revised to include annual arrangements to appoint Chair and Vice Chair and terms in office. Removed requirement for postal ballot for appointments

4.5 In the event that the Chair or Vice Chair should resign or be removed from office, the Corporation shall appoint another Member as the Chair or Vice Chair at the first meeting following their resignation or removal from office.<sup>6</sup>

## **5.0 CLERK TO THE CORPORATION<sup>7</sup>**

5.1 The Corporation shall appoint the Clerk to the Corporation. The Clerk shall be responsible to the Corporation and managed by the Chair.

5.2 The conditions of service of the Clerk are the responsibility of the Corporation.

5.3 The Chair of Governors undertakes the appraisal of the Clerk using the College's appraisal scheme. He or she will take into consideration feedback from other members of the Corporation on key aspects of performance of the Clerk's role, namely planning Corporation business, conduct of meetings, stewarding statutory and ethical responsibilities of the Corporation and communications. The Chair will receive more detailed feedback from the Principal on the interface of the Clerk with the College. The Corporation will be informed that the appraisal has taken place, the overall outcome of the appraisal and targets set for the next period.

5.4 The Clerk shall be entitled to attend all meetings of the Corporation and its committees. However, she or he must withdraw from meetings when her or his remuneration, conditions of service, conduct, suspension or retirement are considered. Under these circumstances, a member of the Corporation (but not the Principal) will act as Clerk for this part of the meeting.

5.5 If the permanent Clerk is absent for a time, the Corporation may appoint a temporary Clerk (but the Principal may not be appointed as Clerk).

5.6 In the event that the Clerk considers that the Corporation is acting beyond its powers, she or he is required to intervene and to explain the purpose of his or her intervention. If the Clerk considers that her or his advice is being disregarded and she or he still has concerns about the conduct of the Corporation, she or he should take the following steps to resolve the matter before referring it to the funding council: the Clerk should put her or his concerns in writing to the Principal and the Chair of the Corporation (and the Chair of the Audit Committee where relevant); the Clerk's concerns should be discussed at a meeting of the Corporation or of the relevant committee; and independent legal advice should be obtained by the Corporation.

## **6.0 QUORUM FOR CORPORATION MEETINGS**

6.1 Meetings of the Corporation shall be quorate if six (6) Corporation Members are present representing a minimum of 40% of Corporation Members.

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

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

### ***Attendance at meetings***

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<sup>6</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 6 (9)

<sup>7</sup> March 2010: new section outlining role of the Clerk to the Corporation

- 7.1 Meetings of the Corporation are not normally open to the general public.
- 7.2 Only the Corporation Members and the Clerk have a right to attend Corporation meetings.
- 7.3 The Principal and Chief Executive may invite appropriate College staff and others to assist with Corporation and Committee meetings, where appropriate in consultation with the Chair of the Corporation or Committee.
- 7.4 Members appointed by the Learning and Skills Council, if any, have the right to attend Corporation meetings.
- 7.5 The Corporation shall determine whether a person, who is neither a member of the Corporation nor the Clerk, should be allowed to attend a meeting of the Corporation.
- 7.6 Any person wishing to attend a meeting in the capacity of an observer must give to the Clerk written notice of the request to attend at least 10 working days prior to the meeting so that such a request may be placed on the Agenda for the meeting.
- 7.7 The Instrument of Government provides in paragraph 10 (2) for the Corporation to consider removing a member from office if s/he has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation. It is important, therefore, for the reasons for the apologies for absence to be submitted so that the Corporation may consider if the circumstances are such that removal from membership is justified. In the light of individual circumstances it may be appropriate for the Corporation to grant leave of absence to a member from their duties as a member of the Corporation.
- 7.8 The Clerk will maintain a register of members' attendance at meetings and will produce individual records of members' attendance at the first corporation meeting following the previous academic year.
- 7.9 In certain circumstances a member of the Corporation may be asked to withdraw from a meeting (*Clauses 14) - Instrument of Government*) but there is an expectation that members will volunteer their withdrawal where appropriate upon the realisation that they have a pecuniary or other interest in an item of business about to be discussed.
- 7.10 The Clerk will hold and maintain a register of members' interests. If such an interest relates directly to an item of business under consideration the Chair will have the right to seek the Corporation's decision as to whether or not that member should withdraw.
- 7.11 In the event of a member of the public or press having been given observer status at a meeting of the Corporation or one of its Committees, the Chair will stress that certain items of business may be regarded as confidential. In such cases the person will be required to withdraw from the meeting. An indication of this request should be given at an early stage.

***Access to Information / Policy on Confidentiality***

- 7.12 Information about the College is generally available to staff, students and the public upon request.
- 7.13 Copies of agendas, minutes, reports and other documents and all proceedings of the Corporation and Committees shall become public following a meeting unless the Chair deems that the item is to be classified as confidential. Copies of all papers not classified as confidential shall be available for public inspection from the Library or by making an appointment with the office of the Clerk to the Corporation where the information can be inspected from 9am to 4.30pm Monday to Friday. Minutes of the Corporation and its Committees shall be published on the College website with the exception of minutes that the Board or Committee consider to be of a confidential nature<sup>8</sup>.
- 7.14 The Clerk shall make arrangements for the Corporation to review regularly all confidential material and make such material available for public inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or considers that the public interest in disclosure outweighs that reason<sup>9</sup>.
- 7.15 Some information held by the College is confidential, and will be withheld from any documentation or other information generally provided. Information falling into the categories listed below would normally be withheld.
- (i) Personal information relating to an individual.
  - (ii) Information provided in confidence by a Third Party who has not authorised its disclosure.
  - (iii) Financial or other information relating to procurement decisions, including that relating to the College's negotiating position.
  - (iv) Information relating to the negotiating position of the College in industrial relations matters.
  - (v) Information relating to the financial position of the College where disclosure might harm the College or its competitive position.
  - (vi) Legal or professional advice received from or instructions given to the College's legal advisers.
  - (vii) Information planned for publication in advance of that publication.
  - (viii) Private addresses and telephone numbers of Corporation Members.
  - (ix) Any other information determined by the Corporation.
- 7.15 If a request for information is turned down on the grounds of confidentiality the College will give the reason for denying access.
- 7.16 The address of the offices of the Clerk to the Corporation is as follows:
- Clerk to the Corporation

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<sup>8</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 17 (3)

<sup>9</sup> Amended September 2006 In line with Instrument 17 (3)

Herefordshire College of Technology  
Folly Lane  
Hereford  
HR1 1LS

7.17 Any person wishing to write to members of the Corporation may do so by providing the Clerk to the Corporation with sufficient copies of any documentation. Normally no charge will be made in respect of postage for forwarding a document to members.

7.18 The College has established a procedure for dealing with complaints published in its Students' Charter. Any person with a complaint about the availability of information should raise the matter under this procedure.

## **8.0 MEETING ORGANISATION**

8.1 A schedule of meetings for the forthcoming year and calendar of business<sup>10</sup> shall be produced by the Clerk and approved by the Corporation. Once the schedule has been approved dates are only altered in exceptional circumstances following agreement with the Chair

8.2 Additional meetings and meetings of Committees and Working Groups are arranged as and when the need arises and are convened by the Clerk.

8.3 Agenda for the meetings of the Corporation will include the following standard items:

- Apologies
- Declaration of Interest
- Minutes
- Matters Arising
- Minutes and a verbal report of the Committees
- Finance Report
- Health & Safety Report:
- Safeguarding and Child Protection
- Equality and Diversity

8.4 The Chair of the Corporation, or Vice-Chair in their absence, will determine other agenda items and the order in which they are taken in consultation with the Clerk and Principal.

8.5 A decision of the Corporation or Committee may be made only on a matter which is appropriate to the powers vested in the Corporation or Committee and

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<sup>10</sup> March 2010 – reference to calendar of business

the agenda item concerned.

- 8.6 Every question to be decided at a meeting of the Corporation shall be determined by a simple majority of the votes of the members present and voting on the question. The Corporation's voting procedures are contained in Appendix 4.
- 8.7 Where there is an equal division of votes the Chair shall have the second casting vote.
- 8.8 The normal way of voting will be by a show of hands. A secret ballot may only take place if the majority of the members present, who are entitled to vote on a particular issue, consider it necessary.
- 8.9 No resolution (decision) by the Corporation or a Committee may be rescinded or varied at a subsequent meeting unless consideration of the decision or variation is a specific item of business on the agenda for that meeting.
- 8.10 The Clerk will, at the commencement of each meeting, state which members have submitted apologies for absence and advise whether the meeting is inquorate.
- 8.11 The Clerk will produce draft minutes of meetings. Draft minutes are confidential for those members and officers who were present, until such time as they have been either formally approved, or "approved as draft" by the Chair of the meeting.
- 8.12 The Clerk will aim to circulate draft minutes of each meeting to members and senior officers who were present at the meeting as soon as possible.
- 8.13 Smoking, in accordance with College policy, is NOT permitted in rooms during meetings of the Corporation.

## **9.0 COMMITTEE TERMS OF REFERENCE<sup>11</sup>**

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

***Audit Committee:*** (Statutory requirement). To examine the College's systems of internal control through the work of the College's internal audit service and its external auditor in order to provide the Board with authoritative advice on matters related to audit and internal control.

***Search and Governance Committee:*** (Statutory requirement). To advise on the appointment of new members, succession planning and membership issues, including governor diversity and governor training; to include governance matters such as self assessment.

***Quality and Standards Committee:*** To ensure that there are robust procedures for monitoring the quality assurance policy and academic standards and targets to improve performance.

***Finance and Employment Committee:*** To assist and inform the Corporation

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<sup>11</sup> March 2010 section on Committee terms of reference expanded to provide clarification

in relation to the design, execution and monitoring of financial, staffing and employment policies, accommodation strategy and learning resource allocation underpinning the educational character and mission of the College; to receive reports on health and safety, safeguarding and child protection issues and procedures across the College.

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

In addition a **Special Committee** may be established under Clauses 16 & 17 of the Articles of Government to undertake duties related to the suspension or dismissal of senior postholders. [See Disciplinary Procedure for senior postholders.] A panel of members may also be convened to hear staff appeals against dismissal, which shall exclude the Principal, staff and student Members.

Ad hoc working groups may be set up by Corporation as required.

- 9.2 Each Committee of the Corporation shall have Terms of Reference which are approved by the Corporation and specify the delegated responsibilities given to each Committee, quoracy, membership and attendance of non-members as advisers at committee meetings. The Clerk will monitor conformity and may, from time to time, suggest that amendments be made. In addition the Clerk will arrange for each Standing Committee to review its Terms of Reference periodically. The Corporation must approve all amendments.
- 9.3 At the first Board meeting in each academic year, the Corporation shall endorse the appointment of Chairs of Committees. To support this process, the Clerk shall write to Members of Committees to provide an opportunity to declare their interest and invite nominations to the posts for the following academic year.
- 9.4 The term of office of Chairs of Committees shall be one year. The Chair retiring at the end of their respective term of office shall be eligible for re-appointment provided that they have not served a maximum period of 5 consecutive years as Chair of the Committee.
- 9.5 All Corporation Members are entitled to attend Committee meetings as observers, but should not vote and only participate in discussion if invited to do so by the Chair of the Committee. Members of the public will not normally be admitted to Committee meetings unless invited by the relevant Chair as advisers.
- 9.6 Terms of Reference for all Committees are maintained and monitored by the Clerk. A copy of the current set of Committee Terms of Reference is attached at *Appendix 5*

## **10.0 MEMBERS**

- 10.1 Members have been appointed to serve on the Corporation in the expectation that they will be able to:
- Participate fully in the work of the Corporation.
  - Demonstrate a high level of commitment to the College's vision.

- 10.2 Ultimate responsibility for the appropriateness of conduct as a member of the Corporation and for any act or omission in that capacity rests with the individual member. The College has a Code of Conduct adopted by the Corporation which sets out standards of conduct expected by Members, who shall be requested to sign an annual declaration confirming they hold a copy of the Code of Conduct and agree to observe this to the best of their ability<sup>12</sup>.
- 10.3 Members owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its interest. Each member should act in conformity with the seven principles laid down by the Nolan Committee for those holding public office, namely:
- Selflessness
  - Integrity
  - Objectivity
  - Accountability
  - Openness
  - Honesty
  - Leadership
- 10.4 Whatever decisions members take at meetings of the Corporation and its Committees must be for the benefit of the College as whole and not for any improper purpose or for personal motive. The “benefit of the College” can be taken to mean, first and foremost, the interest of its students and other users of the College’s services, and must not allow any sectional interest to take precedence. In particular members are not appointed as “representatives” or “delegates” of any outside body, and may not be lawfully bound by mandate by others.
- 10.5 Members must seek to avoid putting themselves in a position where there is a conflict of interest (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to interfere with the exercise of their independent judgement. An “interest” means financial or non-financial which, if publicly known, may be perceived as being likely to affect a member’s judgement.
- 10.6 Members shall not take part in the matter giving rise to the interest to be considered, and on no account may they vote on the matter. The Member must withdraw from that part of the meeting if required to do so by a majority of the Members of the Corporation or Committee.<sup>13</sup>
- 10.7 Members are requested to complete an entry for inclusion in the register of gifts and hospitality for all gifts, hospitality or benefits of any kind from a Third Party received. The Clerk to the Governors shall supply the appropriate documentation to enable an annual update of entries to be made at the start of each academic year.<sup>14</sup>
- 10.8 The Clerk maintains a register of members’ interests which is open for public inspection. Members are invited to disclose annually to the Corporation all business interests, financial or otherwise, which they or (so far as they are

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<sup>12</sup> Revised March 2010 expanded to provide clarification to the Code of Conduct

<sup>13</sup> Amended September 2006 Reflects clause 11 Instrument of Government

<sup>14</sup> Amended September 2006 Supports the College’s policy

aware) their spouses, partners, children or other close relatives may have, for entry on the register. Members should inform the Clerk whenever their circumstances change and interests are acquired or lost.

- 10.9 Members shall be requested to complete an entry of their skills annually. The Clerk to the Corporation shall supply Members with the appropriate documentation and this information shall be presented to the Search and Governance Committee as a matrix showing all skills of the Corporation. This information shall be used when making appointments to the Corporation<sup>15</sup>.
- 10.10 The Corporation operates by members taking majority decisions at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the members collectively and each individual member has a duty to stand by it, whether or not they were present or agreed with it when it was taken.
- 10.11 If a member disagrees with a decision they may request that their disagreement be recorded in the minutes.
- 10.12 It is important that the Corporation and its Committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between members with a shared corporate responsibility for decisions.
- 10.13 Unless otherwise agreed by the Corporation in individual circumstances statements on behalf of the Corporation will only be made by the following:
- The Chair or Vice Chair
  - The Principal and Chief Executive or his/her representative
  - The Clerk
- 10.14 It is a responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.
- 10.15 It is unethical for members publicly to criticise, canvass or reveal the views of other members which have been expressed at a meeting of the Corporation or its Committees.
- 10.16 Members are asked to give the Clerk as much notice as possible of the fact they will be unable to attend a meeting. This arrangement has two purposes. Firstly, it enables the apologies for absence to be registered at the meeting. Secondly, it will enable the Clerk to judge if the meeting will be quorate.
- 11.0 **COMPLIANCE PROCEDURES<sup>16</sup>**
- 11.1 **CRB checks:** The Corporation has determined that Members are required to complete an enhanced CRB check, normally on appointment. In the event that such an enhanced CRB check gives rise for due concern, then the Chair in consultation with the Principal shall conduct a risk assessment to determine the suitability of the person in question to continue as a Governor or non-Governor member of a Committee.

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<sup>15</sup> Revised March 2010 – requirement of Members to complete an annual skills audit

<sup>16</sup> Revised March 2010 new section outlining College’s compliance to areas

11.2 **Safeguarding and Child Protection:** The Corporation is committed to protecting the safety of young people and vulnerable adults. The Corporation shall approve and keep under review safeguarding and child protection procedures, and receive regular reports on issues via the Finance and Employment Committee. The Corporation shall appoint a Link Governor to this area. Members are required to comply with the College's safeguarding and child protection procedures.

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

The Corporation shall receive regular reports on equality and diversity, the Quality and Standards Committee shall receive minutes of the Equality and Diversity Committee. The Corporation shall appoint a Link Governor to this area who shall be a member of the College's Equality and Diversity Committee.

11.4 **Health and Safety:** The College has robust health and safety procedures. The Corporation is committed to the safety of students, staff and visitors. The Corporation shall receive regular reports on health and safety issues and statistics. The Corporation shall appoint a Link Governor to this area who shall attend the College's Health and Safety Committee.

11.5 **Finance:** As a condition of receiving public funds, the Corporation and Principal and Chief Executive have duties and responsibilities as set out in the College's Financial Memorandum and for the proper use of income derived from the providers of other public funds. The College has robust Financial Regulations and procedures. Members shall receive monthly management accounts and a report from the Director of Finance at each Board meeting. The Corporation shall approve the budget for the next year and final annual accounts of the previous year.

11.6 **Whistleblowing:** The College has a whistleblowing policy which enables employees to draw attention to malpractice, whilst at the same time protecting such employees against victimisation. Governors shall be informed of any incidents reported and investigated under the whistleblowing policy.

11.7 **Complaints Against the Corporation:** The Corporation approved a policy 'Complaints Against the Corporation' at the Board meeting in July 2004.

The Clerk to the Corporation shall ensure this policy is followed to address any complaints received against the Corporation, a Member or the Clerk to the Corporation made by an individual, business or an organisation.

## 12.0 MEMBERS' SERVICES

12.1 Attendance allowances **will not be paid** to members of the Corporation.

12.2 Travel allowance expenses that are incurred as a result of attending a meeting will be available to members of the Corporation, as will any expenses that are incurred by a member who is involved in any activity, function or event, provided that a senior postholder at the College formally requested their involvement.

- 12.3 To claim reimbursement of approved travel expenses members must complete the travel allowance form, which is available from the Clerk to the Corporation.
- 12.4 Members are encouraged to participate in seminars, conferences and training programmes offered by a variety of organisations. The Clerk will make the necessary booking arrangements on behalf of members. If a member expresses a wish to attend any other training event, the Clerk, upon request, will give appropriate support.
- 12.5 Corporation members have the right to take advice from the Corporation's advisers or if necessary, at the Corporation's expense, independent advisers on any matter concerning the exercise of their powers and responsibilities. Such advice shall exclude matters concerning their own perspective personal interest in relation to the Corporation.
- 12.6 A member seeking advice must give written notice to the Clerk who will copy it to the Chair and the Principal and Chief Executive. The notice must summarise the issues and in the case of a request for independent advice, a short explanation of why consultation with the corporation's advisers is considered appropriate. The Chair, in consultation with the Principal and Chief Executive, has the authority to determine whether the request for advice and the financial cost of seeking such advice is reasonable.
- 12.7 Governors and officers insurance cover is arranged by the College to protect members in the event of their making an error or committing an omission in good faith, which causes a financial loss to a Third Party who then seeks compensation.

### **13.0 ROLE OF THE CHAIR<sup>17</sup>**

- 13.1** The Chair's main function is to provide leadership and maintain a strategic overview to Members of the Corporation to carry out their responsibilities. Specific duties shall be: -
- chair Board meetings of the Corporation and relevant committees or other meetings
  - call special or additional meetings where necessary
  - exercise a casting vote at meetings
  - ensure the Corporation focus on major strategic issues
  - ensure that there is a supportive working relationship between Members and Managers through dialogue with the Principal
  - maintain awareness of the distinction between governance and executive management
  - appraisal of the Principal and Clerk to the Corporation
  - maintain a three-way dialogue with the Principal and Clerk to the Corporation
  - foster effective governance through leadership and good practice
  - develop Members as a team and encourage representation of a variety of skills
  - act as a spokesperson and ambassador for the college
  - work with the Clerk to the Corporation, to check that actions are followed up between meetings and acting on behalf of the Corporation between

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<sup>17</sup> Revised March 2010 - new section outlining role of Chair

- meetings where prior approval of the Corporation has been given, including the signing and sealing of relevant college documents
- lead arrangements to select a new Principal, and ability to suspend from duty, or refer to a special committee for dismissal, a designated senior post holder.

#### **14.0 ROLE OF THE VICE CHAIR<sup>18</sup>**

14.1 The role of the Vice Chair shall be to support the Chair and, in the Chair's absence, undertake the above duties listed in section 13.0 as required.

#### **15.0 ROLE OF CHAIRS OF COMMITTEES<sup>19</sup>**

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

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

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

#### **16.0 DELEGATED POWERS OF THE CHAIR**

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

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

16.3 The Board has given delegated authority to the Chair to take any appropriate action on its behalf provided that such course of action is not contrary to the Articles of Government or other regulations.

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

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

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

17.1 The Corporation periodically will monitor and evaluate its own performance using self assessment techniques. Records of such assessment will be held by

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<sup>18</sup> Revised March 2010 – new section outlining role of Vice Chair

<sup>19</sup> Revised March 2010 – new section outlining role of Chairs of Committees

the Clerk and will be used for the purpose of preparing reports for the Corporation and to identify training needs.

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

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

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

- 18.2 Individual members of the Corporation may wish to suggest to the Clerk improvements/amendments to this document.

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

## STANDING ORDERS

### SUMMARY OF THE POWERS OF THE CORPORATION

#### Principal Powers

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

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

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

#### Supplementary Powers

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

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

The Corporation may also provide facilities of any description (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.

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

## STANDING ORDERS

### EXTRACTS FROM ARTICLES OF GOVERNMENT

- 3(1) The Corporation shall be responsible:
- (a) for the determination of the educational character and mission of the institution and for oversight of its activities;
  - (b) for the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
  - (c) for approving annual estimates of income and expenditure;
  - (d) for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk to the Corporation and
  - (e) for setting a framework for the pay and conditions of service of all other staff.

**NOTE** “Senior Post” means the post of Principal and Chief Executive, Deputy Principal and Director of Finance and such other post as the Corporation may determine for the purpose of the Articles.<sup>20</sup>

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

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<sup>20</sup> Amended April 2008 to reflect designation of Deputy Principal and Director of Finance as Senior Postholders

## STANDING ORDERS

### VOTING PROCEDURES AND RULES OF DEBATE AT MEETINGS

1. Reports received by the Corporation will normally include recommendations to be discussed by Members. Every resolution to be decided, at a meeting of the Corporation or at a meeting of a sub committee of the Corporation, shall be determined by a majority of the votes of the Governors or members of the committee present and voting on the matter. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.
2. Proxy votes are not allowed.
3. Normally the Chair of the meeting seeking the agreement of the members present will decide resolutions. If, however, there is a clear expression of dissent by an individual member, a vote by show of hands will be taken. The Chair of the meeting shall have the power to require a secret ballot.
4. The Chair of the meeting shall determine the number of votes cast for and against the resolution together with any abstentions (if applicable). Votes cast and abstentions shall not be identified to individuals in the Minutes or other record of proceedings unless a member in strong disagreement with a resolution requests the Clerk to record in the Minutes that they voted against the decision.
5. There will be occasions, however, when an alternative approach to the recommendation outlined in a particular report before the Corporation is put forward by a member. The following paragraphs deal with motions, amendments and points of order.
6. A motion may be proposed by a member which if seconded by another member will be the subject of discussion by those entitled to do so.
7. There is an expectation that a motion which cannot be recorded immediately by the Clerk will be put in writing by the member proposing the motion before it is discussed. This will ensure that there will be no subsequent debate as to the terms of the motion.
8. Whilst a motion is being discussed, a member may propose an amendment. Another member must second the amendment before discussion can take place or a vote taken.
9. Once seconded, discussion may then take place on the terms of the amendment. During this time the original motion is put to one side. If the amendment is carried (ie. a majority of those members present and entitled to vote are in favour of the amendment) the original motion is changed and the new form of words becomes the substantive motion.
10. The wording of an amendment can change the meaning of a motion but it cannot contradict it.

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

## **TERMS OF REFERENCE FOR COMMITTEES**

**Search and Governance Committee**

**Audit Committee**

**Finance and Employment Committee**

**Remuneration Committee**

**Quality and Standards Committee**

**Capital Project Steering Group**

## **TERMS OF REFERENCE**

### **SEARCH AND GOVERNANCE COMMITTEE**

#### **1. Objective**

- 1.1 The primary objective of the Committee shall be to advise on the appointment of new members, succession planning and membership issues, including governor diversity and governor training; to include governance matters such as self assessment.
- 1.2 The Committee will receive the results of an annual skills audit of all Corporation Members and from this identify weaknesses in skills of the current Corporation Members which will then be considered when a vacancy occurs.
- 1.3 The Committee shall ensure that the constitution of the Board is correct in order to undertake its duties and responsibilities as listed in the Instrument of Government.
- 1.4 The Committee shall be responsible for developing an annual Governors' training programme based on an evaluation of training needs identified from the self-assessment of Members.
- 1.5 The Committee will be advised by the Clerk to the Corporation on all matters pertaining to governance including best practice in the Further Education sector

#### **2. Membership**

- 2.1 The Committee shall be appointed by the Corporation and shall comprise five Corporation members including the Principal and Chief Executive (ex-officio).
- 2.2 A quorum shall be three members Corporation.
- 2.3 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Corporation annually.

#### **3. Terms of Office**

- 3.1 Except for the ex-officio member, a member shall be appointed to serve a term of office of four years. However, on retirement a Member is eligible for reappointment, for a further term of no longer than four years. Thereafter, in exceptional circumstances, and at the recommendation of a Special Re-appointment Committee, annual extensions may be granted. The Corporation must then endorse the recommendations.
- 3.2 A Special Re-appointment Committee shall consist of the Principal, Chair of the Board and one member of the Search and Governance Committee who's term in office is not due to cease.
- 3.3 The term of office for the initial membership shall be varied thus allowing subsequent membership to be on a 'rolling basis'.

#### **4. Attendance at Meetings**

- 4.1 The Clerk to the Corporation is eligible to attend Meetings.
- 4.2 Individual Governors minimum attendance target is 75% to the Committee during each academic year.

#### **5. Frequency of Meetings**

- 5.1 The Committee should meet quarterly at least four times a year.

5.2 The Chair may request additional meetings if they consider that they are necessary.

## 6. Authority

- 6.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Corporation Member, Committee of the Corporation or employee of the College and all Corporation Members and employees of the College are directed to cooperate with any request made by the Committee.
- 6.2 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experiences and expertise if it considers this necessary provided that the Committee may not incur direct expenditure in this respect in excess of £1000 without the prior approval of the Corporation.

## 7. Duties

- 7.1 The Committee will be responsible for advising on the appointment and re-appointment of members of the Corporation and such other matters relating to membership and appointment as the Corporation may remit to the Committee for gathering, screening and short listing nominations in respect of vacancies on the Corporation, and for determining the process whereby candidates are nominated by ensuring that the following are undertaken<sup>21</sup>: -
- 7.1.1 Develop and maintain a database of appropriate persons interested in making a voluntary contribution to the work of the Corporation including those interested in Corporation membership;
  - 7.1.2 When a vacancy occurs or is anticipated, the Committee shall research suitable candidates drawn from the database through a process of confidential interviews and references;
  - 7.1.3 Following scrutiny of the candidate, the Committee shall put forward a recommendation of a candidate for the vacancy to the Corporation for their consideration. In making suggestions the Committee will present a resume of the capabilities of each candidate;
- 7.2 The Committee shall consider all re-appointments for second terms and beyond by considering the following criteria: -
- 7.2.1 the attendance to meetings,
  - 7.2.2 the commitment to the College over and above attendance at formal meetings,
  - 7.2.3 the quality of contribution to discussions at meetings
  - 7.2.4 the value of the Governor's expertise/interests to the work of the Board
  - 7.2.5 the participation in governor training and development events.
- 7.3 The Committee shall ensure that the following arrangements are made listed in 8.3 when seeking nominations for Staff and Student Governors. The Corporation shall only decline to make the following appointments if the nominations are in breach of Clause 8 of the Instrument of Government: -
- 7.3.1 **Staff Governor** – The Committee shall seek nominations from all staff for the Staff Governor once the term of office ceases for the existing Staff Governor, or the member of staff leaves employment with the College. A

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<sup>21</sup> Amended April 2008 to reflect the changes to the new Instrument and Articles of Government: Instrument 1, 2 approved by the Governing Body March 2008 (Removal of categories of Governors)

ballot shall be held for all staff to vote for the Staff Governor for a maximum of 4 years so long as they remain employed by the College.

- 7.3.2 **Student Governors** – Student Governors shall be elected and nominated by the Students Forum for a maximum of 4 years so long as they remain enrolled at the College. All students attending the College are eligible for the role of Student Governor.
- 7.4 The Corporation shall not appoint or re-appoint any member of the Corporation (other than the Principal) unless it has first considered the advice of the Committee. Appointments shall be made in accordance with the Instrument and Articles of Government.
- 7.5 The Committee shall ensure that the constitution of the Board is correct in order to undertake its duties and responsibilities as listed in the Instrument of Government;
- 7.6 A copy of the terms of reference of the Committee together with its advice to the Corporation shall be available for inspection by any member of the public. Members should assume that in making any recommendations the Race, Sex and Disability Discrimination Acts apply.
- 7.7 The Committee will from time to time review the responsibilities of the Board and carry out a skills and experience audit in order to advise the Board on the composition and balance of the Board and its Committees;
- 7.8 The Committee shall advise the Board on governance self-assessment and evaluation processes and assist its review of its effectiveness, including monitoring any related action plans and agreed performance indicators or targets<sup>22</sup>.
- 7.9 The Committee shall evaluate the training needs for Governors and be responsible for the development of an annual training plan.
- 7.10 The Committee shall receive attendance records for the Corporation and all Committees. Reasons for apologies shall be logged by the Clerk to the Corporation and presented to the Committee. The attendance target for Governors is 75% during each academic year; if this were not attained, the Search and Governance Committee could recommend that Governors failing to attain the target be asked to resign from the Board.

## **8. Reporting Procedures**

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

## **9. Publication of Minutes<sup>23</sup>**

- 9.1 Minutes of the Committee meetings shall be available for inspection by students, staff and members of the public during normal office hours in the LRC. In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.

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<sup>22</sup> 8.9 Added April 2008

<sup>23</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 17(3)

## **TERMS OF REFERENCE**

### **AUDIT COMMITTEE<sup>24</sup>**

#### **1. Objective**

1.1 The primary objective of the Committee shall be examine the College's systems of internal control through the work of the College's internal audit service and its external auditor in order to provide the Board with authoritative advice on matters related to audit and internal control.

#### **2. Membership**

- 2.1 The Committee shall be appointed by the Corporation and shall comprise five Corporation members who may or may not be members of the Corporation. At least one member must have relevant financial/audit experience.
- 2.2 The Principal may not be a member of the Committee but other members of staff may sit on the Committee provided they do not have significant executive, management, financial or budgetary responsibilities.
- 2.3 In order to maximise the Committee's independence and objectivity, the following people shall not be eligible to sit on the Committee: -
- 2.3.1 Those with executive responsibilities at senior level;
  - 2.3.2 Members of the Finance and Employment Committee;
  - 2.3.3 The Chair of the Corporation;
  - 2.3.4 Members who have significant interests in the College.
- 2.4 A quorum shall be three members being present.
- 2.5 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Corporation annually. Co-opted Members of the Audit Committee shall be excluded from acting as Chair of the Committee in normal circumstances<sup>25</sup>.

#### **3. Terms of Office**

3.1 A Committee Member shall be appointed to serve a term of office of four years. However on retirement a Member is eligible for re-appointment, for a further term of no longer than four years. Thereafter, in exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Corporation must then endorse these recommendations of the Search and Governance Committee.

#### **4. Attendance at Meetings**

4.1 The Director of Finance, who is responsible for the College's internal control shall normally attend meetings at the invitation of the Committee.

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<sup>24</sup> Amended January 2005 in line with the Audit Code of Practice. Amendment to add additional words 'where appointed' with reference to the funding auditor.

<sup>25</sup> Amended September 2005 Excludes co-opted Members acting as Chair of Audit Committee reference 2.5.

- 4.2 The internal auditor shall be entitled to attend and speak at all meetings of the Committee (but not to vote) as shall the financial statements auditor and funding auditor where business relevant to them is being discussed. Senior management should also be invited to attend meetings of the Committee, particularly where their area of responsibility is under discussion, and shall be entitled to attend and speak at such meetings but not to vote.
- 4.3 The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- 4.4 The Clerk to the Corporation is eligible to attend Meetings.
- 4.5 Individual Governors minimum attendance target is 75% during each academic year.

## **6. Frequency of Meetings**

- 5.1 The Committee should meet at least four times a year.
- 5.2 The Chair may request additional meetings if they consider that they are necessary.

## **6. Authority**

- 6.1 The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules as to quoracy set out above) to exclude any, or all, participants and observers, except the Clerk to the Committee.
- 6.2 The Committee shall be granted rights of access to obtain all the information it considers necessary from members of the staff and Governors of the Corporation, and to consult the internal audit service (IAS), financial statements auditor and funding auditor directly.
- 6.3 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experiences and expertise if it considers this necessary provided that the Committee may not incur direct expenditure in this respect in excess of £1000 without the prior approval of the Corporation.

## **7. Duties**

The duties of the Audit Committee are as follows: -

- 7.1 To advise the governing body on the adequacy and effectiveness of the Corporation's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money);
- 7.2 To advise the governing body on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service (IAS);
- 7.3 To advise the governing body on the scope and objectives of the work of the IAS, the financial statements auditor and the funding auditor, (where appointed);
- 7.4 To ensure effective co-ordination between the IAS, financial statements auditor and funding auditor, (where appointed) including whether the work of the funding auditor should be relied upon for internal audit purposes;
- 7.5 To consider and advise the governing body on the audit strategy and annual internal audit plans for the IAS;
- 7.6 To advise the governing body on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial

- statements auditor, (including their work on regularity audit), and the funding auditor, (where appointed), and management's responses to these;
- 7.7 To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the financial statements auditor's management letter and the funding auditor's management letter and spot-check reports, (where appointed);
  - 7.8 To consider and advise the governing body on relevant reports by the NAO, the Learning and Skills Council (LSC) or their successors and other funding bodies, and where appropriate, management's response to these;
  - 7.9 To establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate;
  - 7.10 To produce an annual report for the governing body and accounting officer, which should include the Committee's advice on the effectiveness of the college's risk management, control and governance processes, and any significant matters arising from the work of the IAS, the financial statements auditor and funding auditor (where appointed);
  - 7.11 To ensure that all allegations of fraud and irregularity are properly followed up;
  - 7.12 To be informed of all additional services undertaken by the IAS, the financial statements auditor and funding auditor (where appointed);
  - 7.13 To ensure all of the above are conducted in accordance with the minimum schedule of business attached.

## **8. Reporting Procedures**

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

## **9. Publication of Minutes<sup>26</sup>**

- 9.2 Minutes of the Committee meetings shall be available for inspection by students, staff and members of the public during normal office hours in the LRC. In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.

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<sup>26</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 17(3)



## **TERMS OF REFERENCE**

### **FINANCE AND EMPLOYMENT COMMITTEE**

#### **1. Objective**

- 1.0 The primary objectives of the Committee shall be: -
- 1.1 To assist and inform the Corporation in relation to the design, execution and monitoring of financial, staffing and employment policies, accommodation strategy and learning resource allocation underpinning the educational character and mission of the College.
- 1.2 Receive reports of health and safety, safeguarding and child protection<sup>27</sup> issues and procedures across the College.
- 1.3 Be empowered to consider any other relevant matters referred to it by the Corporation. Care shall be taken to ensure that these matters are delegable by the Corporation and that they are not within the remit of other Committees serving the Corporation.

#### **2. Membership**

- 2.1 The Committee shall be appointed by the Corporation and shall have a total complement of six members including the Principal and Chief Executive.
- 2.2 A quorum shall be three members.
- 2.3 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Corporation annually.

#### **3. Terms of Office**

- 3.1 A Committee Member shall be appointed to serve a term of office of four years. However on retirement a Member is eligible for re-appointment, for a further term of no longer than four years. Thereafter, in exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Corporation must then endorse these recommendations of the Search and Governance Committee.

#### **4. Attendance at Meetings**

- 4.1 Members of the College Management Team other than the Principal and Chief Executive shall attend meetings at the invitation of the Committee.
- 4.2 The Committee shall also have the power to invite other persons to attend meetings as may be desirable and necessary.
- 4.3 The Clerk to the Corporation is eligible to attend Meetings.
- 4.4 Individual Governors minimum attendance target is 75% during each academic year.

#### **5. Frequency of Meetings**

- 5.1 The Committee should meet at least four times a year.

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<sup>27</sup> March 2010. Reference to role in safeguarding and child protection

5.2 The Chairman may request additional meetings if they consider that they are necessary.

## **6. Authority**

6.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Corporation Member, Committee of the Corporation or employee of the College and all Corporation Members and employees of the College are directed to cooperate with any request made by the Committee.

6.2 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experiences and expertise if it considers this necessary provided that the Committee may not incur direct expenditure in this respect in excess of £1000 without the prior approval of the Corporation.

## **7. Duties**

### **7.1 Finance**

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

- 7.1.1 Annual estimates of income and expenditure and other budgets;
- 7.1.2 Major variations of expenditure;
- 7.1.3 Capital expenditure projects and their financial implications;
- 7.1.4 Financial aspects of the accommodation strategy;
- 7.1.5 Financial forecasts;
- 7.1.6 Reviewing arrangements for securing efficiency and economy in the use of funding, solvency and the safeguarding of assets;
- 7.1.7 Approving capital expenditure within approved projects and monitoring projects;
- 7.1.8 Approving virement between capital and revenue allocations;
- 7.1.9 Determining arrangements for setting of tuition and other fees;
- 7.1.10 Determining investment and borrowing policies and seeking appropriate advice from external sources;
- 7.1.11 Monitoring of income and expenditure trends;
- 7.1.12 Considering, reviewing and reporting on the periodic management accounts of the Corporation and of any subsidiary trading companies.

### **7.2 Staffing**

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

- 7.2.1. Remuneration and conditions of service other than for senior postholders;
- 7.2.2. Major modification of the structure and organisation of the College;
- 7.2.3. General personnel policies covering recruitment, welfare, training and termination;
- 7.2.4. Annual superannuation policies;
- 7.2.5. Contracts of employment;
- 7.2.6. Relationships with trade unions;
- 7.2.7. The conduct, composition and procedures of any selection panel for senior postholders and generally on the appointment of senior postholders.

### **7.3 Property: -**

- 7.3.1 Receive proposals on resources for providing educational delivery through the planned capital allocation within the College budget.
- 7.3.2 Monitor the relevance of the College Accommodation Strategy in the context of changing educational need.
- 7.3.3 Receive proposals on realistic options for the alternation of size and quality of assets of the College to fulfil the academic plans of the College.
- 7.3.4 Identify the need for capital projects consistent with the accommodation strategy (involving for example, new buildings and /or the refurbishment of existing buildings, with the demolition of existing buildings or the sale of assets).
- 7.3.5 Receive proposals on how such projects may be funded, for example identifying how the resources arising from asset sales may be earmarked for new buildings or refurbishment, and identifying the size and nature of capital financing.
- 7.3.6 Ensure that the objectives of resource allocation are consistent with the strategic plan and achieved within a realistic timescale.
- 7.3.7 Monitor and receive reports on health and safety issues and procedures across the College.

### **7.4 Curriculum**

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

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

### **7.5 General**

Consideration of any other relevant matters referred to it by the Corporation.

## **8. Reporting Procedures**

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

## **9. Publication of Minutes<sup>28</sup>**

- 9.3 Minutes of the Committee meetings shall be available for inspection by students, staff and members of the public during normal office hours in the LRC. In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.

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<sup>28</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 17(3)

## **TERMS OF REFERENCE**

### **REMUNERATION COMMITTEE**

#### **1. Objective**

1.1 The Committee shall review and determine the Corporation's policy on executive remuneration package of the senior postholder and the Clerk to the Corporation, so as to: -

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

#### **2. Membership**

2.1 The Committee shall be appointed by the Corporation and shall comprise five Corporation Members<sup>29</sup>.

2.2 A quorum shall be three Corporation Members.

2.3 The Chair and Vice-Chair of the Corporation shall be members of the Remuneration Committee.

2.4 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Corporation annually.

2.5 The Principal, Staff or Student Members shall not be members of the Remuneration Committee.

#### **3. Terms of Office**

3.1 A Committee Member shall be appointed to serve a term of office of four years. However on retirement a Member is eligible for re-appointment, for a further term of no longer than four years. Thereafter, in exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Corporation must then endorse these recommendations of the Search and Governance Committee.

#### **4. Attendance at Meetings**

4.1 The Principal and Chief Executive shall normally be invited to attend meetings of the Committee save where his/her remuneration package is being considered. The Committee may invite the Director of Personnel<sup>30</sup> to attend meetings, as it considers appropriate.

4.2 The Clerk to the Governors shall be the Clerk to the Committee. A member of the Remuneration Committee shall act as Minute Secretary if the Clerk to the Corporation's salary is being considered.

4.3 Individual Governors minimum attendance target is 75% during each academic year.

#### **5. Frequency of Meetings**

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<sup>29</sup> Amended September 2005 Increase membership to five members. Reference 2.1.

<sup>30</sup> Amended September 2005 Removed Deputy Principal – Resources; replaced Director of Personnel. Reference 4.1.

- 5.1 The Committee should meet at least once a year.
- 5.2 The Chairman may request additional meetings if they consider that they are necessary.

## **6. Authority**

- 6.1 The Committee is authorised by the Committee to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Member, Committee of the Governing Body or employee of the College and all Members and employees of the College are directed to cooperate with any request made by the Committee.
- 6.2 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experiences and expertise if it considers this necessary provided that the Committee may not incur direct expenditure in this respect in excess of £1000 without the prior approval of the Corporation.

## **7. Duties**

The Committee shall have the following duties: -

- 7.1 To advise the Corporation on the specific remuneration packages of the Principal and Chief Executive and the Clerk to the Corporation, and in so doing shall consider the following component elements: -
  - 7.1.1 Basic salary;
  - 7.1.2 Benefits in kind;
  - 7.1.3 Annual bonus/performance related elements;
  - 7.1.4 Pension provisions;
  - 7.1.5 The main terms and conditions in the senior postholder's agreement with particular reference to notice provisions.
- 7.2 To evaluate annually the specific remuneration packages of Principal and Chief Executive and Clerk to the Corporation against: -
  - 7.2.1 Pre-established performance goals and objectives;
  - 7.2.2 Employment survey data relating to appropriate peer groups.

For that purpose the Committee shall review and assess performance target goals and objectives established before the commencement of the relevant period and determine whether such goals and objectives have been achieved at the end of the relevant period.
- 7.3 To advise the Corporation on any compensation (including augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the Principal and Chief Executive and Clerk to the Corporation with the broad aim of: -
  - 7.3.1 Achieving equity where early termination is due to poor performance;
  - 7.3.2 Dealing fairly with cases where termination is not due to poor performance.

## **8. Reporting Procedures**

- 8.1 The recommendations of the Committee shall be submitted to the Corporation on the confidential agenda for consideration.
- 8.2 Minutes of the Committee shall be available for inspection by Board Members by contacting the Clerk to the Corporation.

## **TERMS OF REFERENCE**

### **QUALITY AND STANDARDS COMMITTEE**

#### **1. Objective**

- 1.1 The Committee shall ensure that there are robust procedures for monitoring the quality assurance policy and academic standards and targets to improve performance.
- 1.2 Receive reports on equality and diversity issues and procedures across the College<sup>31</sup>.
- 1.3 It shall also be empowered to consider any other relevant matters referred to it by the Corporation. Care shall be taken to ensure that these matters are delegable by the Corporation and that they are not within the remit of other committees serving the Corporation.

#### **2. Membership**

- 2.1 The Committee shall be appointed by the Corporation and shall comprise five Corporation Members.
- 2.2 A quorum shall be three Members.
- 2.3 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Corporation annually.

#### **3. Terms of Office**

- 3.1 A Committee Member shall be appointed to serve a term of office of four years. However on retirement a Member is eligible for re-appointment, for a further term of no longer than four years. Thereafter, in exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Corporation must then endorse these recommendations of the Search and Governance Committee.

#### **4. Attendance at Meetings**

- 4.1 The Deputy Principal – Curriculum and Quality, who is responsible for the College's curriculum and quality assurance, shall normally attend meetings at the invitation of the Committee.
- 4.2 The Committee shall also have the power to invite such other persons to attend meetings as may be desirable and necessary.
- 4.3 The Clerk to the Corporation is eligible to attend Meetings.
- 4.4 Individual Governors minimum attendance target is 75% during each academic year.

#### **5. Frequency of Meetings**

- 5.1 The Committee should meet at least three times a year.
- 5.2 The Chair may request additional meetings if they consider that they are necessary.

#### **6. Authority**

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<sup>31</sup> March 2010. Reference to role in equality and diversity

- 6.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Corporation Member, Committee of the Corporation or employee of the College and all Corporation Members and employees of the College are directed to cooperate with any request made by the Committee.
- 6.2 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experiences and expertise if it considers this necessary provided that the Committee may not incur direct expenditure in this respect in excess of £1000 without the prior approval of the Corporation.

## **7. Duties**

- 7.1 To monitor and develop the College's policies and practices in maintaining and improving its performance and standards;
- 7.2 To receive and monitor the production of the Development Plan and the College's progress towards the Success Rates outlined in the College's Development Plan.
- 7.3 To review and monitor the production of the Self Assessment Report.
- 7.4 To review the College's quality standards procedures and monitor their implementation;
- 7.5 To receive minutes from the Quality Curriculum Review Board;
- 7.6 To receive the minutes of the Academic Board;
- 7.7 To receive progress reports from quality initiatives introduced into the College;
- 7.8 To set targets and systematically review College progress in relation to national benchmarks and HCT performance indicators;
- 7.9 To receive, monitor and review reports on the College policy on equal opportunities including minutes of the Equal Opportunities Committee and an Annual Report;
- 7.10 To receive audit reports from the TLA team on a termly basis.
- 7.11 To receive changes to the curriculum in the light of the Corporation's responsibility for the educational character of the College;
- 7.12 To consider other topics as determined from time to time by the Corporation.

## **8. Reporting Procedures**

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

## **9. Publication of Minutes<sup>32</sup>**

- 9.4 Minutes of the Committee meetings shall be available for inspection by students, staff and members of the public during normal office hours in the LRC. In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.

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<sup>32</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 17(3)