

**BATH COLLEGE
STANDING ORDERS**

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**APPROVED FOR ADOPTION with effect 1 September 2024
AT THE CORPORATION MEETING HELD ON 15 JULY 2024**

STANDING ORDERS FOR THE CONDUCT OF MEETINGS OF THE CORPORATION AND RELATED MATTERS

1.0 INTRODUCTION

1 General

- 1.1 These Standing Orders set out the operational arrangements within which the Corporation of Bath College operates. They supplement, but do not displace or take precedence over, the Instrument and Articles of Government, and the statutory and regulatory frameworks within which the college operates.
- 1.2 A copy of these Standing Orders will be given to each Member on appointment to the Corporation and will be the basis on which the Chair of the Corporation and each Chair of its Committees conduct meetings, and all processes of the Corporation are enacted.

2 Interpretation

- 2.1 In these Standing Orders:
 - a. "College" means Bath College
 - b. "Board" means the Board of Governors (otherwise referred to as the Corporation) of Bath College
 - c. "Committee" means a committee of the Board
 - d. "Chair" means the Chair of the Board or of a committee of the Board or of a meeting of the Board or a committee as the context requires
 - e. "Vice-Chair(s)" means the Vice-Chair(s) of the Board
 - f. "Governor" means a member of the Board
 - g. "Co-opted non-governor member" means a person who is not a governor but who is appointed as a member of a committee
 - h. "Associate Governors" means a person who is not a governor but who is appointed as a member of a committee
 - i. "Principal and CEO" means the Principal and CEO of Bath College
 - j. "Governance Professional" means the Director of Corporate Governance acting in their capacity as the Clerk to the Corporation
- 2.2 The ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Corporation be open to discussion.
- 2.3 These Standing Orders shall take effect, subject to any statutory provision, for the time

being in force affecting Further Education Corporations, in particular the Instrument and Articles of Government set out in the Education (Government of Further Education Corporations) (former further Education Colleges) Regulations 1992 and subsequent modification orders.

3.0 Composition of the Corporation

- 1 The composition of the Corporation is determined by the framework laid down in the Instrument of Government (Clause 2 applies). The membership of the Corporation of the College will be determined from time to time by the Corporation having regard to the provision of the Instrument of Government (Clauses 3 & 4) and the recommendations of the Governance Committee.
- 2 The Corporation has established a Governance Committee to assist it in the appointment of members in an open and structured way in accordance with the Articles of Government and the Terms of Reference Rules for Procedures of the Committee.
- 3 The Rules and Procedures of the Governance Committee, including the Terms of Reference of the Governance Committee as approved by the Corporation, are included in **Annex 1**. The final decision for determining the membership of the Corporation including the individuals to be appointed to serve on the Corporation rests with the Corporation as a Body.

3.0 Appointment of Members of the Corporation

- 3.1 The Corporation will use its Governance Committee to make recommendations to it on the selection of members in accordance with the Rules and Procedures for the Governance Committee, specified in **Annex 1** of these Standing Orders.
- 3.2 All appointments to the Corporation will be scrutinized to determine eligibility (Clause 8 of the Instrument) and any member subsequently becoming disqualified from holding office shall notify the Governance Professional in accordance with Clause 8(9) of the Instrument.

5.0 Appointment of Chair and Vice-Chair

- 5.1 Unless otherwise decided by the Board, the Chair and Vice-Chair(s) shall hold office for a term of up to 4 years from 1st August in the year of appointment and may serve no more than 2 consecutive terms. This provision is subject to the right of the Board to remove the Chair or Vice-Chair(s) from office or for either office holder to resign in accordance with the Instrument of Government.
- 5.2 The procedure set out in Appendix 2 will be used for the appointment of the Chair and Vice-Chairs.
- 5.3 If both the Chair and Vice-Chair of the Corporation are absent from any meeting of the Corporation, the members present shall choose one of their numbers to act as Chair for that meeting, provided that the members chosen shall not be the Principal or any staff or student members.
- 5.4 The Chair or Vice-Chair may resign at any time by giving notice in writing to the Governance Professional;

- 5.5 Whilst there is usually an intention, there is no automatic succession from the role of Vice Chair to Chair. Both roles will be appointed to in line with the procedures set out in the Governors Appointment & Training policy.

6.0 The Role of the Governance Professional

- 6.1 Under Clause 7 of the Instrument, the Corporation is required to appoint a Governance Professional who may not be the Principal or a member of the Corporation. Specific provisions relate to the role of the Governance Professional. That person will serve as Governance Professional until they resign the appointment, or the Corporation determine that the appointment should be terminated. The appointment will be in accordance with the job description which is **Annex 2**.
- 6.2 Under Clause 14(10) of the Instrument, the Governance Professional is required to withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal, or retirement are to be considered and in other circumstances if they are also a member of staff of the College. Neither will they be entitled to see the minutes (Instrument of Government, Clause 16(4)). On such occasions the members will appoint from their number a person to act as Governance Professional for the duration of the meeting or part of a meeting. The arrangements for this are outlined in **Annex 3**.
- 6.3 If the occasion arises whereby the Governance Professional is absent at short notice, alternative Governance Professional support will be sought. In an absolute emergency, administrative support arrangements can be made to record the minutes of the meeting only.

7.0 Attendance by Members at Meetings of the Corporation

- 7.1 Members have been appointed to serve on the Corporation in the expectation that they will make time in their schedule to attend and fully participate in the work of the Corporation and the life of the College as laid down in the Governor's Code of Conduct. If, however, a member is prevented from attending a Corporation meeting or a development event, that member should notify the Governance Professional and give as much notice as possible. The purpose of this is to enable the Governance Professional to:
- a) Give apologies at the meeting and record these in the minutes;
 - b) Ascertain whether or not the meeting will be quorate.
- 7.2 The Instrument of Government, (Clause 11(2)) provides for the Corporation to consider removing a member from office if that member has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation.
- 7.3 In the light of individual circumstances, it may be appropriate for the Corporation to grant leave of absence to a member from his/her duties as a member of the Corporation. The criteria for deciding whether to remove a member from the

Corporation or whether special leave will be granted will be based on the following:

- a. Previous attendance record at Corporation and Committee meetings and development events, prior to the 6 months' continuous absence;
- b. Validity of reasons given for absence, for example ill health, bereavement, pressure of work;
- c. Consideration on whether or not the reasons, however valid, are likely to prevent a speedy return to full involvement in the business of the Corporation.

- 7.4 The Instrument of Government, (Clause 10(2)) also provides for the Corporation to give notice in writing to a member to remove them from office if the Corporation is satisfied that they have breached the Governors Code of Conduct.
- 7.5 In accordance with the Terms of Reference of the Governance Committee and its responsibility for membership issues, the Corporation will be advised on the position for individual members by that Committee before making a decision.
- 7.6 Staff (including the Principal) and student members will cease to hold office when they cease to be members of staff or students at the College.
- 7.7 Every Governor appointed as a member of a Committee will cease to be a member of that Committee when he ceases to be a Governor unless he has been appointed for a further term of office as a Governor, or specifically becomes a co-opted member of Committee.

8.0 Proceedings for Meetings – Order of Business, Voting, Re-consideration of Resolutions

- 8.1 Ordinary meetings of the Corporation and its Committees shall be held at least once in each Academic Term as the business of the Corporation requires.
- 8.2 The Governance Professional will prepare an annual calendar of Corporation meetings and the meetings of the Committees. These will conform to an overall cycle which will enable, as far as possible, the meetings of the Committees of the Corporation to feed into the termly scheduled meetings of the full Corporation.
- 8.3 All meetings will be summoned by the Governance Professional who shall send to members written notice of the meeting and a copy of the agenda thereof, at least 7 clear days in advance of the meeting.
- 8.4 If there are good reasons for doing so, the Chair of a Committee has authority to re-arrange the date of a meeting in consultation with the Governance Professional. The Chair may also cancel a Committee meeting if the Governance Professional advises that there is insufficient business requiring a Committee's attention to justify a meeting before the next scheduled meeting of the Committee.
- 8.5 Once the major agenda items have been established, the Governance Professional will be responsible for ensuring that agendas are developed appropriately and will draw the Chair's attention to any departures from the agreed agenda in advance of the meeting, should that be necessary.
- 8.6 A Special Meeting of the Corporation may be called at any time by the Chair of the Corporation or by any 5 members by written request. When the matter to be considered demands urgent consideration, the Chair of the Corporation, or in the Chair's absence, the Vice-Chair of the Corporation can decide to give written notice of less than 7 days.
- 8.7 However, such Special Meetings will normally be called where the delaying of business until the next scheduled meeting of the Corporation would have a detrimental effect upon the College and will normally involve only one or two items of key business.
- 8.8 Where there is a special meeting of the Corporation as specified in Clause 8(6), the minutes of the last scheduled meeting will not normally be available but will appear on the agenda of the next scheduled meeting of the Corporation to be followed by the minutes of the special meeting in chronological order.

8.9 Preparation of Agenda and Papers

- a) The Governance Professional will be responsible for the maintenance of all documentation relating to Corporation business and such documents are available from the Governance Professional or are published on the College website where appropriate (see paragraph 10 of these Standing Orders).
- b) In accordance with the requirements of Clauses 14 & 16 of the Instrument of Government, any matters which are confidential are outlined in the Governor's Code of Conduct.
- c) In accordance with the arrangements made for the annual planning of meetings, members who wish to place items on the agenda of normal scheduled meetings should inform the Governance Professional at least fourteen days before the date of the meeting.
- d) If a Governor wishes to raise any business which has arisen since the agenda for a meeting was circulated, they should notify the Governance Professional twenty-four hours before the meeting for the item to be included as an item of "correspondence" on the agenda.
- e) In accordance with the specific arrangements which relate to the Governance Professional to the Corporation, **Annex 3** applies to any papers which need to be sent to the Corporation in relation to the conditions of service, conduct, suspension, dismissal, or retirement of the Governance Professional (Clause 12(3) of the Instrument applies).

8.10 Quoracy

The Corporation has agreed a membership of not less than 12. The number of members necessary to constitute a quorum at either the Corporation, or a Committee of the Corporation will be 40% of the total appointed membership eligible to attend the meeting. Any quorum should ensure a majority of 'independent' members.

8.11 Agenda and Papers for the Meeting

- a) The Governance Professional will be responsible for drawing up the agenda, preparing papers and inviting members to attend in accordance with Clause 12 of the Instrument and taking due note of any regulations relating to confidentiality under the Governor's Code of Conduct;
- b) Papers will be dispatched to arrive seven days in advance of the meeting;
- c) Members of the Corporation will receive reports from the Committees of the Corporation at each meeting although the papers and minutes of each Committee will be available from the Governance Professional for inspection by any member;
- d) All documents of the Corporation except those deemed to be confidential by the Corporation or which name current/future students/staff, are available for inspection during normal office hours.
- e) In accordance with Clause 18.3 the Corporation shall ensure that a copy of the draft or approved minutes of every meeting of the Corporation 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.

8.12 Physical Meetings

At their discretion, the Corporation may hold a meeting or any Committee appointed by the Corporation, using conferencing facilities providing every person present can communicate with each other.

8.13 The Order of Business at Meetings

- a) In accordance with normal practice, the minutes of the last meeting will normally be taken as the first agenda item after apologies for absence and any election of Chair;
- b) The order of business of the meeting may be altered in accordance with the Corporation's wishes;
- c) Separate minutes will be taken of those parts of meetings from which staff and student members or the Governance Professional has withdrawn and, in accordance with paragraphs Clause 14(5), (6) (8) (9), & (10) of the Instrument, any such member or the Governance Professional will not be entitled to see the minutes of that part of the meeting or any papers in relation thereto.

8.13 Decisions taken at Meetings

- a) Any matter to be decided by the Corporation will be drawn to the attention of the Corporation and will normally be supported by appropriate papers;
- b) The view of the Corporation shall be determined by the voices of those present. If a member indicates dissent, then a vote shall take place in accordance with Clause 14(1) and (2) of the Instrument;
- c) Voting may not take place by proxy or by postal vote (Clause 14(3) of the Instrument);
- d) Any amendment to a recommendation or resolution brought before the Corporation may be proposed and seconded so long as it is relevant and does not have the effect of introducing materially new issues. Where such proper amendment has been proposed and seconded, it shall be dealt with before any further amendment is moved;
- e) The Chair shall rule on the admissibility of a point of order and explanation.

9.0 Action taken by the Chair of the Corporation

- 9.1 Article 3 of The Articles of Government distinguishes between the roles of the Corporation, the Principal, and the Governance Professional.

Article 9 allows for the delegation of functions to the Committees, the Chair of the Corporation, or the Principal with the exception of the following responsibilities which cannot be delegated:

- 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 safe- guarding their assets;
- d) The appointment of the Principal or designated senior postholders;
- e) The appointment of the Governance Professional;
- f) The modification or revocation of the Articles of Government.

9.2 There may be occasions when issues are raised which should be placed before the Corporation and its Committees, but the next scheduled meeting is too long to wait, and it is not thought sufficiently significant to call a Special Meeting. In such circumstances the Chairman of the Corporation act on behalf of the Corporation provided that such a course of action does not run contrary to the Articles of Government, Financial Regulations, and any other relevant regulations.

9.3 The Chair's Action falls into two categories:

Routine matters which would not normally have merited discussion by the Corporation. These will include:

- a) the signing of routine documents on behalf of Governors;
- b) responding to approaches made to the Corporation by independent organisations;
- c) overseeing/agreeing to the more detailed aspects of the implementation of matters which the Corporation has already agreed.

Matters which are judged to be too urgent to await a meeting of the Corporation;

- a. such action should only be undertaken by the Chair on matters of significance if the delay of a decision would seriously disadvantage the College
- b. utilise 'written resolutions' in accordance with article (14a) of the provisions of the Instrument of Government.

10 Attendance and Public Access to Meetings

10.1 The Corporation believes that its business is open to public scrutiny and, with the exception of those items of business which are deemed to be confidential as defined within the Instrument of Government, for example the pay and remuneration of an individual or matters of a commercially sensitive nature, its policy is that the Corporation meetings are open meetings.

10.2 Members of staff who are not Corporation members or senior postholders will be invited, particularly where they may be presenting reports to the Corporation.

10.3 Entitlement to attend meetings of the full Corporation will be restricted to members of the Corporation, the Governance Professional, and a Minute Secretary (if required). Entitlement to attend the Committees set up by the Corporation will be restricted to the membership written into the terms of reference for that Committee, the Governance Professional, and other members of the Corporation subject to eligibility and with the approval of the appropriate Chair.

10.4 Whilst Clause 11.3 (a) of the Instrument which refers to members with a financial interest in the College does not require a member to withdraw from that part of the meeting considering a proposal in relation to that interest, the Corporation may determine that it

would be appropriate for a member to withdraw where that member has a financial interest.

- 10.5 The Corporation has determined that members of the Executive and Senior Leadership Team and other staff may attend meetings of the Corporation and its Committees for the purpose of providing information and giving advice. Such staff will be asked to withdraw from the meeting when the Chairman deems this to be appropriate, usually in respect of confidential items.
- 10.5 Attendance by the Inspectors and other Independent Agencies: from time to time, the relevant Inspectors or other independent agencies may be invited to attend meetings of the Corporation for items specifically agreed by the Corporation.
- 10.6 Attendance by Auditors: In accordance with the arrangements for the College Auditors, they will attend the relevant meetings of the Corporation, the Audit Committee and, where necessary, other Committees of the Corporation.
- 10.7 Any request to attend Corporation and Committee meetings by members of the public will be considered on a case by case basis.

11 Publication of Minutes and Papers

- 11.1 Agenda, papers, and minutes of the meetings of the Corporation and its Committees are held by the Governance Professional. In addition, agenda and minutes of meetings are published on the College website where appropriate.

Anyone wishing to read them can do so by asking the Governance Professional or by visiting the College website. Certain items of a financial or personal nature are excluded as set out at Clause 19 (2) of the Instrument, such as the following:

- An issue relating to a named individual employed at, or proposed to be employed at the College;
- An issue relating to a named student at/or applicant for admission to the College;
- Any matter which the Corporation decides that by virtue of the nature of the item should be dealt with on a confidential basis,

- 11.2 Matters relating to individual members of staff come under the confidential section of the minutes and will not be made publicly available.
- 11.3 The Corporation and its Committees are empowered to identify other items that they wish to be minuted under the confidential section.
- 11.4 All Governors and co-opted members of Committees must respect the confidentiality of any papers made available to them whether for purposes of the Corporation or Committee meetings or otherwise for so long as those papers remain confidential.
- 11.5 In order to ensure that the Corporation operates in keeping with a spirit of openness, all items which are deemed to be confidential, either by virtue of the paper supporting that item or because the associated minute has been deemed to be

confidential, will be regularly reviewed to establish its ongoing status. If the item is no longer confidential because it has become public within the College, then the associated paper and/or relevant minutes will be deemed to be available for public scrutiny at request.

12 Committees, Terms of Reference and Quoracy

- 12.1 The Corporation has established four Committees and has agreed terms of reference for each of them these Committees are:

Curriculum & Quality Committee
Finance & Resources Committee
Audit Committee
Governance Committee

The terms of reference of these Committees are **Annex 4(i)-(iv)**.

- 12.2 The Governance Professional will periodically request the Corporation to review the terms of reference of Committees, including details of quoracy, to ensure that they are in line with current requirements of the Corporation, the EFSA and Auditors.
- 12.3 Members will be responsible for adhering to the Instruments and Articles of Government, Terms of Reference, these Standing Orders, and the Governors' Code of Conduct whilst conducting their Corporation business within Committees.

13 Arrangements for Senior Staff

The Corporation has formally designated senior postholders in accordance with the Articles of Government and has established a framework for senior postholders which is **Annex 5** to these Standing Orders.

14 Governors' Interests

- 14.1 No Governor shall take or hold any interests in any property held or used for the purpose of the College or receive any remuneration for their services as a Governor, provided that a Governor who is a member of the staff of the College (including the Principal) may receive remuneration in that capacity.

- 14.2 A Governor who has any financial interest in:

- (a) the supply of work or goods to or for the purposes of the College;
- (b) any contract or proposed contract concerning the College or;
- (c) any other matter relating to the College.

and is present at a meeting of the Corporation at which the supply, contract or other matter is to be considered, shall at the meeting disclose the fact including the nature and extent of that interest and shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he is not entitled to vote.

- 14.3 Standing Order 14.2 shall not prevent the member of the Corporation considering

and voting upon proposals for the Corporation to ensure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.

- 14.4 The Governance Professional shall maintain a Register of Interests of Governors and Senior Managers in a form prescribed by the Corporation. Governors and Senior Managers will be required to declare their own interests and those of their 'close' family. Close family is intended to mean a spouse, dependent child or any other person living in the same home.
- 14.5 Governors may be reimbursed for expenses properly incurred in attendance of meetings and in the performance of their duties. Governors may not ordinarily, however, be remunerated for their services as Governors. The only exception would be in the case of a rare or extreme circumstance which met the criteria laid down by the Charity Commission and DfE and would be considered on a case by case circumstance in unusual circumstances.
- 14.6 Expenses will be paid in accordance with the College's staff expense policy. All expenses must be authorised in advance by the Chair (whose claims will be authorised by the Vice-Chair) and must be passed to the Governance Professional for reimbursement, who will check the claims to ensure that they are in accordance with these provisions and make payment to the Governor in question.

15 Independent Professional Advice for Members

- 15.1 This procedure is based on the premise that Corporation Members shall have the right to take advice from: The Corporation's advisers; or, if necessary, at the Corporation's expense, independent advisers on any matters concerning the exercise of their powers and responsibilities.

Such matters shall:

- **include** advice on legal, accounting, and regulatory duties,
- **exclude** advice to individual Corporation Members concerning their own respective personal interests in relation to the Corporation.

- 15.2 A Member who wishes to seek advice under this procedure shall give prior written notice to the Governance Professional to the Corporation and provide:

- a summary of issues on which advice is sought; and
- if independent advice is sought (i.e., not from the Corporation's existing advisers), the names(s) of the advisers whom the Member wishes to instruct together with a short explanation of the reasons why consultation with the Corporation's advisers on the particular issue(s) is considered to be inappropriate.

- 15.3 On behalf of the Corporation, the Chair will consider the merits of the case and pay or contribute towards the costs of independent professional advice. The contribution to be made will be based on the merits of each individual case. The decision shall be made after consultation with the Governance Professional, and, if appropriate, the Principal. The decision should be made as soon as practicable, and in any event

within ten working days.

- 15.4 The Governance Professional will notify the Member in writing whether the costs for the professional advice are payable by the Corporation and, if they are not, brief reasons shall be stated in support of the decision not to provide support.
- 15.5 Any advice which is obtained under this procedure shall, on request, be made available to all Corporation Members.
- 15.6 References in this procedure to the Chair shall include, in his or her absence, references to the Vice- Chair.

16 Statements made on behalf of the Corporation

- 16.1 Statements made on behalf of the Corporation will normally only be made by:
- The Chair, or Vice-Chair in his absence;
 - The Principal;
 - The College's nominated communications or marketing representative
- 16.2 Individual members of the Corporation must abide by the provision of the Governors' Code of Conduct. Members of the Corporation are appointed to contribute to the work of the Corporation and not appointed to represent any organisation, interest College or persons. Furthermore, they shall not be bound in speaking and voting by mandates from any other body or persons.
- 16.3 This section applies to all forms of communication including social media.

17 Membership of the Corporation – Availability of Information to the Public

A list of the names of members of the Corporation is published and available in the Governance Professional's office and on the College's website. Addresses and telephone numbers of individual members of the Corporation will not be made available to third parties without the permission of that member. Persons wishing to contact members of the Corporation may do so by writing to:

F.A.O Director of Corporate Governance Bath College, Avon Street, Bath, BA11AU

18 Use of Corporation Seal

- 18.1 Although there is no requirement under the Further and Higher Education Act 1992 for any document to be sealed by the Corporation, under general law any document executed by the Corporation as a Deed should be under Seal.
- 18.2 Section 20(4) of the Further and Higher Education Act indicates that the execution of a document by the Corporation under its Seal shall be treated as exclusive evidence that the document has been properly issued by the Corporation. The onus of proof would be on the person challenging the document to prove a contrary intention.

- 18.3 In accordance with Clause 22 of the Instrument of Government, the application of the Seal of the Corporation shall be authenticated by the signature of any independent member of the Corporation and the Principal or another member of the Executive Leadership Team. The Corporation will receive an annual report detailing the occasions on which the Seal of the Corporation has been used for formal ratification.
- 18.4 The arrangements for the use of the Corporation Seal are outlined in the College's Financial Regulations.

19 Amendments to the Standing Orders for the conduct of meetings and related matters

- 19.1 Standing Orders will be reviewed at least every three years to coincide with the review cycle of the Corporation or earlier by the Corporation to meet changing circumstances.
- 19.2 Amendments to this document require the agreement of the Corporation unless covered directly by statute in which case change will be implemented on the introduction of the new legislation and notified to the Corporation.

These Standing Orders were approved for adoption on xxxxx at the Corporation meeting held on xxxxxx

Annex 1

RULES AND PROCEDURES FOR APPOINTMENT TO THE CORPORATION OF BATH COLLEGE

1. THE WORK OF THE GOVERNANCE COMMITTEE

1.1 Terms of Reference

In accordance with the Articles of Government (Article 5), the Corporation has established a Governance Committee with terms of reference and membership as outlined in **Appendix A**. The Governance Committee has responsibility for advising the Corporation on the full range of issues associated with membership and remuneration relating to governors and senior postholders.

1.2 Membership of the Governance Committee

Membership of the Governance Committee is up to five Independent Corporation members and will usually comprise of the Corporation Chair and the Chairs of the Corporation Committees. The Vice-Chairman of the Corporation normally chairs the Committee unless it is their membership under consideration. In this case the Committee is required to agree an alternative Chairman for the purposes of that discussion and the Vice-Chairman is required to withdraw from the meeting.

1.3 General Conduct of the Governance Committee

The Governance Committee will conduct its business in accordance with normal rules of procedure for the Corporation and its committees outlined in the Rules of Conduct of the Corporation and the Corporation's Standing Orders, subject to any more detailed advice contained in these Rules.

These Rules are held by the Governance Professional to the Corporation and, together with all documentation relating to the work and advice of the Governance Committee, are available for public inspection in the Governance Professional's Office during normal office opening hours. The Governance Committee will normally meet once a term, unless members decide that there is insufficient business. It will receive regular reports on the membership position of the Corporation and the other related issues within its terms of reference.

2. MEMBERSHIP OF THE CORPORATION

2.1 Composition of the Corporation

The Corporation has determined that the overall membership of the Corporation will number not less than 15 members in accordance with the Instrument of Government, as outlined in **Appendix B**.

2.2 Terms of Office

Governors will normally be appointed to a term of office of up to 4 years and will not normally be eligible to serve more than two consecutive terms of office, in any category of Governorship.

All terms office regardless of duration will be included towards a Governor's total term of not more than 8 years.

Given that there is also a balance to be maintained between seeking refreshed membership for the Corporation and making use of experienced members, particularly at times when a number of terms of office come to an end, the Governance Committee will seek to adopt the 8 year limit but may unusually make a recommendations that an extension beyond 8 years be served. This would only be in exceptional circumstances, and the Committee will clearly outline the reasons for this recommendation.

2.3 Eligibility to be a Governor (any category)

The eligibility for Governorship is laid down in Clause 8 of the Instrument of Government. It is the duty of the Governance Committee to ensure that any individuals recommended for membership of the Corporation comply with the eligibility criteria both generally and for specific categories of Governorship. Particularly, the following must be applied:

- Governors must be 18 years of age or older unless they are appointed as Student Governors;
- Staff may not serve as Governors unless in the capacity of staff member or Principal;
- Students may not serve except in the capacity as student member. Any existing member may enroll on a part-time course at the College during his/her term of office, but will cease to be a member of the Corporation if they enroll on a full-time course;
- The Governance Professional may not be a member.

In addition, the provisions of Instrument Clauses 8(5) to (9) make ineligible those who have certain convictions or have been adjudged bankrupt. Those making application to the Corporation are required to make declarations in this respect so that the Governance Committee can make a judgement as to eligibility within the provisions of the Instrument of Government before making appointments.

2.4 Appointment to the Corporation

Subject to the procedures outlined below, appointments to the Corporation will be in accordance with Clause 5 of the Instrument of Government. Generally, the full Corporation is the appointing authority unless the appointment is in a category where other provisions governed by Clause 2 apply.

3. PROCESSES OF THE GOVERNANCE COMMITTEE

3.1 General

The Corporation is committed to fair, representative and diverse means to make appointments to the Corporation and its Committees. All appointments will be made in line with the Governor's Training and Appointment Policy.

3.2 Categories of Governor

Various categories of Governors have been developed by the Governance Committee in order for the Corporation and its Committees to have maximum flexibility to meet their respective needs at any given time.

Terms of office in each Governor category can vary (up to four years) depending on the rationale for appointment. Time served in any Governor role will be considered part of a Governors total term of office.

Members are eligible to be appointed and re-appointed in any category subject to any relevant exclusions already stated.

All categories of Governor will be appointed in line with the Governor's training and appointment policy.

4. PROCESSES FOR REMOVING GOVERNORS

The issues relating to removal of a Governor who may be unfit to hold office are laid down in Clause 8 and 9 of the Instrument. All issues of this nature fall within the remit of the Governance Committee, including the position of Governors who have been absent. The Committee will consider each issue on its merits, seeking advice from the Governance Professional and other advisors if necessary, and will advise the Corporation accordingly.

5. OTHER WORK UNDERTAKEN BY THE GOVERNANCE COMMITTEE

In accordance with its terms of reference, the Governance Committee will undertake work in respect of the Corporation's self-assessment framework and other related work. This may feature as part of its regular cycle of business or may be *ad-hoc*, depending on the nature of the issue.

APPENDIX 2

GOVERNOR RECRUITMENT, APPOINTMENT AND SUCCESSION PLANNING POLICY

INTRODUCTION

- 1.1 The purpose of this policy is to establish a clear framework to meet the responsibilities of the Board for the recruitment and appointment of new governors and succession planning for key governance roles. The Board recognises that to ensure continued effective governance it needs a diverse mix of talented individuals who understand and can fulfil the role of a governor of an FE college and that are committed to Bath College and its learners, staff and communities. The Board understands the need to continue to keep recruitment, appointment and succession planning under regular review.
- 1.2 The Governance Committee has the responsibility for advising the Board on all aspects of the Board's membership, including the appointment and reappointment of governors. The Committee will review at every meeting those terms of office that are due to expire within the next 12 months and will seek to ensure that periods of time when the Board is below full strength are minimised.
- 1.3 It is the responsibility of the Director of Corporate Governance to alert the Governance Committee when a governor's term of office is nearing expiry, and the Committee will use this policy when arranging a reappointment or the recruitment of a replacement. This will include keeping the Board's skill mix under review with a view to seeking appropriate improvements and that, as far as possible, the membership of the Board is representative of the communities the college serves.
- 1.4 In accordance with the Further Education Code of Good, the Board is mindful that "the success of the college is dependent on the objective and informed decision-making of its board to benefit students". In establishing these processes, the Board aims to ensure that its membership has the necessary experience, knowledge and skills to fulfil the college's strategy whilst also promoting a board culture which is open and transparent with support and constructive challenge.
- 1.5 The board will actively selects individuals with a diverse range of skills, knowledge, and experiences.

INDEPENDENT GOVERNORS

Expiry of the Term of Office of an Existing Governor

- 1.6 The Governance Professional shall report to the Governance Committee the name of any governor whose term of office is nearing its expiry. This must be done in sufficient time for the Committee to report to the Board at its last meeting before the term of office expires. When the governor under consideration is a member of the Governance Committee, that governor shall withdraw from the meeting and take no part in the decision or voting in relation to their future membership of the Board.
- 1.7 The Governance Committee will consider whether or not to make a recommendation to the Board that the governor be appointed to serve for a further term of office. The Committee shall base their decision on the following factors:
- (a) Whether the skills and experience of the governor are still required
 - (b) Whether it would be appropriate to take the opportunity to refresh the range of skills and experience available to the Board
 - (c) The governor's contribution and commitment to the Board's work
 - (d) The length of the governor's previous service on the Board
- 1.8 A governor's term of office will expire automatically unless the Governance Committee decides to recommend a further appointment and the Board accept the recommendation. An independent governor shall not ordinarily serve for more than two consecutive periods of four years. However, the Committee may recommend that the Board waives this general rule if there are exceptional reasons for a governor being appointed for a further term of office. The Director of Corporate Governance shall advise the governor of the Committee's decision.
- 1.9 A recommendation from the Committee that a governor be reappointed for a further term of office will be subject to the governor being willing to serve. The Clerk will ascertain in advance of the Board meeting whether or not the governor in question is willing to be appointed for a further term. If the governor is not so willing, a vacancy arises and will be dealt with under paragraphs 2.6 to 2.8 of this policy.
- 1.10 Where the Board decides not to appoint an existing governor for a further term of office, a vacancy shall exist and shall be dealt with under paragraphs 2.6 to 2.8 of this policy.

Recruitment and appointment

- 1.11 When a vacancy arises for an independent governor, for whatever reason, the Governance Committee will approve a specification for the person ideally suited to fill the vacancy. This will be based on the current skills required as identified by the most recent skills audit, current Board diversity as identified by the most recent EDI questionnaire and other issues that may arise that would lead to the Board identifying particular characteristics and experience as being relevant at to the Board.
- 1.12 To encourage applications the Governance Committee will consider a number of recruitment strategies:
- a) Information being made available on the College website
 - b) Advertising via College social media channels, including LinkedIn
 - c) Local advertising
 - d) Targeted advertising via professional bodies/local companies and organisations
 - e) Advertising via specialist governor/board recruitment websites
 - f) Advertising via specialist recruitment consultants
 - g) Direct approach to individuals, business and educational establishments
 - h) Approaches to community Colleges
 - i) Awareness raising at College events
 - j) Personal recommendation
 - k) Use of stakeholder networks (e.g. staff and students)
- 1.13 Applicants will be expected to provide a CV and where applications are received direct (other than through a specialist recruitment consultant) references will be required. Where necessary, the Chair, the Principal and CEO and the Director of Corporate Governance will shortlist suitable candidates. Members of the Committee will interview shortlisted candidates and make recommendations to the Board for appointment.
- 1.14 Candidates will be made aware of the legal responsibilities they take on as charity trustees and declare any conflicts of interest or loyalty.

STAFF GOVERNORS

- 1.15 When the term of office of a staff governor is nearing expiry or a vacancy arises for any other reason, the Director of Corporate Governance will oversee the arrangements for the appointment of a new governor following selection by the staff of the College. The academic staff governor will be nominated and elected by all of the permanent academic staff of the College and the non-academic staff governor by all of the permanent non-academic staff. Staff governors must have a contract of employment with the College.
- 1.16 When there is a vacancy for a staff governor, the selection process by the staff shall be as follows:
- (a) Staff will be invited to nominate staff for selection on a form prescribed by the Director of Corporate Governance
 - (b) If there is only one nominee, that person's name will be put forward to the Board who shall appoint the nominee provided that the person is eligible for Board membership
 - (c) Where there is more than one nominee, a ballot will be held in which all permanent members of staff in the relevant category shall be entitled to vote
 - (d) The Director of Corporate Governance shall determine the arrangements for the ballot and oversee the issue and receipt of ballot papers
 - (e) The name of the member of staff selected shall be put forward to the Board who shall appoint the nominee provided that the person is eligible for Board membership

STUDENT GOVERNORS

1.17 All students shall be invited to apply for the role of student governor:

- (a) A panel comprising governor(s), the Director of Corporate Governance and the Student Services lead will shortlist applications and interview shortlisted applicants.
- (b) From the interviewed applicants a shortlist for election by the student body will be agreed. The student body will elect up to two students.
- (c) The Director of Corporate Governance shall determine the arrangements for the election and oversee the process.
- (d) The students selected via the election shall be put forward to the Board of Governors who shall appoint the two students elected provided the nominees are eligible for Board membership.
- (e) If not more than two students are shortlisted the election process shall not be necessary, the students shortlisted will be put forward to the Board who shall appoint them provided that they are eligible for Board membership

ALL APPOINTMENTS

1.18 It is a condition of appointment for all governors that they must:

- (a) Declare their interests in the form prescribed by the Board
- (b) Declare their eligibility for Board membership
- (c) Agree to be bound by the Code of Conduct approved by the Board
- (d) Undergo a Disclosure & Barring Service check (where applicable)
- (e) Undertake mandatory training as agreed by the Board within 3 months of appointment and renewed every 3 years (Safeguarding, Prevent, EDI and GDPR) with refresher training annually

INDUCTION

1.19 To ensure that new governors can be effective in their role:

- (a) All new governors will be provided with an induction to the role and to the college via the Director of Corporate Governance, involving other staff as appropriate.
- (b) There will be a discussion about which committees the governor may join and activities that they will become involved in to best use their skills and experience and for their development.
- (c) A new governor will be given the name of another governor who will be available as a mentor to give peer support for their first year if required.

SUCCESSION PLANNING

- 1.20 The Board agrees that there must be an on-going review of succession planning for the positions of Chair, Vice-Chair and Chairs of Committees. The Board collectively will undertake self-assessment annually. As part of this assessment, any succession issues and activity to address them will be identified.
- 1.21 Each governor will participate annually in an individual development conversation with the Chair or Vice Chair. These conversations will include an opportunity to identify how the governor would like to develop their role and what support to do so would be useful. Individual development conversations will be used to contribute to the annual Board self-assessment.
- 1.22 Where a future vacancy in an office has been identified, opportunities for shadowing by prospective future office holders, or the advance appointment by the Board to that position to allow for development and knowledge sharing before the person takes up office will be considered.
- 1.23 The position of Vice-Chairs of Committees or of the Vice-Chair of the Board may be considered as possibilities for development.
- 1.24 If there are no governors within the Board willing or able to take on the position of Chair, Vice-Chair and or a Chair of a Committee then the option to search and advertise will need to be given consideration. This process would be undertaken by the Governance Committee.
- 1.25 The Board agrees that there should be an on-going review of succession planning. The Director of Corporate Governance will monitor the terms of office of existing governors to alert the Governance Committee to future vacancies that are likely to occur within the next 12 months and the skills that may be impacted.

GOVERNANCE COMMITTEE OF THE CORPORATION

TERMS OF REFERENCE

PURPOSE

To lead the Corporation on all issues related to membership of the Corporation in accordance with the Articles of Government (Article 5 and the requirements of Article 13) on the appointment of Senior Post Holders and the Governance Professional. Through its membership of Committee Chairs, to act as a forum to provide feedback, coherence, and consistency in the operations of the Corporation.

To share information and best practice to ensure continuous improvement of Governance.

MEMBERSHIP & QUORUM

The Committee shall comprise up to 5 independent members including members drawn from:

- The Vice Chair (who will act as Chair)
- The Chairs of the Corporation Committees
- The Corporation Chair;

The Committee shall meet at least 3 times per year. The quorum of the Committee shall be 3 Governors (of which at least 2 should be Committee Chairs). The Chair of this committee shall not be the Chair of the Corporation and staff or student governors shall not be members of the Governance Committee.

REMIT

GOVERNANCE

- To keep under review the functioning of the Corporation and the contribution of its members including the role of committees of the Corporation and their terms of reference.
- To ensure the establishment of appropriate mechanisms for the review/monitoring the effectiveness of the Corporation and its Committees in line with the EFSA requirements for annual self-assessment, regular independent Board review, local skills review and annual strategic conversations;
- To identify and recommend to the Corporation, the engagement of an independent third party to undertake the 3-yearly independent governance review. To recommend scope, objectives, delivery and timetable of the same.
- To advise the Corporation on matters relating to the matrix of self-assessment activities of the Board which review and drive improvement on Board performance.
- To monitor and ensure College compliance with the Code of Good Governance (or other adopted code)
- To maintain oversight of the Governance Quality Improvement plan (derived from the annual and regular independent assessment processes) to ensure ongoing reflection and continuous improvement in governance.
- To periodically review the Corporation's policies and procedures for the process of governance (Standing Orders) in accordance with the Instrument and Articles of Governance and other independent direction as may be required.

SEARCH

- To frame recommendations for appointment to the Corporation, and or Committees of the Corporation in accordance with the Instrument of

Government, the agreed composition of the Corporation/Committees, in line with the skills and requirements of the Corporation at that time;

- To establish appropriate succession planning mechanisms to ensure the Board is regularly refreshed with the skills mix it requires and any existing vacancies are filled in a timely fashion;
- As directed and in conjunction with the Corporation to initiate searches for potential candidates through consultation with local authorities, local bodies and employers and or to appoint independent recruitment support should this be required.
- To appoint a selection panel and agree a method of application and assessment for the recruitment of Governors in line with the Governors Training & Development policy including the oversight of appropriate mechanisms for the appointment, induction and training of new Governors
- To undertake an annual skills audit of members to inform the membership of Corporation committees and identify personal, or Corporation training needs; ensuring annual declarations of eligibility, interest and DBS status are maintained.
- To oversee appropriate mechanisms for annual review/evaluation of individual membership, attendance and contribution to the Corporation and or its Committees, in accordance with the Corporation's approved arrangements for such review;

REMUNERATION

- To advise the Corporation on and deal with all matters related to the employment of senior postholders in keeping with the SPH framework approved and established by the Corporation specifically;
- Following appraisal, to consider and recommend to the Corporation a report on the achievement of the objectives for the CEO, Senior Post holders and the Director of Governance and to agree and recommend to future objectives for same
- Having regard to the AoC SPH Remuneration Code, and Managing Public Money to recommend to the Corporation Board the remuneration and other terms and conditions of employment of the CEO, Senior Post holders and the Director of Governance.
- Subject to the provisions of the Articles of Government, to recommend to the Corporation redundancy, premature retirement proposals and any other severance proposals for senior post holders.

FINANCIAL LIMITS & DECISION MAKING

- The Committee may approve strategies and policies relevant to their remit as delegated by the Corporation
- The Committee may authorise spending in the pursuit of their remit (without Corporation approval) to a limit of £5,000.

MEMBERSHIP OF BATH COLLEGE CORPORATION

Composition of the Corporation

- 1.0 The Corporation has determined that the overall membership of the Corporation will number no less than 15. The Corporation shall consist of:
- (a) independent members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government;
 - (b) the Principal of the institution if they so choose,
 - (c) at least one and no more than three members who are a member of the institution's staff and has a contract of employment with the institution and who has been nominated and elected as set out in section (3.3) and (3.4) of Annex 1 of this document;
 - (d) at least one and no more than two members who are enrolled as 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").
- 1.1 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 or travel.
- 1.2 Where the Corporation has decided or decides that there is to be one or more staff member; the division of academic and non-academic staff shall be decided by the appointing authority (on recommendation by the Governance Committee) and in line with the Governors Appointment and Training policy.
- 1.3 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 (1.0).

Determination of Membership

- 1.4 Subject to Clause (2) of the Instrument of Government, the number of members of the Corporation, and the number of members of each variable category shall be decided by the Corporation.
- 1.5 The Corporation may at any time vary the determination referred to in section 1.0 of this document, and any subsequent determination under this paragraph provided that:
- (a) the number of members of the Corporation shall be determined by the Corporation; and
 - (b) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in Clause (2) of the Instrument of Government.
- 1.6 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

Role Profile for the Chair of the Corporation

Purpose of the Role

The role of the governing body Chair is fundamental to its success. The Chair is responsible for providing effective leadership of the Corporation in the discharge of its duties (as set out in the Instrument & Articles). The role of the Chair is to set and maintain the Corporation's focus on the strategic issues bearing on the College, keeping at the heart of its decision making the College's responsiveness to the students, employers and communities it serves.

Term of Office

The role of Chair will be subject to a term of office (of up to four years) as agreed by the Corporation in line with the Standing Order. The agreed office term will be ratified annually by the Corporation.

Accountability

The Chair is accountable to;

- The College's learners, customers and communities for quality of experience and outcomes
- The Secretary of State for Education as appointed regulator
- Funding agencies for the use of public funds
- College staff as their legal employer
- The Corporation

Responsibilities

The specific duties of the Chair are specified in the Instrument and Articles of Government. Principal duties include;

- The Chair ensures that the Corporation sets the strategic direction of the College and monitors College performance by setting targets and agreeing key performance indicators.
- The Chair ensures that the Corporation provides checks and balances to the operational executive team led by the CEO.
- The Chair ensures that the Corporation is accountable for its stewardship of public funds to deliver a quality service and for the performance of its legal and statutory duties.
- The Chair will seek to promote the best interests of the College within the

communities it serves wherever possible, be its ambassador, and represent it at meetings, presentations and conferences

Duties in respect of the Corporation

- Ensuring the efficient conduct of the business of Corporation meetings, following established procedures, taking care that the business of Corporation committees is reported appropriately
- Exercising a second or casting vote where there is an equality of votes on any issue referred to a vote at a Corporation meeting, unless there is a conflict of interest
- Ensure the Corporation remain focussed on the strategic oversight and issues of the College including the way it integrates with the wider community
- Ensure that the Corporation has established performance indicators, targets and or metric against which to measure College performance
- Act on behalf of the Corporation between meetings on matters delegated to him/her or on routine matters such as the signing of documents.
- Is expected to promote critical self-assessment of Corporation performance and processes and make an active contribution to the annual self-assessment of the governance of the College and shall support the Director of Governance in the development and delivery of associated self-assessment action plans and governor development programmes
- The Chair takes a strong role in leading and coordinating Corporation strategy days once or twice a year, working closely with the CEO and Director of Governance.
- Being satisfied that the Nolan Seven Principles of Public Life (selflessness, integrity, objectivity, accountability, openness, honesty and leadership) are observed in all Corporation business

Duties in respect of Governors

- Ensuring that the views of all governors are sought at meetings of the Corporation and that governors work together effectively as a team
- Ensure that each governor has the opportunity to discuss his or her contribution and development needs at least annually through the annual assessment programme
- Provide personal support to governors and discuss matters relating to attendance, performance or conduct
- Ensure that the Corporation addresses issues of diversity and that there is balance of membership with respect to gender, age, ethnicity and stakeholder representation is appropriate to the needs and profile of the community served by the College.

Responsibilities in respect of Senior Postholder (SPH)

- The Chair is responsible for promoting a constructive and supportive working relationship with the CEO and Director of Governance, to assist in achieving agreed objectives whilst maintaining professional relationships at all times.
- The Chair shall meet both the CEO and Director of Corporate Governance regularly for consultation and communication, and in particular for the purposes of;
 - Briefing of the Chair by the CEO on matters of interest and importance
 - Informal exploration of differences of opinion/working practice/early warning of problems as they arise for the College
 - Agenda setting and business planning, 121's with SPH
- The Chair will offer both general and specific support to the CEO and other SPH where strategic, major or contentious issues are involved
- Undertake the annual appraisal of the CEO and the Director of Governance and ensure that there is access to appropriate opportunities for development and training. The Chair shall report the outcomes of the appraisal process to the Committee responsible for remuneration
- Responsible for instigating any disciplinary action against the holders of posts designated as senior posts (including the Director of Governance), should the need arise

Personal Qualities

The qualities required of the Chair of the Corporation are:

- a strong personal commitment to Further and Higher Education and the values, aims and objectives of the College
- a commitment to lifelong learning and the role of the College as a major provider of education and training (including in a commercial capacity)
- a willingness to devote the necessary time and effort to their duties as Chair and member of the Corporation
- a willingness to promote the College within the communities it serves in an ambassadorial role using skills of networking, influencing and advocacy
- Political awareness and an understanding of the economic, social and political dynamics of the region
- Strategic awareness and vision with good independent judgement
- Ability to share and work to common values within a framework of collective decision-

making in the best interests of the Corporation and the College

- Critical listening skills with the confidence to challenge and engage others in debate
- Awareness of standards in public life, public accountability and a determination to abide by them
- An understanding of the importance of and a commitment to equality and diversity and sustainability.

Role Profile for the Vice-Chair of the Corporation**Purpose of the Role**

The role of the Vice Chair is to support the Chair and act in the Chair's absence. This means more than stepping in to Chair occasional meetings, but to maintain a strategic overview and be prepared to lead with authority on key issues when the Chair is not present or on agreed topics.

The same personal qualities that make an effective Chair make a good Vice Chair.

Term of Office

The role of Vice -Chair will be subject to a term of office (of up to four years) as agreed by the Corporation in line with the Standing Orders. The agreed term of office will be ratified by the Corporation on an annual basis.

Accountability

The Vice-Chair is accountable to the Chair and the Corporation.

Responsibilities

The Vice-Chair of Corporation will support the Chair to ensure that Corporation observes the principles of public life and operates effectively. In doing so, the principal duties of the Vice-Chair of the Corporation are:

- To know and understand the role and responsibilities of the Chair, assist the Corporation Chair in performing his/her duties & responsibilities (see Chair's role description for reference)
- Provide deputy leadership for the Corporation and aid the Chair in building the Corporation as a team
- Act on behalf of the Corporation (in the Chair's absence or under their request) between meetings on matters delegated to him/her or on routine matters such as the signing of documents
- Attend training and induction as required to carry out the role of Vice-Chair and member of the Corporation
- To be available to members of the Corporation, whether individually or collectively,

should they have concerns which contact through the normal channels of the Chair and/or Governance Professional, has failed to resolve or where such contact is inappropriate.

- To act as confidant to the Chair in matters the Chair wishes to discuss
- To undertake the annual appraisal of the Chair and ensure that there is access to appropriate opportunities for development and training. The Vice Chair shall report the outcomes of the appraisal process to the Governance Committee.
- To act as Chair of the Governance Committee and any sub-committee responsible for SPH remuneration.
- Support the Chair in leading and coordinating Corporation strategy days once or twice a year, working closely with the CEO and Director of Governance.
- Support the Chair to ensure that the Corporation addresses issues of diversity and that there is balance of membership with respect to gender, age, ethnicity and stakeholder representation is appropriate to the needs and profile of the community served by the College.

Personal Qualities

- a willingness to devote the necessary time and effort to their duties as Vice- Chair and member of the Corporation
- a willingness to promote the College (alongside or deputising for the Chair) within the communities it serves in an ambassadorial role using skills of networking, influencing and advocacy
- Political awareness and an understanding of the economic, social and political dynamics of the region
- Strategic awareness and vision with good independent judgement
- Ability to share and work to common values within a framework of collective decision-making in the best interests of the Corporation and the College
- Critical listening skills with the confidence to challenge and engage others in debate
- Awareness of standards in public life, public accountability and a determination to abide by them
- An understanding of the importance of and a commitment to equality and diversity and sustainability.

Role of the Committee Chair

Purpose of the Role

A Committee Chair leads a committee and gives it direction, sets its agenda (in collaboration with the CEO & Governance Professional) and ensures it is an effective part of the college governance structure. It is likely that the Chair will have particular expertise or experience in the Committee area of remit. The Chair will take responsibility for the successful operation and execution of the assurance responsibilities of the Committee for which they are responsible.

Term of Office

The role of Committee Chair is in addition to the role of Governor and to this end, does not have its own term of office. Committee Chairs are elected to the role at the first meeting of the Corporation in each academic year. Should there be more than one expression of interest in the role of a Committee Chair, a ballot would take place determined by a majority of votes cast.

Accountability

The Committee Chair is accountable to the Chair of Corporation and the Corporation Board.

Responsibilities

A Committee Chair is also a full Governor and as such maintains the same responsibilities. Additional specific responsibilities in relation to their role as Chair are;

- Ensuring meetings are called and held in accordance with the college College's terms of reference for committees.
- In consultation with the CEO/ELT member, Director of Corporate Governance and/or other Corporation or committee members, establish and confirm an agenda for each meeting.
- To pre-meet the relevant ELT member in advance of each Committee meeting to discuss agenda flow, agree areas of focus and discuss any questions arising from circulated papers
- To ensure that members of the Committee possess the information required in order to ensure that Committee meetings are effective and assurance can be provided, if not to require this from the ELT member or Director of Corporate Governance
- To share their professional expertise and guidance to support and challenge the relevant ELT member as the need arises
- To chair the committee meetings
- Provide leadership & ensure committee members are aware of their obligations and that the committee complies with its responsibilities, including that Committee members are present and commit to training and development requirements pursuant to Committee business
- Ensure there is sufficient time during the meeting to fully discuss agenda items
- Ensure that discussion on agenda items is relevant, productive and professional
- Ensure minutes are complete and accurate, retained, and actions are followed up at the next meeting
- Ensure a clear flow of two-way information between the committee and the Corporation presenting structured feedback from each meeting and escalating any issues to the Corporation Chair directly (should this be required)
- To take ownership of the remit of the Committee at Corporation level, ensuring that the required focus and attention is given to matters under the responsibility of Committee as required

- To be a member of the Governance Committee (which will also act as a Chairs' forum) to work with other Committee Chairs to share best practice, give direction to the Corporation, maintain strategic focus and 'horizon scan'.
- To attend training and induction as required to carry out the role of Committee Chair seeking appropriate CPD as required.
- Where possible to join AOC Committee Chair networks to facilitate sharing of best practice and stay abreast of committee specific developments

Audit Committee Chair

The audit committee is a regulatory requirement, it plays an essential role in good governance and risk management.

The additional responsibilities for an Audit Committee Chair are:

- The Audit Committee Chair is responsible for ensuring the regulatory requirements of good governance and risk management are implemented as set out in the Post 16 Audit Code of Practice.
- Report on the activities of the Audit Committee and specifically the assurance programme
- Provide the Annual Audit Committee report to the Board
- Review the assurance supporting the Annual Report and Financial Statements processes
- Undertake a role in public interest disclosure reporting

Finance Committee Chair

The Finance Committee plays a fundamental role in financial oversight.

The additional responsibilities of the Finance Committee Chair are:

- Provide periodic reports to the Board on the activities of the Finance Committee (liaising with the Governance Professional over the preparation of such reports).
- As far as is reasonably possible, participate in regular Quality monitoring activities relevant to the finance and resources terms of reference, such as learning walks or Governor in College events or Self-assessment Review (SAR) panel meetings.
- Encourage other non-executive members of the Board to participate in practical activities pertinent to the remit of the committee (such as developing their understanding of funding streams in the Further Education sector or participating in visits from the FE Commissioner).
- Carry out any other relevant duties which the Board Chair requests and which are reasonably possible for the postholder to undertake.

Curriculum and Quality Committee Chair

The Curriculum and Quality Committee plays a fundamental role in quality oversight.

The additional responsibilities of the Quality and Curriculum Committee Chair are:

- Provide periodic reports to the Board on the activities of the Quality and Curriculum

Committee (liaising with the Governance Professional over the preparation of such reports).

- As far as is reasonably possible, participate in regular Quality monitoring activities relevant to the delivery of curriculum and quality oversight such as learning walks or Governor in College events or Self-assessment Review (SAR) panel meetings.
- Encourage other non-executive members of the Board to participate in practical activities pertinent to the remit of the committee (such as developing their understanding of quality and curriculum matters in the Further Education sector or participating in visits from the FE Commissioner).
- Carry out any other relevant duties which the Board Chair requests and which are reasonably possible for the postholder to undertake.

Role of Staff and Student Governor**Purpose of the Role**

The role of Staff and Student Governor are both regulatory requirements of the Corporation. Staff and Student governors are not on the Board to represent the staff or students, and do not deal with specific staffing or student issues. Performing the role of a 'critical friend,' staff and student governors use their skills and valuable stakeholder experiences to effectively discharge the responsibilities of the Corporation which are (in broad terms)

- To set the educational mission/vision of the College College
- To hold the Executive to account (in delivery of this)
- The safe stewardship of funds and assets, including maintaining solvency and legal compliance

An appointment as a Staff/Student Governor of Bath College is a public appointment. All governors are required to abide by the Governors Code of Conduct, which is based on the seven principles of public life (the 'Nolan' principles): selflessness, integrity, objectivity, accountability, openness, honesty, and leadership. All governors, including staff and student governors, work on a voluntary basis.

Term of Office

The role of Staff/Student Governor will be subject to a term of office (of up to two years) as agreed by the Corporation in line with the Standing Orders. Staff Governors must always be a current member of staff of the College College whilst serving as a Governor. Staff governors are expected to step down when they cease to be an employee of the College or move into either an executive or senior leadership position.

Similarly, Student Governors must be a current student of the College College at the time they are serving as a Governor. Student Governors are expected to step down when they either cease to be a student or are expelled from the College.

Accountability

The Staff and Student Governor is accountable to the Chair of Corporation and the Corporation Board.

Responsibilities

Staff Governors are expected to play a full part in College governance including the following key responsibilities:

- To know and understand the role and responsibilities of a Staff Governor by complying with the Articles of Government, the AOC (Association of Colleges) Code of Good Governance, Governors Code of Conduct and any other related governance policies and procedures;
- Attend Board meetings and contribute to discussions from an individual perspective, informed by experience as either an employee, or student but always with regard to the interests of the College as a whole
- Ensure that other governors understand the likely impact of Board decisions on staff/students or on other stakeholders (such as employers) of whom the staff/student governor has direct knowledge.

- Support the Principal and Governance Professional in improving staff /students understanding of the role and activities of the governing body
- Work with members of any Staff/Student Council or such body, including the governor representatives, to promote effective communication between staff/students and the Board
- To attend training and induction as required to carry out the role of Staff Governor (something about it not)
- impacting on their studies seeking appropriate CPD (Continuing Professional Development) as required. All Governors are required to make an annual declaration of eligibility and of interests. This is held by the Governance Professional and is made available to members of the public.

Personal Qualities

- An effective communicator, able to support, encourage, challenge, and persuade colleagues and stakeholders
- a willingness to devote the necessary time and effort to their duties as a Staff Governor
- Passionate about education and the difference that it can make to individuals and communities
- Committed to the college's core purpose and vision
- An understanding of the importance of and a commitment to health and safety, equality and
- diversity, and sustainability

Notes

- Staff and Student Governors share in the collective responsibility of the Board on an equal footing with all other governors, and participate in all the Board's discussions, except where these relate to an individual member or prospective member of staff or the conduct of an individual student*.
- As the role of staff governor requires the governor to possibly hold their seniors to account, it is essential that objectivity is always maintained.

*even when the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, staff governors need not declare a financial interest and may take part in the considerations and vote. Circumstances where this would not be the case include;

- if the staff governor is representing a member of staff in active negotiations, or is a trade union or other representative
- if it concerns the staff governor themselves (solely rather than as part of a College)
- if it concerns the staff governor's re-appointment
- if it concerns staff matters relating to any member of staff holding a post senior to that member (except those relating to the pay and conditions of all staff or all staff in a particular class)

Role of Governor

Purpose of the Role

Governors contribute their professional, specialist skills and expertise to the Corporation (and through its Committees) in a non-executive role. Performing the role of a 'critical friend,' governors use their skills and valuable experiences in various professional backgrounds or sectors, to effectively discharge the responsibilities of the Corporation which are (in broad terms)

- To set the educational mission/vision of the College
- To hold the Executive to account (in delivery of this)
- The safe stewardship of funds and assets, including maintaining solvency and legal compliance

An appointment as a governor of Bath College is a public appointment. All governors are required to abide by the Governors Code of Conduct, which is based on the seven principles of public life (the 'Nolan' principles): selflessness, integrity, objectivity, accountability, openness, honesty, and leadership. All governors, including staff and student governors, work on a voluntary basis.

Term of Office

The role of Governor will be subject to a term of office (of up to four years) as agreed by the Corporation in line with the Standing Orders. Governors may serve up to two terms of office but cannot normally exceed a collective term of more than 8 years.

Accountability

The Governor is accountable to the Chair of Corporation and the Corporation Board.

Responsibilities

Governors are expected to act in an impartial and responsible manner to ensure the College delivers its educational mission/ vision, by setting and delivering a strategic plan, that is accountable to the communities it serves and the public money that supports it.

The specific duties of a Governor of a FE (Further Education) Governing Body are specified in the Further and Higher Education Instruments and Articles, Articles clause 3 (1) a-f. Other responsibilities include;

- To know and understand the role and responsibilities of a Governor by complying with the Instrument and Articles, the AOC (Association of Colleges) Code of Good Governance, Governors Code of Conduct and any other related governance policies and procedures;
- To contribute to the business of the Corporation in an effective, efficient, and transparent manner, by acting objectively, taking decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias
- To ensure that the College and its staff meet the expectations of those to whom it is accountable – its learners, employers, and the communities they are there to serve.
- To undertake an annual review of their own performance as a Governor as well as their contribution to the Corporation and any Committees

- To attend training and induction as required to carry out the role of Governor seeking appropriate
- CPD (Continuing Professional Development) as required.
- Governors are required to make an annual declaration of eligibility and of interests. This is held by the Governance Professional and is made available to members of the public.

Personal Qualities

The qualities required of Governor are:

- a strong personal commitment to Further and Higher Education and the values, aims and objectives of the College
- a commitment to lifelong learning and the role of the College as a major provider of education and training (including in a commercial capacity)
- a willingness to devote the necessary time and effort to their duties as a Governor
- Ability to share and work to common values within a framework of collective decision-making in the best interests of the Corporation
- Critical listening skills with the confidence to challenge and engage others in debate
- Awareness of standards in public life, public accountability, and a determination to abide by them
- An understanding of the importance of and a commitment to health and safety, equality and diversity, and sustainability

Role of the Governance Professional

Purpose of the Role

Responsible for ensuring corporate governance arrangements contribute meaningfully to the strategic development of the College, and that the College becomes an exemplar of best practice in its corporate governance arrangements.

- Ability to manage senior relationships at Board of Governors (Board), Committees and executive level, adding more value to the wider corporate picture, and experience of working closely with a range of stakeholders.
- Responsible for providing independent, high-quality guidance on statutory, constitutional, operational procedural and ethical issues as they affect the Board, its committees and its subsidiaries
- Responsible for ensuring the Board is accountable to its internal and independent stakeholders
- Accountable to the Board, through the Chair, on all matters relating to their duties as an officer of the Corporation
- Provide leadership, advice and support in all governance activities, statutory and regulatory compliance and independent governance relations
- Oversee internal audit arrangements for the Board and its committees from a governance perspective
- Support the Board and its members in evaluating their effectiveness and training and development Inform and advise the Board on developments within the sector and relevant news from outside the sector
- Be proactive in keeping abreast of current and emerging guidance and legislation and advising governors accordingly
- Take appropriate action if and when the Board, its Chair or one of its Committees appears to be at risk of acting (or to have acted) outside their powers or to be proposing (or have taken) actions that may be unlawful.

Accountability

The Director of Corporate Governance is accountable to the Corporation Board through the Chair of Corporation.

Responsibilities

- Manage the governance arrangements in line with best sector and independent practice.
- Give a strategic focus to the work of the Board, the Senior Leadership Team and the associated committee structures.
- Ensure the Board and its committees are capable of executing on its remit as outlined in the constitutional documents.
- Promote sound standards of governance and act as a guardian of integrity
- Review legislative and regulatory developments and advise the Board and Committees accordingly
- Independently brief the Chair and Governors on current issues and support liaison between the Chair, the Principal and Governor
- Giving advice and support to the Chair, Vice Chair, Committee Chairs and Executive Leadership Team in their respective roles
- Work closely with the Chair, the Principal, the Executive Leadership Team and other members of staff to support the Board in fulfilling its remit and to ensure support for and implementation of the Board's decisions.
- Facilitate Governors engagement with the business of the College so as to maximise their contribution to the work of the Board.

- Manage and support authors to produce good quality, timely papers which meet the requirements of the Board and Executive Leadership Team.
- Manage the administrative aspects of Board meetings (including preparation of agendas and minutes and circulation of papers), and ensure meetings proceed in accordance with the requirements of the relevant constitutional documents.
- Leading on and facilitating the recruitment of Governors to ensure the membership of the Board comprises the appropriate balance of skills, knowledge and experience
- Facilitate the Board's decision-making processes and public sharing of its decisions.
- Provide support for Governors in their role.
- Leading on the training and development of the Board
- Serve as a liaison to and a representative of the Board to internal and independent stakeholders.
- Draft all governance statutory documentation on behalf of the Board
- Support the production of key corporate publications, including the Annual Report and Accounts

PERSON SPECIFICATION

- Relevant degree and/or professional qualification, e.g. The Chartered Governance Institute (formerly ICSA), law, accountancy, audit, business management or QBE together with experience in a relevant governance role
- Post qualification experience.
- Undertake FE Governance professional qualification level 5-7 (once developed)
- Committed to the values and vision of the organisation
- Committed to Equality and Inclusion
- Achieving goals through influence
- Committed to the Nolan principles
- Committed to excellent governance
- In addition to the role described the Board may allocate other responsibilities suitable for the independent advisor to the board such as:
 - Risk Management
 - Public Interest/whistleblowing Freedom of Information
 - Data protection
 - Legal services
 - Complaints
 - Policy
 - Assurance

**ARRANGEMENTS FOR ADMINISTRATION OF MEETINGS AT WHICH THE
GOVERNANCE PROFESSIONAL IS NOT ALLOWED TO BE
PRESENT**

The Instrument and Articles of Government specify that the Governance Professional must withdraw from all meetings or part of a meeting where his/her own remuneration, conditions of service, conduct, suspension, dismissal, or retirement are to be considered. In order to meet this requirement, the following protocol has been established:

1. Any papers relating to an agenda item which addresses the above issues will be dispatched separately from the main agenda. Such papers will be sent at least 7 days before the meeting;
2. The Governance Professional will withdraw from the meeting at the appropriate time and the Corporation or relevant committee will appoint a member to have responsibility for producing the minute for that part of the meeting. This will be a separate, confidential minute which the Governance Professional will have no entitlement to see;
3. The Corporation/Committee will decide at the end of its discussions whether members are prepared for the Governance Professional to have sight of the minute. If they are prepared to allow this, then the confidential minute will be written by the member appointed as Governance Professional and appended to the main minutes of the meeting by the Governance Professional in accordance with the usual processes for the production of minutes.
4. If the Governance Professional is not allowed to see the minute, then the Chairman will send it separately to Governors and the Governance Professional will be required to withdraw from that part of the next meeting when the minute is approved. The Chairman will be responsible for maintaining the records related to all such minutes.

AUDIT COMMITTEE OF THE CORPORATION TERMS OF REFERENCE

PURPOSE

To lead the Corporation on all issues relating to audit, review and evaluation, providing independent and authoritative advice to the Corporation on the effectiveness and efficiency of internal and independent control and governance and management systems in accordance with the Articles of Government.

MEMBERSHIP & QUORUM

The Committee shall comprise of up to 5 members elected as follows:

- Five Governors who do not serve on the Finance & Resources Committee or have any related interests; OR
- Three Governors and two individuals appointed by the Corporation to the Audit Committee on a co-opted basis.
- All members shall be able to demonstrate recent, relevant experience in risk management, finance, and assurance
- Staff and Student Governors are not eligible to join the Audit & Risk Committee

The quorum of the Committee shall be 40% of the total appointed membership of which independent members must be in the majority.

REMIT

Audit:

To assess and provide the Corporation with an opinion on the adequacy and effectiveness of the College's audit arrangements, framework of governance, risk management and control, and processes for the efficient and effective use of resources, the 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 and regularity auditor and other assurance providers, including internal auditors (at least every 5 years), and establish that all such assurance providers adhere to relevant professional standards;

To establish, in conjunction with College management, relevant annual performance measures to monitor the effectiveness of the internal audit service and financial statements and regularity auditor and decide, based on this review their annual re-appointment. A tender exercise should be completed on a minimum 5 year basis;

To advise the Corporation on the scope and objectives of the work of the financial statement's auditor, and the internal audit service; as well as ensure effective co-ordination between the internal audit service, and the financial statements and regularity auditor;

To consider and advise the Corporation on the audit strategy and annual internal audit plans for the internal audit services; to provide advise to the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements and regularity auditor and the funding auditor, and management's responses to these;

To monitor, within an agreed timescale, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the College.

Risk:

To advise the Corporation on the College's overall risk appetite, tolerance and strategy, and the principal and emerging risks the College is willing to take in order to achieve its long-term strategic objectives;

To advise the Corporation on the risk aspects of proposed changes to strategy and strategic transactions including acquisitions or disposals, in particular on implications for the risk appetite, tolerance and strategy of the College.

Internal Controls:

The committee shall oversee and seek suitable assurance regarding the adequacy and effectiveness of the College's processes and procedures to manage risk and the internal control framework, including the design, implementation and effectiveness of those systems;

To oversee the College's policies on fraud and irregularity and whistleblowing, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity;

That fraud investigation outcomes are reported to the Audit Committee, that the independent auditors and internal audit service provider have been informed, and that appropriate follow-up action has been planned/actioned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the appropriate funding body;

To inform the Corporation of all additional services provided by the financial statements, regularity and other audit assurance providers, and explain how independence and objectivity were safeguarded;

Reporting:

To produce an annual report for the Corporation which shall include:

- A summary of the Committee's activities relating to the financial year under review, including any significant matters of internal control included in the management letters and reports from auditors or other assurance providers
- the Committee's view of its own effectiveness and how it has fulfilled its Terms of Reference
- the Audit Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness.

FINANCIAL LIMITS & DECISION MAKING

As the independent Committee of the Corporation, the Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit and investigate any activity within its terms of reference;

The Committee may approve strategies and policies relevant to their remit as delegated by the Corporation;

The Committee may authorise spending in the pursuit of their remit (without Corporation approval) including obtaining professional advice to a limit of £10,000.

FINANCE AND RESOURCES COMMITTEE TERMS OF REFERENCE

PURPOSE

To lead and oversee on behalf of the Corporation, all aspects of College resources .
To ensure a clear link between the College strategic plan and the resources required to deliver it; including Finance, Estates and People and Culture.

MEMBERSHIP & QUORUM

The Committee shall comprise of up to 8 members elected as follows;

- Five members of the Corporation; with appropriate expertise, skills and/or experience

- At least two members will have an appropriate financial background and /or qualifications e.g. a qualified accountant and at least one of whom will have a thorough knowledge of FE and FE Funding arrangements
- At least one and no more than two staff governor members

The quorum of the Committee shall be 40% of the total appointed membership of which independent members must be in the majority.

REMIT

Finance:

To consider and advise the Corporation on the solvency and the safeguarding of its assets (including insurances). This includes advising the Corporation generally on investments and borrowings and seeking appropriate advice from independent sources as required

To ensure the fulfillment of the requirements of the ESFA funding agreement, the requirements of managing public money (MPM) and the College's responsibilities in respect of its status as a public sector body

To recommend to the Corporation a three-year financial plan, an annual budget, revenue budget and capital programme. To review revised forecasts for the above as required.

To consider, review and to recommend the Annual Financial Statements to the Corporation for approval.

To monitor developments and the financial position of the College with regard to the Strategic Plan using regular budgetary reports on all aspects of the College's finances including but not limited to monthly management accounts of the Corporation.

To approve a Treasury Management Policy, ensuring its implementation, monitoring and review including receiving regular reports on treasury management activities.

To review periodically, as may be required, the banking, insurance, payroll and other financial and legal services to the Corporation. Specifically, the appointment of the College's bankers (subject to tendering and other procedures where appropriate).

To ensure ongoing adherence to, and annual review of the College's Financial Regulations.

To monitor and oversee engagement with the local community, businesses, and other stakeholders (including the local Council, Local Education Partnership (LEP), Chambers of Commerce, college employers and others) via a Stakeholder Engagement Strategy.

Estates:

To ensure appropriate governance and management of estates issues across the entire SHCG College estate, including asset management, capital projects, maintenance and repair, IT, facilities management and energy and environmental issues relating to the estate;

To consider and advise the Corporation on proposals and plans for expenditure on minor and major works programmes, major capital projects, the appointment of consultants including the financial implications of the submission of any appropriate applications for capital support to grant awarding bodies including oversight of the execution and

delivery of major capital projects

To provide oversight and strategic support to the development and ongoing review of SHCG Environmental Sustainability and Carbon Reduction Strategy and to monitor and set relevant sustainability targets for the College; To monitor progress of Carbon Reduction against agreed targets;

To oversee and monitor the College's arrangements for Health & Safety to ensure that they are robust and effective including the monitoring of performance in respect of health, safety and wellbeing to ensure compliance with legislation as a minimum requirement.

People & Culture:

To oversee the delivery of the People strategy to include leadership and management, culture, knowledge and skills development, performance management and reward;

To monitor and report to the Board on College people and culture key performance indicators (e.g. recruitment, wellbeing, motivation and retention of staff) and staff responses to questionnaires/surveys, to ensure that appropriate action is being taken to address issues as identified, reporting to Corporation where necessary.

To ensure that the Corporation fulfils its legal obligations under relevant employment legislation and keeps up- to-date with changes and developments including negotiation and consultation procedures with the recognised Trade Unions as may be necessary.

To advise on the budgetary and legal implications of all personnel/ people and culture/employment strategy issues including recommending a framework for the pay and conditions of all staff;

To monitor culture and culture change (and ensuring linkage with the associated levers such as staff satisfaction, remuneration and other matters within the scope of the Committee)

To monitor and report to the Board, the College's approach towards equality, diversity and inclusion (in respect of Staff), its embedding across the College, and to set and review progress against EDI targets and action plan.

FINANCIAL LIMITS & DECISION MAKING

The Committee may approve policies relevant to their remit as delegated by the Corporation.

The Committee may authorise spending in the pursuit of their remit (without Corporation approval) including obtaining professional advice to a limit of £5,000.

The Committee may approve (without Corporation approval) expenditure for individual capital or recurrent items, sign a contract, or lease contract arrangements (based on the full value over its life) above £100,00 up to £500,000.

CURRICULUM AND QUALITY COMMITTEE TERMS OF REFERENCE

PURPOSE

To lead the Corporation on all aspects of strategic and policy matters directly relating to teaching and learning, students, curriculum quality and standards of the College.

MEMBERSHIP & QUORUM

The Committee shall comprise of up to 12 members selected as follows;

- Up to 7 members of the Corporation with appropriate expertise, skills and/or experience
- the Governor with responsibility for Safeguarding
- the Governor with responsibility for Special Education Needs & Disability (SEND)
- the Governor with responsibility for Careers
- At least one and no more than 2 Student Governors. (Student governors serve as ex officio members of the Committee, attending on a rotational basis.

The quorum of the Committee shall be 40% of the total appointed membership of which independent members must be in the majority.

REMIT

Curriculum:

To review and recommend the College's curriculum strategy and where relevant annual curriculum programmes including relevant targets, new programmes and teaching and learning;

To ensure that there is a clear link between all matters of curriculum, quality and standards and student policy within the College's Strategic Plan and that procedures exist to ensure that the College's curriculum is delivered in accordance with the Strategic Plan;

To review and recommend the College's Curriculum Strategy, Quality Strategy, Teaching and Learning Strategy, Learner Involvement Strategy, Maths and English Strategy and Skills Strategy;

Quality:

To advise the Corporation on arrangements for assuring the quality and standards of educational activities in the College;

To monitor the College's performance at a strategic level in relation to teaching & learning activity, student retention, achievement, attendance, and destination and recommend to the Corporation annual targets and key performance indicators in these areas, and monitor the College's progress towards achieving them;

To receive and review the College's Annual Self-Assessment report and Quality Improvement Plan and to recommend its approval to Corporation including reviewing the effectiveness of the College's Self- Assessment procedures and the effectiveness of the actions taken to improve standards;

Students & Safeguarding:

To advise the Corporation on all matters related to the students' experience in the College that impact on strategic objectives, ensuring appropriate links with student bodies and Colleges within the College

To monitor the College's delivery of its Safeguarding role and responsibilities in its widest sense. This may include review of staff training and resources, provisions in place to support student mental health and wellbeing and engagement with 3rd party agencies

To review and make recommendations for improvement using the data and feedback received from Student and Parent feedback.

To monitor and report to the Board, the College's approach towards equality, diversity and inclusion (in respect of Students), its embedding across the College, and to set and review progress against EDI targets and action plan.

Apprenticeships:

To review and monitor the quality and outcomes for all subcontracted activity to ensure it meets the College's Strategic Aims and that high-quality delivery is taking place which enhances the quality of the offer to learner

To monitor the College's performance at a strategic level in relation to apprenticeship retention, achievement and attendance rates and recommend to the Corporation annual targets and key performance indicators in these areas, and monitor the College's progress towards achieving them;

To review and make recommendations for improvement using the data and feedback received from Employer and Apprentice Feedback.

FINANCIAL LIMITS & DECISION MAKING

The Committee may approve strategies and policies relevant to their remit as delegated by the Corporation.

The Committee may authorise spending in the pursuit of their remit (without Corporation approval) including obtaining professional advice to a limit of £5,000.

APPOINTMENT AND DISMISSAL OF SENIOR POSTHOLDERS

1. Appointments

- 1.1 In accordance with the Articles of Government, the appointment of Senior Postholders (SPH) and the Governance Professional to the Corporation is a matter exclusively for the Corporation, drawing on whatever independent advice it deems to be appropriate.
- 1.2 All SPH and Governance Professional posts will be acquired through individual merit and in line with the College's recruitment and selection policies.
- 1.3 The Governance Committee, in accordance with its terms of reference, will be responsible for advising the Corporation on the appropriate salary and conditions of service for the post, in accordance with the SPH pay framework approved by the Corporation.
- 1.4 Where there is a vacancy or expected vacancy in a senior post, the Corporation shall:
 - Advertise the vacancy appropriately; and
 - Appoint a Selection Panel consisting of:
 - a) At least three members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal; or
 - b) The Principal and at least two other members of the Corporation, where the vacancy is for any other senior post.
- 1.5 The Panel shall;
 - agree the job description, person specification, and relevant means to advertise the vacancy (as appropriate)
 - approve a short-listing criteria and selection method based on the use of psychometric and skills tests/interview(s) as appropriate
 - interview the applicants and where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.
- 1.6 The appointment process will be conducted through the College administrative processes led by the Director of Corporate Governance and supported by the People and Culture team unless the Director of Corporate Governance post is being appointed. In this case, a member of the People & Culture team will be nominated to undertake this work.
- 1.7 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, it may require the Panel to repeat the steps specified in section 1.5 with or without first re-advertising the vacancy.
- 1.8 In agreement with the Governance Committee, the College may engage independent recruitment consultants or similar agencies to perform the recruitment and or appointment process on their behalf.

2. Dismissals

The parameters for action taken in respect of the dismissal of a SPH and the Head

of Governance are laid down in the Articles of Government and the Disciplinary Procedure for Senior Postholders at **APPENDIX B**.

3. Redundancy

- 3.1 The Governance Committee, in accordance with its terms of reference, will be responsible for advising the Corporation on the potential redundancy of any SPH, in accordance with the SPH pay framework approved by the Corporation.
- 3.2 Should any SPH role including that of the Governance Professional be considered for redundancy, they will be subject to proceedings as per the College's Redundancy policy.

DISCIPLINARY PROCEDURES FOR SENIOR POST-HOLDERS (SPH)

1. SCOPE AND PURPOSE

- 1.1 This procedure applies to the Principal and all senior post-holders as defined in the Corporation's Articles of Government. References to section numbers are to the numbered sections of this document.
- 1.2 Where the Governance Professional to the Corporation is also a member of staff at the institution, the Governance Professional should be treated as a senior post-holder and will be subject to this procedure. In such circumstances, the Corporation shall appoint an appropriate person to fulfil the tasks of the Governance Professional to the Corporation under these sections.
- 1.3 Unless the Corporation's Articles of Governance set out specific directions and procedures for dealing with the discipline of senior post holders, these rules are for guidance only and are intended as a statement of the Corporation's policy and do not form part of any contract of employment or otherwise have contractual effect. The Corporation will review these rules from time to time and may make changes.

2. GENERAL PRINCIPLES

- 2.1 Every effort will usually be made to avoid the use of disciplinary action where alternatives are appropriate. Where the matter is not resolved informally or is of a serious nature, the formal procedure will be used.
- 2.2 In the interest of ensuring that disciplinary matters are resolved as speedily as possible, time limits are given for appropriate stages in this procedure. These are for guidance only. If it is not practicable to adhere to these time limits, they may be amended. Due regard will be given to the personal circumstances of all parties involved in the procedure.
- 2.3 Where appropriate, the Corporation will consider alternative means of resolving problems, for example with training, counselling or use of other more suitable Corporation procedures, before implementing disciplinary action.
- 2.4 For formal action, the senior post-holder will be advised of the nature of the complaint against them and will be given the opportunity to state their case at a disciplinary meeting, following an investigation, before any decision is made.
- 2.5 Senior post-holders will be provided with any written copies of evidence and relevant witness statements in advance of a formal disciplinary meeting.
- 2.6 Normally, the formal disciplinary procedure will be followed in the order of the stages set out in Section 11 below, but the Corporation reserves the right to impose sanctions at any level, or to skip levels, depending on the circumstances of the case.
- 2.7 No senior post-holder will normally be dismissed for a first breach of discipline except in the case of gross misconduct. Before imposing any disciplinary

penalty, all relevant factors will be considered including the extent to which standards have been breached; the senior post-holder's general record, position and length of service and any special circumstances which might make it appropriate to adjust the severity of the penalty.

- 2.8 A senior post-holder will have the right to appeal against any formal disciplinary action. Accurate and timely records will be kept of all meetings and correspondence.
- 2.9 All reasonable steps will be taken to maintain confidentiality and written records of any disciplinary proceedings will be kept and maintained by the Corporation in accordance with the Data Protection Act 2018 and General Data Protection Regulation.

3. INVESTIGATIONS

- 3.1 No disciplinary action will be taken against a SPH until the matter has been fully investigated by an individual nominated by the Corporation. The Corporation, will, at its sole discretion, determine who is an appropriate person to carry out the role of investigating officer (the "Investigating Officer"). SPH must cooperate fully and promptly in any investigation.
- 3.2 On completion of the investigation, the Investigating Officer will recommend whether a disciplinary hearing should be convened, or some other steps taken in relation to the situation.
- 3.3 SPH do not have a statutory right to be accompanied at any investigatory meeting (but may request to be accompanied by a work colleague or trade union representative). Whether or not such a companion is allowed and, if they are, what their role is will be, is a matter for the Corporation's absolute discretion].
- 3.4 An investigatory meeting is not a formal disciplinary hearing. If, following an investigation, the Corporation believes that there may be a case to answer, a formal disciplinary hearing will be arranged in accordance with this procedure.
- 3.5 An investigation carried out following a student complaint, staff complaint or grievance, or under any of the College's other procedures may form all or part of an investigation under this procedure, as appropriate

4. SUSPENSION

- 4.1 The Corporation may (at its absolute discretion) suspend a SPH. This will only happen if it has reasonable grounds to believe a SPH may be guilty of gross misconduct, where relationships have broken down, or where it believes that College property or its responsibilities to other parties are at risk, or where a SPH continued presence may hinder an investigation.
- 4.2 The decision to suspend is ultimately the responsibility of the Corporation but may be exercised by the Chair or Vice-Chair, or by the Principal when the responsibility has been delegated.
- 4.3 Any such period of suspension is not a punishment, nor considered as disciplinary action against a SPH, nor does it imply that any decision has been taken about

the case. If the Corporation (or Principal, where the power is delegated) decides to suspend a SPH from duty, they will be informed of the reasons for suspension in writing, without unreasonable delay.

- 4.4 Any suspension will normally last only as long as required to enable an investigation into the circumstances giving rise to such belief of serious misconduct to be carried out and any disciplinary hearing to be convened.
- 4.5 SPH's will be entitled to continue to receive full pay unless there is a provision in their contract to the contrary.

5. INFORMAL PROCEDURE

- 5.1 If appropriate, before taking formal disciplinary action, reasonable effort will be made to resolve matters by informal discussions with a SPH. This will be dealt with either by the Principal or, if the Principal is the senior post-holder concerned, by the Chair of the Corporation, or in his or her absence the Vice-Chair of the Corporation.
- 5.2 The College recognises that cases of minor misconduct or performance issues are often best dealt with informally. Therefore, minor lapses from acceptable standards of conduct or performance may result in an informal, oral warning or reprimands. If, despite informal discussions (or if informal discussions are not appropriate), a SPH conduct or performance does not meet acceptable standards, the formal procedure, described below, will be used.

6. FORMAL PROCEDURE FOR DISCIPLINARY MEETINGS

6.1 If, upon completion of an investigation, there are reasonable grounds to believe that a SPH committed an act of misconduct, or are not meeting acceptable performance standards, the Corporation will invite them to attend a disciplinary meeting by advance written notice. The letter or notice will:

- set out the nature of the allegations against the SPH and what is to be discussed at the hearing in sufficient detail to enable them to prepare their case;
- advise them of the possible consequences of the allegations against you;
- set out the date, time, and place of the hearing;
- advise of the SPH's right to be accompanied at the hearing;
- advise who the Corporation's witnesses will be (if any);
- provide copies of the Corporation's witness statements, or where this is not possible, summaries; and
- provide copies of any other supporting evidence on which the Corporation intends to rely.

7. ATTENDANCE AT DISCIPLINARY AND APPEAL HEARINGS

SPH's should make every effort to attend any disciplinary hearing (including any appeal hearing). If either the SPH or the person accompanying them cannot attend on the proposed date for the hearing, the SPH may suggest a reasonable alternative date, which must be within five working days of the date first proposed. This five-day time limit may be extended by mutual agreement between the SPH and the Corporation. If the SPH fails to attend any re-arranged hearing without good cause, the Corporation will be entitled to make a decision on the evidence

available at the re-arranged hearing in their absence.

8. RIGHT TO BE ACCOMPANIED AT DISCIPLINARY AND APPEAL HEARINGS

8.1 SPH's are entitled to be accompanied at any disciplinary hearing (including any appeal hearing) by a fellow work colleague of their choice or trade union representative who meets the statutory requirements. Please note that it is SPH's responsibility to secure the attendance at any hearing of any fellow work colleague.

9. SPH's may not be accompanied by:

- any other person, such as a relative, without the prior agreement of the Corporation; or
- a legal representative.

8.1 The person accompanying a SPH is entitled to address the hearing to put and sum up your case, respond on their behalf to any views expressed at the hearing and confer with them during the hearing. The person accompanying a SPH does not have the right to answer questions on their behalf, address the hearing if they do not wish it or prevent the Corporation from explaining its case. Any work colleague who a SPH has requested to accompany them will be given a reasonable amount of paid time off to prepare for and attend the hearing.

8.2 Before the meeting takes place, the SPH must notify the Governance Professional to the Corporation of the name and contact details of their companion.

9 DISCIPLINARY HEARING

9.1 A disciplinary hearing will be convened as soon as reasonably practicable after the conclusion of the investigation and once the SPH has had a reasonable opportunity to consider the information provided with the notice of the hearing. No decision will be made as to whether disciplinary action is to be taken or the nature of any disciplinary action to be taken before the hearing takes place.

9.2 If a SPH wishes to call relevant witnesses to the meeting, they should advise the Governance Professional to the Corporation of this in advance of the meeting.

9.3 Where possible, the hearing will usually be chaired as follows:

- a) where disciplinary action short of dismissal is being considered: the meeting will be chaired by a disciplinary panel of the Corporation consisting of at least two Governors.
- b) Where dismissal is a possible outcome: the meeting will be comprised of a special committee of the Corporation consisting of three Governors.

9.4 Neither the disciplinary panel nor the special committee shall include the investigating officer or the staff or student Governors. However, the Investigating Officer may attend to present the findings of the investigation and any supporting material.

9.5 At the hearing, SPH's will be told about the complaint against them and taken through the evidence. They will be given an opportunity to state their case and

challenge any evidence produced in support of the allegations by the Corporation. A SPH will be permitted to ask questions, present evidence, and call witnesses (provided they have complied with advising the Governance Professional to the Corporation of their wish to call relevant witnesses in advance of the meeting). SPHs will also be given an opportunity to raise points about any information provided by witnesses. Any witness SPH's have requested to attend a hearing with them who is a fellow work colleague will be given a reasonable amount of time off work to prepare for and attend the hearing.

10 DECISION

10.1 At the end of the disciplinary hearing, the panel will normally adjourn the meeting before making a decision.

10.2 Following the adjournment, the panel may issue an oral decision. If the panel are unable to reach an immediate decision following the hearing, they will write to the SPG with the outcome. This will usually be sent to them within five working days of the hearing, or as soon as reasonably practicable, together with an explanation of any disciplinary action to be taken and notification of their right to appeal.

11 DISCIPLINARY ACTION

11.1 There are four stages of disciplinary sanction. Other than in cases of gross misconduct, SPH's will not normally be dismissed for a first offence. The Corporation reserves the right to impose sanctions at any level, or to skip levels depending on the circumstances of the case.

STAGE 1: VERBAL WARNING

11.2 If SPH's conduct or work performance does not meet acceptable standards, they will normally be given a formal verbal warning.

11.3 In misconduct cases: this formal verbal warning will give details of the misconduct, the improvement required and the time limit within which such improvement must be achieved. The warning will clarify that, if you commit a further offence of misconduct during the period specified in the warning, action under Stage 2 will be considered.

11.4 However, SPH will also be advised that if any further act of misconduct is sufficiently serious, the Corporation reserves the right to go to a further stage in the procedure. They will be advised of the right of appeal in accordance with Section 12 below.

11.5 In performance cases: this formal verbal warning will give details of the SPH's unsatisfactory work performance, the improvement required and the time limit within which such improvement must be achieved. The warning will set out what steps they should take to improve and will state that, unless such improvement is achieved within the period specified in the warning, action under Stage 2 will be considered. SPH's will be advised of the right of appeal in accordance with Section 12 below.

11.6 A brief note of the verbal warning will be placed on SPH's Personnel file. The warning will usually expire and will be disregarded for disciplinary purposes after 12 months, subject to their conduct or work performance having been satisfactory throughout that period.

STAGE 2: FIRST WRITTEN WARNING

11.7 SPH will usually be given a first written warning if:

- a) they commit a serious act of misconduct or the standard of your performance is seriously inadequate;
- b) they fail to comply with a formal verbal warning given under Stage 1;
- c) or despite having been given, under Stage 1, a formal verbal warning, they commit a further offence of misconduct, or their work performance continues to be unsatisfactory.

11.8 In misconduct cases: this written warning will give details of a SPH's misconduct, the improvement required and the time limit within which such improvement must be achieved. The warning will state that, if they commit a further offence of misconduct during the period specified in the warning, action under Stage 3 will be considered. The written warning will also advise them of the right of appeal in accordance with Section 12 below.

11.9 In performance cases: this written warning will give details of the SPH's unsatisfactory work performance, the improvement required and the time limit within which such improvement must be achieved. The warning will set out what steps they should take to improve and will state that, unless such improvement is achieved within the period specified in the warning, action under Stage 3 will be considered. The written warning will also advise them of the right of appeal in accordance with Section 12 below.

11.10 A copy of the written warning will be placed on a SPH's HR file. The warning will usually expire and will be disregarded for disciplinary purposes after 12 months subject to their conduct or work performance having been satisfactory throughout that period.

STAGE 3: FINAL WRITTEN WARNING

11.11 The SPH will normally be given a final written warning if:

- a) they fail to comply with a first written warning given under Stage 2;
- b) despite having been given, under Stage 2, a first written warning as the result of misconduct or unsatisfactory work performance, they commit a further offence of misconduct, or their work performance continues to be unsatisfactory; or
- c) performance continues to be unsatisfactory; or
- d) the SPH's misconduct or unsatisfactory work performance, although not considered to be serious enough to justify summary dismissal, is sufficiently serious to warrant a final written warning.

11.12 In misconduct cases: the final written warning will give details of the SPH's misconduct, the improvement required and the time limit within which such improvement must be achieved. The warning will state that if they commit a further offence of misconduct, during the time limit specified in the warning, their employment may be terminated. The final written warning will also advise them of the right of appeal in accordance with Section 12 below.

11.13 In performance cases: the final written warning will give details of the SPH's unsatisfactory work performance, the improvement required and the time limit within which such improvement must be achieved. The warning will advise them as to what

steps you should take to improve and state that, if such improvement is not achieved within the period specified in the warning, their employment may be terminated. The final written warning will also advise them of the right of appeal in accordance with Section 12 below.

- 11.14 A copy of the written warning will be placed on the SPH's HR file. The warning will usually expire and will be disregarded for disciplinary purposes after 12 months (although, in exceptional cases, the period may be longer), subject to their conduct and work performance having been satisfactory throughout that period

STAGE 4: DISMISSAL WITH NOTICE

- 11.15 The special committee may, following a disciplinary meeting, give a SPH notice of dismissal if:

- a) They fail to comply with a final written warning given under Stage 3;
- b) despite having been given, under Stage 3, a final written warning as the result of either misconduct or unsatisfactory work performance,
- c) the SPH commits a further offence of misconduct or their work performance continues to be unsatisfactory.

- 11.16 The letter of dismissal will specify the reasons for dismissal, the date on which the SPH's employment will terminate and their right to appeal against the dismissal. They will also be told that SPH's have a right to appeal in accordance with Section 12 below.

GROSS MISCONDUCT / SUMMARY DISMISSAL

- 11.17 SPH's may be dismissed without notice or pay in lieu of notice if they are guilty of gross misconduct or some other fundamental breach of the Corporation's rules or your contract of employment. This means that there is no obligation on the Corporation to allow SPH's to work your notice period or make a payment in lieu of notice.
- 11.18 If a SPH's behaviour justifies it, the Corporation may summarily dismiss a SPH without any previous warning(s) having been given.
- 11.19 The Corporation shall, without unreasonable delay, provide a SPH with written confirmation of their dismissal setting out the reasons for dismissal, the date on which your employment will terminate and their right to appeal against the dismissal in accordance with Section 12 below.
- 11.20 Any steps which the Corporation can take under this section can also be taken by a special committee of the Corporation to whom the responsibility has been delegated by the Corporation, and the provisions of this section shall be read accordingly.
- 11.21 The following offences are examples of offences which are normally regarded as gross misconduct.
- a. Theft or unauthorised possession of any property or facilities belonging to the College, or to any employee or student.
 - b. Serious damage deliberately sustained to College property.
 - c. Deliberate falsification of College registers, reports, accounts, expense claims, self- certification forms or other documents.
 - d. Attempted or actual bribery or corruption.
 - e. Deliberate refusal to carry out duties or reasonable instructions or to comply

- with College rules.
- f. Serious acts of insubordination.
- g. Serious negligence/incompetence which causes unacceptable loss, damage, or injury.
- h. Serious incapability and/or misconduct as a result of being intoxicated by reason of alcohol or illegal drugs.
- i. Violent, dangerous or intimidatory conduct.
- j. Bullying or harassment of any student, member of staff or third party associated with the College or Corporation.
- k. Violation of the Corporation's rules and procedures concerning health and safety at work.
- l. Unlawful discrimination.
- m. A criminal offence, which may (whether it is committed during or outside your hours of work for the Corporation) adversely affect the Corporation's reputation, your suitability for the type of work you are employed by the Corporation to perform or your acceptability to other employees or to students.
- n. Deliberately accessing internet sites containing pornographic, offensive, or obscene material
- o. Seriously breaching any of the College's policies and procedures

11.22 The above examples are not exhaustive or exclusive and offences of a similar nature will be dealt with under this procedure.

APPEAL

- 12.0 If a SPH wishes to appeal against a disciplinary decision, they must within 10 working days of the date of the decision inform the Governance Professional to the Corporation in writing, stating the grounds for appeal.
- 12.1 The appeal will be heard by an appeal committee of the Corporation. In so far as is reasonably practicable, the committee will not include any member of the Corporation who has been involved in the disciplinary process in question so far. The committee shall not include the Principal, staff members or student members of the Corporation.
- 12.2 The appeal meeting will be held as soon as reasonably practicable after the notice to appeal has been received. A SPH will usually be given at least five days' notice of the meeting date to allow them to prepare for the meeting.
- 12.3 At the appeal meeting, the SPH will be given the opportunity to state their case, and be accompanied by a representative of a trade union or fellow worker.
- 12.4 At the appeal, the disciplinary penalty imposed will be reviewed, but it cannot be increased. SPH's will be notified of the appeal decision without unreasonable delay following the appeal meeting. The appeal decision is final.

GRIEVANCE PROCEDURE FOR SENIOR POST HOLDERS

1. SCOPE AND PURPOSE

- 1.1 This procedure applies to the Principal and senior post-holders as defined in the Corporation's Articles of Government. References to section numbers are to the numbered sections of this document.
- 1.2 Where the Governance Professional to the Corporation is also a member of staff at the institution, the Governance Professional is to be treated as a senior post-holder. If the Governance Professional raises a grievance under this procedure, the Corporation shall appoint an appropriate person to undertake the tasks that would otherwise be performed by the Governance Professional under these sections.
- 1.3 Unless the Corporation's Articles of Governance set out specific directions and procedures for dealing with grievances made by senior post holders, these rules are for guidance only and are intended as a statement of the Corporation's policy and do not form part of any contract of employment or otherwise have contractual effect. The Corporation will review these rules from time to time and may make changes.

2. GENERAL PRINCIPLES

- 2.1 Every effort will be usually be made to resolve a grievance informally. If that is not possible or appropriate, the formal procedure will be used.
- 2.2 The Corporation will seek to establish the facts, including giving the senior post-holder an opportunity to set out their grievance, prior to making a decision in respect of any grievance.
- 2.3 In the interest of ensuring that grievances are resolved as speedily as possible, time limits are given for appropriate stages in this procedure. These are for guidance only. If it is not practicable to adhere to these time limits, they may be amended. Due regard will be given to the personal circumstances of all parties involved in the procedure.
- 2.4 A senior post-holder will have the right to appeal against the outcome of their grievance.
- 2.5 All reasonable steps will be taken to maintain confidentiality and written records of any disciplinary proceedings will be kept and maintained by the Corporation in accordance with the Data Protection Act 2018 and General Data Protection Regulation.

STAGE 1 - INFORMAL PROCEDURE

If a SPH has a grievance relating to their employment, they should raise the matter initially with the Principal (orally or in writing). If the grievance relates to the Principal or you are the Principal and wish to raise a grievance, please raise it with the Governance Professional to the Corporation, who will arrange for a member of the Corporation to consider the grievance.

The person considering the grievance will take appropriate steps to resolve the grievance as quickly as possible with a SPH. They shall enquire into the grievance and will discuss it with them. A written record of the discussion and the outcome will be provided within 10 working days after the complaint is received. It is anticipated that most grievances will be resolved at this stage.

If the matter is very serious or a SPH does not wish to raise the matter informally, they may proceed straight to the formal stage of the procedure.

STAGE 2 – FORMAL PROCEDURE

If the matter cannot be satisfactorily resolved under the informal procedure, or it is appropriate to do so, a SPH should raise the matter formally by setting out their grievance in writing.

The grievance should provide full details of the complaint and should be addressed to the Governance Professional to the Corporation unless the grievance is about him/her in which case it should be addressed to the Principal. The recipient will determine who is best placed to deal with your grievance "the decision maker".

The Corporation will, as soon as possible ideally within 5 working days but no longer than ten, of receipt of the written grievance invite the SPH to attend a grievance meeting.

SPH's have the right to be accompanied at the meeting as detailed below. They and any companion should make every effort to attend the meeting.

At the meeting, the SPH will be given the opportunity to explain the grievance and how they consider it should be resolved. The meeting may be adjourned if it is felt that further investigations are necessary or more time is needed to consider the grievance.

The decision maker will write to the SPH with their decision as soon as reasonably practicable following the meeting; ideally within five working days, and normally within ten, of the meeting. The letter will outline, where appropriate, what action the Corporation intends to take to resolve the grievance, and of the SPH right to appeal. If the decision maker does not uphold the grievance, their letter will set out the reasons. Any other parties involved in the grievance will also be appropriately informed of the outcome.

If it is not possible for a decision to be reached within ten working days, the SPH will be informed in writing of the reasons for this and of the revised timescale.

STAGE 3 - APPEAL

If a SPH is not satisfied with the resolution of the grievance under Stage 2, they may appeal against the grievance decision. Any such appeal must be submitted in writing, setting out the full grounds for the appeal, and sent to the Governance Professional to the Corporation within 10 working days of receipt of the decision reached at Stage 2.

The Corporation will, as soon as possible [and in any event, within 10 working days of receipt of the written appeal], appoint a committee of the Corporation ("the appeal committee") to hear the appeal. The SPH will be invited to the appeal hearing. The SPH has the right to be accompanied at the meeting as detailed below. The SPH and any companion should make every effort to attend the meeting.

The appeal committee will consider the appeal and may be supplied with all of the documentation submitted in relation to the earlier stages of the procedure. If the grievance involves another employee, the appeal committee may require the attendance of that employee at the appeal meeting, or any other employees who may be able to provide relevant information.

The decision of the appeal committee will be communicated in writing to the SPH as soon as reasonably practicable following the meeting; ideally within five working days, and normally within ten, of the meeting. Any other parties involved in the grievance will also be appropriately informed of the outcome.

If it is not possible for a decision to be reached within ten working days, the SPH will be informed in writing of the reasons for this and the revised timescale. The appeal committee's decision shall be final.

RIGHT TO BE ACCOMPANIED AT DISCIPLINARY AND APPEAL HEARINGS

SPHs are entitled to be accompanied at any grievance hearing (including any appeal hearing) by a fellow work colleague of their choice or trade union representative who meets the statutory requirements. Please note that it is the responsibility of the SPH to secure the attendance at any hearing of any fellow work colleague.

SPH's may not be accompanied by:

- a. any other person, such as a relative, without the prior agreement of the Corporation; or
- b. The person accompanying a SPH is entitled to address the hearing to put and sum up the case, respond on their behalf to any views expressed at the hearing and confer with them during the hearing. The person accompanying the SPH does not have the right to answer questions on their behalf, address the hearing if the SPH does not wish or prevent the Corporation from explaining its case.
- c. Any work colleague who a SPH have requested to accompany them will be given a reasonable amount of paid time off to prepare for and attend the hearing. Before the meeting takes place, SPH's must notify the Governance Professional to the Corporation of the name and contact details of your companion

ANNEX 5 Appendix D

FRAMEWORK FOR THE PAY AND REMUNERATION OF SENIOR POSTHOLDERS

1. Introduction

1.1 Senior Post Holders are senior members of staff appointed by and directly accountable to the Governing Body. Decisions made in relation to Senior Post Holder

remuneration will need to strike a balance between recruiting and retaining the best staff, delivering the best outcomes for students and ensuring that resources are used effectively.

1.2 This Policy pays due regard to the Association of Colleges' Senior Post Holder Remuneration Code. This provides a set of principles for setting Senior Post Holder pay and conditions and a procedure for making such decisions.

2. Principles for deciding Senior Post Holder pay

2.1 Governors are responsible for ensuring that Senior Post Holders receive fair, appropriate and justifiable levels of remuneration that recognise individuals' contributions to the College's success and the need to recruit, retain and motivate staff of the appropriate calibre while also ensuring that the College delivers value for money. In considering Senior Post Holder remuneration, therefore, Governors should consider the following.

The value of the role

2.4 The value of different Senior Posts may vary in a number of ways including the complexity and breadth of the role, the degree of discretion in relation to decision making and accountability and the impact that the role has on students, employees and other stakeholders and on the financial sustainability of the College.

Consideration may also need to be given to the knowledge, specialist skills and professional credibility that are required.

Performance in support of strategic objectives

2.5 An assessment of performance in relation to Senior Post Holders' objectives should be considered, with reference to College KPIs. There must be a robust and consistent process for setting objectives and assessing progress, with post holders clear as to what is expected, including what will be considered 'normal' and what 'exceptional' performance.

Market Context

2.5 In considering the value of each role, due account needs to be taken of market rates for comparable roles within the sector, bearing in mind the location, size and complexity of the College. It is important that salaries remain competitive with similar roles within the sector if the College is to recruit and retain the best College leaders. The Committee will also wish to consider challenging recruitment areas and any targeted recruitment strategies that may be required.

Affordability

2.6 Any changes in remuneration for staff in any category will need to take into account the College's overall financial position.

Public Context

2.7 As an institution that is publicly accountable, the Governing Body should ensure transparency in relation to the setting of Senior Post Holder remuneration and needs to be mindful of the wider public consciousness when doing so.

2.8 This includes considering the College's approach to rewarding all its staff, how Senior Post Holder remuneration and any proposed increases compare with those for staff at other comparable organisations, competitor organisations, and in hard to recruit posts, markets and industries from who the College might seek to recruit (including how Senior Post Holder salaries compare with median average earnings at the College using the national salary survey information) and the impact of any proposed changes.

Parity and fairness

2.9 Governors must consider matters of equality and diversity to ensure that there are no biases pertaining to gender or to any protected characteristics in the setting of pay.

The Governance Committee must be independent. No individual can be involved in deciding his or her own remuneration.

3. Procedure

3.1 The Governance Committee is responsible for the setting and reviewing of Senior Post Holder pay and conditions of Senior Post Holders already in post. It does not advise on the pay and conditions of new appointments. The Committee will be chaired by an external governor who is not the Chair of the Governing Body.

3.2 The Principal will not be a member of the committee but may advise the committee in relation to the performance of other Senior Post Holders, particularly those who are directly accountable to the Principal. The Chair of the Governing Body will advise in relation to the Principal's and Director of Corporate Governance's performance, which is kept under review by the Chair of the Governing Body, working with a second external governor appointed by the Board (normally the Vice Chair) (together the 'Governor Reviewers').

3.3 Prior to each Governance Committee meeting at which Senior Post Holder pay is to be considered, the Chair of the Governance Committee, the Principal and the Director of People and Culture will meet to assess the value of each Senior Post in relation to the following:

- a) Complexity and breadth of the role (scale and range of decision making, collaboration and contact, time-critical activity);
- b) Impact of the role (on purpose, vision, strategic aims and three-year plan)
- c) Level of discretion involved in the role (level of accountability, degree of autonomy and decision-making authority);
- d) Level of knowledge and skills (including specialist skills) required;
- e) Reputation and academic / professional credibility needed for the role.
- f) They will also assemble relevant benchmark data from the Association of Colleges and other available sources to allow for external comparisons.

3.4 At the beginning of every academic year the Principal will agree objectives with each Senior Post Holder who reports to the Principal, with reference where appropriate to specific Key Performance Indicators. Objectives will reference what is expected and what will be considered exceptional performance. The Principal's and Director of Corporate Governance's objectives will be set by the Governor Reviewers in the same way.

4. Framework for Assessing the Remuneration of Senior Post Holders

4.1 The Governance Committee will receive a report on the relative value of roles, market rates, the overall financial position of the College and the median rate of pay for staff. It will also receive a report from the Principal and Chair on the performance of Senior Post Holders.

4.2 The Governance Committee will decide on the appropriate remuneration for each Senior Post based on the value of and market rate for the role, with due regard to the overall financial position of the College and any overall staff pay award. This will be reflected in the consolidated salary for the role.

5. Framework for Assessing the award of a non-consolidated bonus payment for Senior Post Holders.

5.1 On appointment the Governance Committee will determine if the post is to be a recipient of a non-consolidated bonus in addition to a consolidated salary. The Governance Committee will consider equity and parity in making determinations that might not similarly benefit all Senior Post Holders.

5.2 At the beginning of every academic year the Principal and Chairman will agree objectives with each Senior Post Holder with reference where appropriate to specific Key Performance Indicators.

5.3 All such objectives will reference what is expected and what will be considered exceptional performance. Objectives will be SMART and outcomes will be graded so as to have clarity of measurement for 'expected' and 'excelling' performance ranges.

5.4 For those Senior Post Holders for whom a non-consolidated bonus payment is a contractual element, the Committee will make separate recommendations in relation to any further awards pertaining to performance.

5.5 Such payments will be related to exceptional performance, based on the Senior Post Holder exceeding expectations through their impact in their role in relation to their objectives, which where appropriate will be validated by KPIs.

5.6 In such instances a non-consolidated payment of up to ten per cent of salary may be payable based on the Committees recommendation to the Board and Board discretion. Payments will not exceed the amounts allowable in the Managing Public Money Guidelines set by Treasury.

5.7 Information about the remuneration of Senior Post Holders will be published in accordance with the Association of Colleges' Senior Post Holder Remuneration Code.

6. Severance Payments

6.1 Any severance payment made by the College to a Senior Post Holder must be reasonable, appropriate and justifiable. Where severance payments are under consideration, advice should be taken from the external auditor to ascertain the legitimacy of any proposed payment.

6.2 The Board should comply with the Association of Colleges' Senior Post Holder Remuneration Code in relation to severance payments. In line with the funding agreement, the board must draw any such payments to the attention of the College's regularity auditor.

7. External work

7.1 Senior Post Holders must devote their full time, attention and abilities to their duties during their working hours and act in the best interests of the College.

7.2 They may not undertake any employment or engagement which might interfere with the performance of their duties or conflict with the interests of the College however, the College works on a principle of personal accountability and there is an expectation that senior postholders will hold themselves responsible for ensuring that they complete all professional responsibilities in a way that balances professional and personal requirements.

7.3 Any additional engagement or employment outside their hours of work for the College should only be undertaken the written consent of the Principal, or, in the case of the Principal or Director of Corporate Governance, with the written consent of the Chair. Consent will not be unreasonably withheld.

7.4 Where the additional engagement or employment is remunerated, and, in the opinion of the Principal (or Chair, where appropriate), is undertaken by the Senior Post Holder in their capacity as an employee of the College, or involves the use of the College's name, premises, intellectual property or systems, the Senior Post Holder will be required to account to the College for any resulting income. Any such cases will be reported to the Governance Committee on an annual basis. These scenarios are governed by the employee's contract of employment.

7.5 In all other circumstances, Senior Post Holders undertaking external work must make clear that they are doing so in a private capacity and are not in any way representing the College.

7.6 All additional engagements or employments should be declared as interests by the Senior Post Holder concerned and recorded in the Register of Interests maintained by the Director of Corporate Governance.

Expenses

7.7 SPH's are entitled to claim expenses in line with the College expenses policy. The authorisation of such expenses is as follows: • Principal to be authorised by the Chair of the Corporation • other Senior Postholders authorised by the Principal. Details of SPH claimed expenses, together with a comparison to the previous year's expenditure will be included in the Annual Statement of SPH Remuneration.

Performance Review of Senior Postholders

7.8 The Corporation (via the Governance Committee) will regularly assess the extent to which the College's objectives are being achieved by Senior Postholders and will ensure the College's appraisal policy is applied.

7.9 The ongoing monitor and review of Senior Postholders will be completed by direct line managers (for the CEO and Director of Corporate Governance the Chair of the Corporation, for all other SPH roles, the Principal. They should include but are not limited to;

- a) Regular (e.g. monthly) 121's
- b) Annual appraisal and target setting

7.10 Senior Postholder annual appraisals/target setting will be reviewed annually by the Governance Committee in line with College appraisal policy (for completion by 31 July each year). Appropriate feedback provided to the Corporation as deemed necessary.

7.11 Issues of concern and any under-performance should be dealt with by direct line managers through the College's internal People & Culture procedures or the Disciplinary Procedure for Senior Postholders at Appendix B of this Annex (5) as appropriate.

LEVELS OF AUTHORITY FOR SENIOR POSTHOLDERS AND MONITORING AND REVIEW

PROCEDURES

1 Determination of Senior Postholders

Subject to the Articles of Government, the Corporation may determine senior postholders other than the Principal. Such postholders will hold a senior postholder contract of employment with the Corporation and the Corporation will be responsible directly for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service. These matters are specified in the Articles of Government and covered by other aspects of the Corporation's Standing Orders.

2 Responsibilities of Senior Postholders

The personal responsibilities of each senior postholder will be specified in the job description for the post which they hold. In addition, the CEO may delegate any of his/her functions to a senior postholder. College procedures governing appointment of staff and disciplinary and grievance matters specify how senior postholders may be involved and the levels of authority which they hold in these circumstances.

During normal College operations whilst the Principal is present, unless a senior postholder is acting in accordance with a specified procedure which delegates specific responsibility, they will not be deemed to have had the Principal's responsibilities delegated to them. When the CEO is absent, the Chief Operating Officer or another member of the Executive Leadership Team (ELT) will be required to act as the Principal in this period and will be regarded as having had the Principal's responsibilities formally delegated to him/her.

However, they are expected to exercise care in this regard and would not normally be expected to make a decision normally made by the Principal during a period of short absence unless it is very urgent. All decisions of this nature must be formally recorded and reported to the Principal as soon as possible. If the CEO and COO are absent at the same time, special arrangements may be made for another ELT member to be delegated responsibilities. During the evenings and holiday periods, arrangements will be made for a number of managers to act as Duty Principal. They will not be deemed to have the full powers of the Principal but will be acting as the senior member of staff available and this will be specified in the duty 'rota' arrangements.

3 Requirements placed on Senior Postholders

At all times, senior postholders shall have due regard for and comply with all college policies and procedures. They shall act with integrity, honesty, loyalty, and fairness and within the limits of personal competence and designated authority. In complying with College policy and procedures, senior postholders will perform their roles and responsibilities within a framework which encourages consistency of approach. They will make a declaration of personal interests consistent with that required of Governors and ensure that any changes to that are brought immediately to the attention of the Director of Corporate Governance.

Senior postholders must ensure that the confidentiality of any information received in the course of their duties is never used for personal gain. Similarly, any information given in the course of duty should be true and fair and never designed to mislead. Senior postholders must never use their office or employment for personal gain and must, at all times, act in good faith and with regard to the College's best interests.

Whilst being aware of the advantages of maintaining a continuing relationship with suppliers, Senior Postholders must be aware of the College's need to secure ongoing value for money and must avoid anything which might in the long term prevent the effective operation of fair competition.

4 Pay and Conditions of service

General pay and conditions of services are determined by the Corporation in accordance with the Pay framework for Senior Postholders (Annex 5 Appendix D)

5 Reimbursement of Expenses

Reimbursement of expenses to Senior Postholders will be in accordance with College policy. Claims for reimbursement by Senior Postholders other than the Principal will be approved by the Principal and for the Principal, by the Chair.

6 Monitoring and Review

The Corporation will ensure that there are proper monitoring and review mechanisms in place to enable Governors to be properly informed about what is happening in the College. In particular, Governors have a role in the review of SPH annual performance review and target setting. The regular supervision of the CEO will be undertaken by the Chair who will meet regularly with the CEO to review the position in the College. In addition, the Chair will also maintain independent contact and review of the Director of Corporate Governance.

GOVERNORS' ELIGIBILITY REGISTER OF FINANCIAL AND PERSONAL INTERESTS

The role of a Governor is anchored in the Seven Nolan Principles of Public Life: selflessness; integrity; objectivity, accountability; openness; honesty and leadership. It is important we are able to show that our Governors meet the highest standards of accountability and transparency.

In order to ensure our accordance with the Instrument of Government, certain categories of persons are ineligible to be members and we are required to monitor members personal interests, financial or otherwise, in relation to the institution.

On application to the Corporation

In line with Charity Commission guidance, all Governors will be given 'proper consideration' as to their suitability to act in such capacity via a robust recruitment process. Prospective Governors are required to indicate any major interests and to confirm their eligibility to be Governors, particularly with regard to bankruptcy or criminal convictions and will be asked to sign a 'fit and proper' persons statement included here; <https://forms.office.com/e/m0w2hwLLFa>

Governors are required to make a declaration of personal and financial interests for themselves and any 'connected person'. A connected person (as defined by the Charities Act 2011) would normally include; a member of your immediate family, employer, or some other close personal connection e.g., someone you live with.

Declarations of personal and financial interests would normally include;

- remunerated office
- directorships/shareholdings/partnerships/trusteeships
- consultancies
- membership of other public bodies
- unremunerated posts and honorary positions
- contracts with the College
- family interests
- financial integrity and reliability
- criminal convictions or civil liabilities

College policy also requires that all Governors (excluding student governors) be subject to an enhanced Disciplinary and Barring Service (DBS) check as an ongoing qualification to their role as Governor.

Register of Interests

The Governance Professional is required to maintain a Register of Interests which is available via the College website. In order to ensure that the members of the Corporation are able to comply with these provisions, and appropriate documentation is in place as evidence, the Register of Governors' Financial and Personal Interests and their eligibility to serve as Governors will be held by the Governance Professional.

Annual Review

The Governance Professional will be responsible for maintaining this register and will seek to update it annually, asking Governors to confirm that no change has occurred or to update their position, as required. Governors take responsibility for ensuring their interests are up to date at all times.

Other issues

If Governors' interests/eligibility for Governorship are called into question, the Governance Professional will raise this with the Chair of the Corporation and/or the Vice-Chair who has responsibility for all membership issues and, if necessary, will seek further independent legal advice.

Any Governor who believes that they may have become ineligible to be a member, for whatever reason specified in the Instrument of Government, or who acquires an interest as specified, must notify the Governance Professional in writing immediately of the position and, where there is any query as to their position, should certainly seek advice from the Governance Professional. The Standing Orders of the Corporation specify how interests should be disclosed and Governors are required to declare the nature and extent of their interests.

Senior Postholders

In accordance with the arrangements made for senior postholders, they are also required to make a declaration of interests based on the arrangements for Governors as are other members of staff who hold substantial financial responsibilities.

Annual review

All Governors and Senior Postholders are required to make an annual declaration of their eligibility to serve as a Governors, their DBS status and any relevant declarations of interest. The form is attached here <https://forms.office.com/e/BXdXQceMbN>

Scheme of delegation

This scheme of delegation shows the appropriate level at which decisions are required to be made

KEY:	Level 1: Board	Level 4: Principal
	Level 2: Committee	Level 5: Executive Directors
	Level 3: Chair	Level 6: Director of Corporate Governance

No	Key Function/Task	Decision Level					
		1	2	3	4	5	6
	FINANCIAL						
1	Annually approve the College budget	√					
2	Monitor income and expenditure	√	√ FR				
3	Approve the tuition fees policy	√					
4	Approve expenditure in excess of £100k	√	√ FR				
5	Approve expenditure in excess of £50k and up to £100k				√		
6	Approve expenditure up to £50K					√	√
7	Approve expenditure outside the agreed budget	√					
8	Waive the regulations in appropriate situations	√					
9	Approve all contracts for sub-contracted education and training	√					
10	Ensure compliance with all funding agreements	√					
9	Monitor the performance of College Companies	√	√ F & R				
10	Review the Annual Accounts of College Companies		√ F & R				
11	Approve the Financial Regulations	√					
12	Approve the Treasury Management Policy	√					
13	Assess the Performance of the Internal Auditors		√ A				
14	Assess the Performance of the Financial Statements Auditors		√ A				
15	Appoint the internal and independent auditors	√	√ A				
16	Recommend the Letter of Representation to the Corporation		√ A				
17	Approve the Letter of Representation	√					
18	Sign the Letter of Representation			√	√		
19	Recommend the College's Financial Statements for signature		√ A				
20	Approve the College's Financial Statements for signature	√					
21	Sign off the College's Financial Statements			√	√		
22	Appointment of the College's bankers and approve the opening/closing of bank accounts	√					
23	Follow up all allegations of fraud and irregularity		√ A				
24	Annually approve the rationale for subcontracting and publication statement (management fee structure and subcontracting partners)	√					

KEY:	Level 1: Corporation	Level 4: Principal
	Level 2: Corporation Committee	Level 5: Executive Directors
	Level 3: Chair	Level 6: Director of Corporate Governance

No	Key Function/Task	Decision Level					
		1	2	3	4	5	6
	HUMAN RESOURCES						
25	Appoint the Principal and CEO and other Senior Post Holders	√					
26	Approve a framework for the salaries and conditions of service of all staff within the College	√					
27	Determine staffing levels				√		
28	Appoint teaching staff				√	√	
29	Appoint non-teaching staff other than Senior Post Holders						
30	Review salary structure				√		
31	Annually appraise the Principal and CEO (by the Chair) and other Senior Post Holders (by the Principal and CEO, then shared with the Chair)			√	√		
32	Annually appraise all staff and determine the level of annual pay awards (Performance Development Review Procedures)				√		
33	Formulate disciplinary, capability and performance review policies (Staff Capability and Disciplinary Procedures)					√	
34	Dismissal/suspension of the CEO/Principal/other Senior Post Holders	√					
35	Dismiss and suspend staff				√	√	√
	CURRICULUM						
36	Approve the Self-Assessment Report (SAR)	√					
37	Formulate a Quality Improvement Plan (QIP)				√		
28	Review the Accountability Agreement for recommendation to Board		√ C C				
38	Monitor performance against the QIP		√ C C				
39	Monitor any Post-Inspection Action Plan		√ C C				
40	Monitor the standards of teaching and learning		√ C C				
44	Monitor achievement, retention and attendance rates	√	√ C C				
42	Annual review and reporting of complaints	√	√ C C				

	ESTATES & FACILITIES, HEALTH & SAFETY, SAFEGUARDING AND EQUALITY & DIVERSITY, RISK MANAGEMENT						
43	Approve the Estates Strategy	√					
44	Insurance and personal liability					√	
45	Maintain the buildings, including developing a properly funded maintenance plan					√	
46	Approve a Health & Safety Policy	√					
47	Ensure compliance with regulations				√		
48	Approve the annual report on Health & Safety	√					
49	Approve the Safeguarding Policy	√					
50	Approve the Annual Report on Safeguarding	√					
51	Monitor Safeguarding including Safe Recruitment					√	
52	Monitor Safeguarding, EDI and Prevent Action Plans as appropriate	√	√ Q C		√	√	
53	Formulate and update the Strategic Risk Register				√	√	
54	Monitor the Strategic Risk Register	√	√ A				

KEY:	Level 1: Corporation	Level 4: Principal
	Level 2: Corporation Committee	Level 5: Executive Directors
	Level 3: Chair	Level 6: Director Corporate Governance

No	Key Function/Task	Decision Level					
		1	2	3	4	5	6
	GOVERNANCE						
55	Provide appropriate assurance monitoring/ reporting on the adequacy and effectiveness of the College's systems of internal control, its arrangements for risk management/ control and governance processes, and for ensuring VFM		√				
56	Annually review the Instrument and Articles of Government, the Standing Orders and the terms of reference of Committees						√
57	Approve any amendments to the I&A, the Standing Orders and the terms of reference, membership and business plans of the Committees	√					
58	Appoint the Chair and Vice Chair of Corporation	√					
59	Appoint or remove members of the Corporation	√					
60	Hold special meetings as determined by the Corporation	√					
61	Establish and maintain a Register of Interests						√
62	Act as Chief Accountable Officer				√		

63	Monitor the College's KPIs	√					
64	Advise on the appointment of members	√	√ G				√
65	Advise on the skills profile of the Board	√	√ G				√
66	Approve the Corporation Calendar including the meetings schedule	√					√
67	Monitor Members' attendance	√	√ G				√
68	Publish the minutes of non-confidential Corporation and Committee meetings on the website						√
69	Approve minutes of Board and Committee meetings as accurate	√	√				
70	Maintain records and report on the use of the College Seal to Board						√
71	Annually review the Policy Framework	√					
72	Annually review the operation of Data Protection, Freedom of Information and Whistleblowing Policies		√ A				
73	Keep the Senior Post Holder Disciplinary and Grievance Policies under review		√ G				
74	Governor Training and Development		√ G				√
75	Code of Conduct for Corporation Members	√	√ G				√
76	Approve the Accountability Agreement	√					
77	Complete annual Self-Assessment of Governance (English Colleges Code of Good Governance)	√					

Committees:

Audit (A); Finance and Resources (FR); Governance (G);
Quality & Curriculum (QC); Remuneration (R);