



**HEREFORD COLLEGE OF ARTS  
FURTHER EDUCATION CORPORATION**

**TERMS OF REFERENCE, GOVERNORS' RULES AND STANDING ORDERS**

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*Disclaimer*

*This document has been produced for guidance of Governors only. For further detailed reference please refer to the Statutory Order, exercise of the powers conferred by Section 22(2) and (3) of the Further and Higher Education Act 1992a. (Instrument and Articles of Government dated 17 December 2007.*

*Contact the Clerk to the Governors for further information.*

## **SECTION A**

### **INTRODUCTION TO THE STANDING ORDERS**

- 1. DEFINITIONS**
- 2. INTRODUCTION AND INTERPRETATIONS**
- 3. CORPORATION'S POWERS AND RESPONSIBILITIES**

## 1. DEFINITIONS

**In the terms of reference the following definitions shall stand: -**

‘Governing Body’ shall mean the College’s Board

‘College’ shall mean Hereford College of Arts

‘Senior Postholders’ shall mean the Principal and Chief Executive, and Head of Academic Affairs.

‘Clerk to the Governors’ shall mean the Clerk to the Governing Body

‘Governors’ shall mean members of the Governing Body

‘Members’ shall mean members of a Committee

‘Board meeting’ shall mean the meeting of the Governing Body

## 2.0 INTRODUCTION AND INTERPRETATION

### 2.1 Introduction

2.1.1 These Standing Orders have been produced for use by the Corporation and its Committees and lay down current policy with regard to the Corporation’s accountabilities.

2.1.2 These Standing Orders take account of the following:

- Lord Nolan’s Report on standards in public life.
- Learning and Skills Council’s Framework for Accountability.
- The Association for Colleges Guidance on Access to Governing Bodies.
- Guidance from other Advisers to the Sector including the Association of College Registrars and Administrators.

2.1.3 It should be noted that nothing in this document can override the College’s **INSTRUMENT AND ARTICLES OF GOVERNMENT.**

### 2.2 Interpretation

2.2.1 In these Standing Orders “College” means Herefordshire College of Technology, and “Member”, “Committee”, “Chair”, “Principal” and “Chief Executive”, “Clerk” and “Officer” means respectively the Member, Committee, Chair, Principal and Chief Executive, Clerk and Officer of the Corporation.

2.2.2 These Standing Orders apply equally to the Corporation, its Committees and any Working Party or Subsidiary body to which members may be appointed.

### **3.0 CORPORATION POWERS AND RESPONSIBILITIES**

3.1.1 The Corporation has been granted power by Sections 18 and 19 of the Further and Higher Education Act 1992 (see *Appendix 1*).

3.1.2 Within these powers the Corporation has responsibilities for strategic policy, overall direction and monitoring of performance of senior postholders given to it by Article 3 (1) of its Articles of Government. The Articles also specify the role of the Principal (Principal and Chief Executive) to implement the Corporation's decisions and to manage the College's affairs within the budgets and frameworks set by the Corporation. (see *Appendix 2*).

3.1.3 The following five responsibilities **cannot be delegated**.

- (a) The determination of the educational character and mission of the Institution and for the oversight of its activities.
- (b) The approval of the quality strategy of the Institution<sup>1</sup>.
- (c) The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets.
- (d) The approval of the annual estimates of Income and Expenditure.
- (e) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of senior postholders and the clerk; (including were the Clerk is a member of staff, in their capacity as a member of staff).
- (f) Setting a framework for the pay and conditions of service of all other staff.

3.1.4 The Corporation may, from time to time, resolve to add other matters, which must not be delegated, to the above list.

3.1.5 As a condition of receiving public funds the Corporation and Chief Executive have duties and responsibilities as set out in the College's Financial Memorandum (see *Appendix 3*) and for the proper use of income derived from the providers of other public funds.

3.1.6 In complying with their obligations laid down by the Law and by the external demands placed upon public sector spending bodies, the Chair and members of the Corporation and the Committees will operate in accordance with these Standing Orders and shall receive advice regarding their interpretation from the Clerk.

3.1.7 If any member is in any doubt as to the reliability of anything contained in these Standing Orders they should consult the Clerk and, if necessary, legal advice will be sought.

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

## **SECTION B**

### **GOVERNORS' COMMITTEES AND TERMS OF REFERENCE**

- 1. CORPORATION (GOVERNING BODY)**
- 2. FINANCE & GENERAL PURPOSE COMMITTEE**
- 3. AUDIT COMMITTEE**
- 4. SEARCH AND GOVERNANCE COMMITTEE**
- 5. ACADEMIC BOARD, OTHER COMMITTEES AND WORKING PARTIES**

## 1. TERMS OF REFERENCE – CORPORATION (GOVERNING BODY)

### 1. Duties

The Governing Body shall be responsible for the following: -

- 1.1 The determination of the educational charter and mission of the College and for oversight of its activities;
- 1.2 The approval of the quality strategy of the College;<sup>2</sup>
- 1.3 The effective and efficient use of resources, the solvency of the College and for safeguarding its assets;
- 1.4 The approval of annual estimates of income and expenditure;
- 1.5 The appointment, grading, suspension, dismissal and determination of the pay and conditions of Senior Postholders;
- 1.6 The setting of a framework for the pay and conditions of service of all other staff.
- 1.7 The governing body shall receive regular reports at Corporation meetings on the following
  - 1.6.1 Strategic Development
  - 1.6.2 Finance
  - 1.6.3 Educational Development (including new course development and existing courses, policies and practices in maintaining and improving performance and standards).
  - 1.6.4 Academic Quality and Development (including reports from the Academic Board, Academic Standards Committee, the Teaching and Learning Observation Scheme and setting and reviewing retention and achievement targets).
  - 1.6.5 The Chair, Staff and Student Governor shall present reports; these may be in the format of verbal reports.
  - 1.6.6 The College's risk management register and systems to ensure this is adopted and embedded into the College.
  - 1.6.7 The minutes from Committees shall be presented to the governing body.

### 2. Membership

2.1 The Governing Body shall consist of the following<sup>3,4</sup>: -

Independent Members	12
Staff Members (Academic and Support)	2
Student Members (FE and HE)	2
Parent Member	1
Principal and Chief Executive	1
TOTAL	<u>18</u>

<sup>2</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Articles 3(1)(b)

<sup>3</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 1 and 2

<sup>4</sup> Revised September 2006 to include the amended increase to the Board approved by the governing body March 2006

- 2.1 The Chair and Vice Chair shall be appointed and/or re-appointed by the Governing Body annually. To support this process, the Clerk shall write to Members to provide an opportunity to declare their interest and invite nominations to the post of Chair for the following academic year<sup>5</sup>.
- 2.2 In the event that the Chair or Vice Chair should resign or be removed from office, the Board shall appoint another Member as the Chair or Vice Chair at the first meeting following their resignation or removal from office.<sup>6</sup>

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

- 3.1 A Member of the Governing Body shall be appointed to serve a term of office of four (4) years. However on cessation of office, a Member is eligible for re-appointment, for a further term of no longer than four (4) years. Thereafter, in exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted by the Governing Body.

### **4. Attendance at Governors' Board Meetings**

- 4.1 All Members of the Governing Body shall attend meetings.
- 4.2 The Clerk to the Governors shall attend meetings.
- 4.3 The Senior Postholders shall be expected to attend meetings although save for the Principal and Chief Executive, they shall not be entitled to vote or participate.
- 4.4 Attendance at the Board meetings by persons who are not Members of the Governing Body shall be by invitation only.
- 4.5 A maximum of 2 observers from the Learning and Skills Council shall be entitled to attend Board meetings, (including meetings of any Committee of the Governing Body).

### **5. Publication of Minutes**

- 5.1 Minutes of all Committees shall be included on the Board agenda. Minutes shall be published on the College website with the exception of minutes that the Board or Committee consider to be of a confidential nature<sup>7</sup>. (See the attached Statement on Confidentiality in Section B).

### **6. Frequency of Meetings**

- 6.1 The Governing Body shall meet at least three times a year. The Chair may request additional meetings if he or she considers that they are necessary.
- 6.2 A meeting may be called by the Clerk to the Governors at the request of a minimum of five Members of the Governing Body.

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<sup>5</sup> Revised March 2007 to improve the process for the appointment of Chair

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

<sup>7</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 17 (3)

## **7. Staffing Issues<sup>8</sup>**

- 7.1** The Governing Body shall be responsible for the appointment, suspension and dismissal of Senior Postholders and shall follow the Instrument and Articles of Government and the Staff Disciplinary and Grievance Procedure.
- 7.2** The Governing Body shall be responsible to hear such appeals in the event that a member of staff lodges an appeal against suspension or dismissal. The Governing Body shall follow the Instrument and Articles of Government and Staff Disciplinary and Grievance Procedure.
- 7.3** The Governing Body, following consultation with the staff, shall be responsible for making rules according to which staff may seek redress of any grievances relating to their employment. The Grievance Procedure shall be incorporated in the Staff Disciplinary and Grievance Procedure and shall be approved by the Governing Body.

## **8. Financial Matters:-**

The Governing Body shall determine the tuition and other fees payable to the College (subject to terms and conditions attached to grants, loans or other payments paid or made by the appropriate Learning and Skills Council).

## **9. Bye Laws: -**

The Governing Body shall be entitled to make rules and bye laws with regard to the government and conduct of the College as necessary. These shall be subject to the provision of the Instrument and Articles of Government.

## **10. General: -**

- 10.1** The Governing Body may establish a working party for any purpose or function and delegate powers to such a working party, to the Chair of the Governing Body or the Principal. However, the Governing Body does not have authority to delegate the duties listed under 1.1-1.5 above;
- 10.2** The Governing Body is authorised to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Governor, Committee of the Governing Body or employee of the College; all Governors and employees of the College shall cooperate with any request made by the Governing Body;
- 10.3** The Governing Body is authorised to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

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<sup>8</sup> Revised September 2006 to match revised Instrument and Articles of Government and College procedures

## **2. TERMS OF REFERENCE - FINANCE AND GENERAL PURPOSE COMMITTEE**

### **1. Duties**

#### **1.1 Finance: -**

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

- 1.1.1 Annual estimates of income and expenditure and other budgets;
- 1.1.2 Major variations of expenditure;
- 1.1.3 Capital expenditure projects and their financial implications;
- 1.1.4 Financial forecasts;
- 1.1.5 Reviewing arrangements for securing efficiency and economy in the use of funding, solvency and the safeguarding of assets;
- 1.1.6 Approving capital expenditure within approved projects and monitoring projects;
- 1.1.7 Approving virement between capital and revenue allocations;
- 1.1.8 Determining arrangements for setting of tuition and other fees;
- 1.1.9 Determining investment and borrowing policies and seeking appropriate advice from external sources;
- 1.1.10 Monitoring of income and expenditure trends;
- 1.1.11 Considering, reviewing and reporting on the periodic management accounts of the Corporation;
- 1.1.12 Monitoring and reviewing finances and financial policies;

#### **1.2 Staffing and Employment Policies**

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

- 1.2.1 Remuneration and conditions of service for staff, (see section 1.3 for the Senior Postholders and the Clerk to the Governors);
- 1.2.2 Major modification of the structure and organisation of the College;
- 1.2.3 General personnel policies covering recruitment, welfare, training and termination;
- 1.2.4 Annual superannuation policies;
- 1.2.5 Contracts of employment;
- 1.2.6 Relationships with trade unions;
- 1.2.7 Monitoring of staffing trends;

#### **1.3 Senior Postholders and Clerk to the Governors**

- 1.3.1 Remuneration packages of the College's Senior Postholders and Clerk to the Governors and in so doing to consider the following component elements: -
  - a) Basic salary;
  - b) Benefits in kind;
  - c) Annual bonus/performance related elements;
  - d) Pension provisions;

- e) The main terms and conditions in each Senior Postholder's agreement with particular reference to notice provisions.
- 1.3.2 To evaluate annually the specific remuneration packages of the College's Senior Postholders, currently the Principal and Chief Executive, Head of Academic Affairs, and Clerk to the Governors against: -
  - a) Pre-established performance goals and objectives;
  - b) Survey data relating to appropriate peer groups.
- 1.3.3 To advise the Governing Body on any compensation (including augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the College's Senior Postholders, currently the Principal and Chief Executive, Head of Academic Affairs, and Clerk to the Governors.
- 1.3.4 The conduct, composition and procedures of any selection panel for senior postholders and generally on the appointment of senior postholders.

#### **1.4 Accommodation: -**

- 1.4.1 Receiving proposals on resources for providing educational delivery through the planned capital allocation within the College budget.
- 1.4.2 Monitoring the relevance of the College Accommodation Strategy in the context of changing educational need.
- 1.4.3 Receiving proposals on realistic options for the alternation of size and quality of assets of the College to fulfill the academic plans of the College.
- 1.4.4 Identifying the need for capital projects consistent with the accommodation strategy (involving for example, new buildings and /or the refurbishment of existing buildings, with the demolition of existing buildings or the sale of assets).
- 1.4.5 Receiving proposals on how such projects may be funded, for example identifying how the resources arising from asset sales may be earmarked for new buildings or refurbishment, and identifying the size and nature of capital financing.
- 1.4.6 Ensuring that the objectives of resource allocation are consistent with the strategic plan and achieved within a realistic timescale.
- 1.4.7 Monitoring and receiving reports on health and safety issues and procedures across the College.

#### **1.5 Curriculum**

Considering and make recommendations to the Corporation on issues relating to the model used to deliver the curriculum cost effectively: -

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

#### **1.6 General**

The Committee shall have responsibilities for all matters which do not fall within the remit of the Governing Body itself or other Committees.

## **2. Membership**

- 2.1 The Committee shall be appointed by the Governing Body and shall have a total complement of six (6) members including the Principal and Chief Executive.
- 2.2 A quorum shall be three (3) Members.
- 2.3 The Chair of the Committee shall be appointed or re-appointed by the Governing Body annually. To support this process, the Clerk shall write to Members to provide an opportunity to declare their interest and invite nominations to the post of Chair for the following academic year<sup>9</sup>.

## **3. Terms of Office**

- 3.1 A Committee Member shall be appointed to serve a term of office of four (4) years. However on retirement a Member is eligible for re-appointment, for a further term of no longer than four (4) years. Thereafter, in exceptional circumstances, and at the recommendation of the Search and Governance Committee, extensions may be granted by the Governing Body.

## **4. Attendance at Meetings**

- 4.1 Senior Postholders, other than the Principal and Chief Executive shall attend meetings at the invitation of the Committee. The Committee shall also have the power to invite such other persons to attend meetings as may be desirable and necessary.
- 4.2 The Clerk to the Governors shall attend meetings.
- 4.3 Individual Governors minimum attendance target is 75% during each academic year.

## **5. Publication of Minutes**

- 5.1 Minutes of the Finance and General Purposes Committee shall be included on the agenda for the Governing Body meeting and issued with Board papers.
- 5.2 Work undertaken by the Committee shall be reported to the Governing Body with subsequent Board decisions being recorded in the full Governing Body minutes, which, unless considered to be of a confidential nature, shall be published.
- 5.3 Minutes of the Committee meetings shall be available for inspection by students, staff and members of the public during normal office hours in the Library. In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential<sup>10</sup>.

## **6. Frequency of Meetings**

- 6.1 The Committee shall meet at least three times a year. The Chair may request additional meetings if he or she considers that they are necessary.

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<sup>9</sup> Revised March 2007 to improve the process for the appointment of Chair

<sup>10</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 17(3)

## **7. Delegated Authority<sup>11</sup>**

- 7.1 The Board has given delegated authority to the Finance and General Purposes Committee to receive and endorse operational reports and documents. This shall include the approval of College policies and procedures.
- 7.2 Annual reports which cover operational College areas may be presented to the Board.

## **8. Authority**

- 8.1 The Committee is authorised by the Governing Body to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Members, Committee of the Governing Body or employee of the College and all Members and employees of the College shall cooperate with any request made by the Committee.
- 8.2 The Committee is authorised by the Governing Body to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary, provided that the Committee shall not incur direct expenditure in this respect in excess of £2000 without the prior approval of the Governing Body.

## **9. Reporting Procedures**

- 9.1 The minutes of the Finance and General Purposes Committee shall be presented to the Governing Body.

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<sup>11</sup> Revised March 2007 to include new section on delegated authority

### **3. TERMS OF REFERENCE - AUDIT COMMITTEE**

#### **1. Duties**

The Committee shall have the following duties: -

- 1.1 To advise the governing body on the adequacy and effectiveness of the Corporation's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money);
- 1.2 To advise the governing body on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service (IAS);
- 1.3 To advise the governing body on the scope and objectives of the work of the IAS, the financial statements auditor and the funding auditor (where appointed);
- 1.4 To ensure effective co-ordination between the IAS, financial statements auditor and the funding auditor (where appointed), including whether the working of the funding auditor should be relied upon for internal audit purposes;
- 1.5 To consider and advise the governing body on the audit strategy and annual internal audit plans for the IAS;
- 1.6 To advise the governing body on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor, (including their work on regularity audit), and management's responses to these;
- 1.7 To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and the financial statements auditor's management letter, and, the funding auditor's management letter and spot-check reports (where appointed);
- 1.8 To consider and advise the governing body on relevant reports by the NAO, the Learning and Skills Council (LSC) or their successors and other funding bodies and, where appropriate, management's response to these;
- 1.9 To establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate;
- 1.10 To produce an annual report for the governing body and accounting officer, which should include the Committee's advice on the effectiveness of the college's risk management, control and governance processes, and any significant matters arising from the work of the IAS, the financial statements auditor and the funding auditor (where appointed);
- 1.11 To ensure that all allegations of fraud and irregularity are properly followed up;
- 1.12 To be informed of all additional services undertaken by the IAS, the financial statements auditor and the funding auditor (where appointed).
- 1.13 To ensure all of the above are conducted in accordance with the minimum schedule of business attached.

## 2. Membership

- 2.1 The Committee shall be appointed by the Corporation and consist of at least three and a maximum of six members who may or may not be members of the Corporation. At least one member must have relevant financial/audit experience.
- 2.2 A quorum shall be three (3) Members present.
- 2.3 The Principal may not be a member of the Committee but other members of staff may sit on the Committee provided they do not have significant executive, management, financial or budgetary responsibilities.
- 2.4 In order to maximise the Committee's independence and objectivity, the following people shall not be eligible to sit on the Committee: -
  - 2.4.1 Those with executive responsibilities at senior level;
  - 2.4.2 Members of the Finance and General Purposes Committee;
  - 2.4.3 The Chair of the Corporation;
  - 2.4.4 Members who have significant interests in the College.
- 2.5 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Corporation annually. Co-opted Members of the Audit Committee shall be excluded from acting as Chair of the Committee in normal circumstances<sup>12</sup>. To support this process, the Clerk shall write to Members to provide an opportunity to declare their interest and invite nominations to the post of Chair for the following academic year<sup>13</sup>.

## 3. Terms of Office

- 3.1 A Committee Member shall be appointed to serve a term of office of four (4) years. However on cessation a Member is eligible for re-appointment, for a further term of no longer than four (4) years. Thereafter, in exceptional circumstances, and at the recommendation of the Search and Governance Committee, extensions may be granted by the Governing Body.

## 4. Attendance at Meetings

- 4.1 The internal auditor shall be entitled to attend and speak at all meetings of the Committee (but not to vote) as shall the financial statements auditor where business relevant to them is being discussed. Senior management should also be invited to attend meetings of the Committee, particularly where their area of responsibility is under discussion, and shall be entitled to attend and speak at such meetings but not to vote.
- 4.2 The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- 4.3 The Finance Director and College Accountant who are responsible for the College's internal control shall normally attend meetings at the invitation of the Committee.
- 4.4 The Clerk to the Governors is eligible to attend Meetings.

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<sup>12</sup> Revised September 2005 to include: Co-opted Members of the Audit Committee shall be excluded from acting as Chair of the Committee in normal circumstances.

<sup>13</sup> Revised March 2007 to improve the process for the appointment of Chair

- 4.5 The Committee is entitled, wherever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules of quoracy in 2.2) to exclude any, or all, participants and observers, except the Clerk to the Governors.
- 4.6 Individual Governors minimum attendance target is 75% during each academic year.

## **5. Publication of Minutes**

- 5.1 Minutes of the Audit Committee shall be included on the agenda for the Board meeting and issued with Board papers.
- 5.2 Work undertaken by the Committee shall be reported to the Governing Body with subsequent Board decisions being recorded in the full Minutes which, unless considered to be of a confidential nature, shall be published.
- 5.3 Minutes of the Committee meetings shall be available for inspection by students, staff and members of the public during normal office hours in the Library. In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential<sup>14</sup>.

## **6. Frequency of Meetings**

- 6.1 The Committee shall meet at least three times a year.
- 6.2 The internal auditor, funding auditor or financial statements auditor may request a meeting of the Committee if they consider that one is necessary and the Committee will endeavour to comply with such requests. In any event, the Committee must consider a minimum number of items of business each year for it to be able to function effectively, and those items of business are currently set out in the Table attached to Supplement A to the Interim Audit Code of Practice.
- 6.3 The Chair may request additional meetings if he or she considers that they are necessary.

## **7. Delegated Authority<sup>15</sup>**

- 7.1 The Board has given delegated authority to the Audit Committee to receive and endorse operational reports and documents. This shall include the approval of College policies and procedures.
- 7.2 Annual reports which cover operational College areas may be presented to the Board.

## **8. Authority**

- 8.1 The Committee is authorised by the Governing Body to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Member, Committee of the Governing Body or employee of the College and all Members and employees of the College shall cooperate with any request made by the Committee.

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<sup>14</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 17(3)

<sup>15</sup> Revised March 2007 to include new section on delegated authority

8.2 The Committee is authorised by the Governing Body to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary provided that the Committee may not incur direct expenditure in this respect in excess of £2000 without the prior approval of the Governing Body.

## **9. Reporting Procedures**

9.1 The minutes of the Audit Committee shall be presented to the Governing Body.

## MINIMUM CYCLE OF AUDIT COMMITTEE BUSINESS

	Current year item of business	Previous year	Current year			Next year		Recommend to Board for Approval	
		Summer	Autumn	Spring	Summer	Autumn	Spring		
1	Appointment/reappointment or dismissal and remuneration of internal auditors	√				√		Yes	
2	Internal Audit Needs Assessment, Strategic Plan and Annual Plan		√					Yes	
3	Risk management annual report from College management		√						
4	Appointment/reappointment or dismissal and remuneration of financial statements auditors					√		Yes	
5	Interim regularity audit opinion					√			
6	Review of performance of the internal audit service and establishment of annual performance indicators for next year					√		No	
7	Funding auditor interim opinion and management letter (where applicable)*						√ “	Yes*	
8	Internal audit service annual report*						√ “	Yes*	
9	Financial statements audit management letter*						√ “	Yes*	
10	Annual report of the Audit Committee*						√	Yes*	
11	Recommendation of approval to the Corporation of annual financial statements (may rest with Finance Committee) including regularity audit opinion						√	Yes	
12	Funding auditor final opinion and management letter (where applicable)							√	Yes
13	Review of performance of the financial statements auditors and establishment of annual performance indicators for the following year					√		No	
14	Internal audit reports on reviews and progress update		√	√	√			No	
15	Consideration of funding auditor franchise and partnership spot-check reports (where applicable)		√	√	√				

\*Boards must have available all of these reports (items 6,7 and 8) before approving the financial statements and the statements included therein on Corporate Governance, responsibilities of Members of the Corporation and the system of internal control. The Board must approve the annual financial statements to meet LSC deadlines.

“Items 7, 8 and 9 may be deferred until the spring term but see comment above.

#### 4. TERMS OF REFERENCE - SEARCH AND GOVERNANCE COMMITTEE

##### TERMS OF REFERENCE - SEARCH AND GOVERNANCE COMMITTEE

###### 1. Duties

The Committee shall have the following duties in the appointment process of Governors and Governance issues: -

###### **Appointment of Governors**

The Committee shall be responsible for governor succession planning; nominating candidates for the approval of the Governing Body to fill vacancies on the Board, and for determining the process whereby candidates are nominated<sup>16</sup>.

In carrying out these functions, the Committee shall: -

- 1.1 Follow the attached flowchart outlining the selection process for a new governor.
- 1.2 Consider and make recommendations to the Governing Body on its composition and balance and on the procedures for appointment to the Governing Body and Committees. The Committee will receive the results of an annual skills audit in order to advise the Governing Body on the composition and balance of the Governing Body and its Committees.
- 1.3 Make recommendations to the Governing Body on the suitability of present Governors at the end of their first four (4) year term in office. This recommendation shall be based on: -
  - 1.3.1 The individual's contribution and commitment to the Governing Body;
  - 1.3.2 The value of the Governor's expertise/interests to the work of the College;
  - 1.3.3 Vacancies within specific categories on the Governing Body;
  - 1.3.4 Any shortfalls in the skills of the Governing Body as a whole which are indicated in the annual skills audit.
- 1.4 Initiate searches for potential Governors or consult with staff, students and parents for nominations for vacancies to specific categories of Governors.<sup>17</sup>
- 1.5 Make recommendations of a candidate for a vacancy on the Governing Body.
- 1.6 Ensure that the College's Equal Opportunities Policy Statement is adhered to when considering vacancies on the Governing Body.

###### **Governance**

The Committee will be advised by the Clerk to the Governors on all matters pertaining to governance including best practice in the Further Education sector.<sup>18</sup>

In carrying out these functions, and considering the Clerk's advice<sup>17</sup>, the Committee shall:-

- 1.7 Ensure compliance with the requirements of the Instrument and Articles of Government.
- 1.8 Advise the Governing Body on governance self-assessment and evaluation processes and assist its review of its effectiveness, including monitoring any related action plans and agreed performance indicators or targets.
- 1.9 Develop and recommend to the Governing Body policies and procedures for the induction, review and governance development of Governors.

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<sup>16</sup> Revised March 2007 to separate the appointment of Governors and Governance issues

<sup>17</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 1 and 2

<sup>18</sup> Revised April 2008 to reflect new Instrument and Articles of Government: Article 3(3).

- 1.10 Make recommendations to the Governing Body about the Link Governor Scheme.
- 1.11 Receive reports from the Principal who shall oversee the College's Fellowship Scheme.
- 1.12 Receive attendance records for the Governing Body and all Committees. Reasons for apologies shall be logged by the Clerk to the Governors and presented to the Committee. The attendance target for Governors is 75% during each academic year.
- 1.13 Consider any governance issues identified during internal and/or external audits of the College and report to the Governing Body on recommended remedial action.
- 1.14 Review best practice in governance in the sector and advise the Governing Body of appropriate action as necessary.
- 1.15 Review and where appropriate respond to consultation documents from external bodies relating to governance issues.

## **2. Membership**

- 2.3 The Committee shall be appointed by the Governing Body and shall have a total complement of Six (6) Members including the Principal and Chief Executive.
- 2.4 A quorum shall be three (3) Members.
- 2.5 The Chair of the Committee shall be appointed or re-appointed by the Governing Body annually. The Committee shall make a recommendation to the Board. To support this process, the Clerk shall write to Members to provide an opportunity to declare their interest and invite nominations to the post of Chair for the following academic year<sup>19</sup>.

## **3. Terms of Office**

- 3.1 A Committee Member shall be appointed to serve a term of office of four (4) years. However on cessation a Member is eligible for re-appointment, for a further term of no longer than four (4) years. Thereafter, in exceptional circumstances, and at the recommendation of the Search and Governance Committee, extensions may be granted by the Governing Body.

## **4. Attendance at Meetings**

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

## **5. Publication of Minutes**

- 5.1 Minutes of the Search and Governance Committee shall be included on the agenda for the Governing Body meeting and issued with Board papers.
- 5.2 Work undertaken by the Committee shall be reported to the Governing Body with subsequent Board decisions being recorded in the full Board minutes which, unless considered to be of a confidential nature, shall be published.
- 5.3 Minutes of the Committee meetings shall be available for inspection by students, staff and members of the public during normal office hours in the Library. In addition, the minutes

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<sup>19</sup> Revised March 2007 to improve the process for the appointment of Chair

shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.<sup>20</sup>

## **6. Frequency of Meetings**

6.1 The Committee shall meet as and when necessary to discuss selection of new Members, and not less than once a year.

## **7. Authority**

7.1 The Board has given delegated authority to the Search and Governance Committee to receive and endorse operational reports and documents. The Search and Governance Committee shall discuss policies relating to governance, these shall also be presented to the Board.

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

7.2 The Committee is authorised by the Governing Body to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary provided that the Committee may not incur direct expenditure in this respect in excess of £2000 without the prior approval of the Governing Body.

## **8. Reporting Procedures**

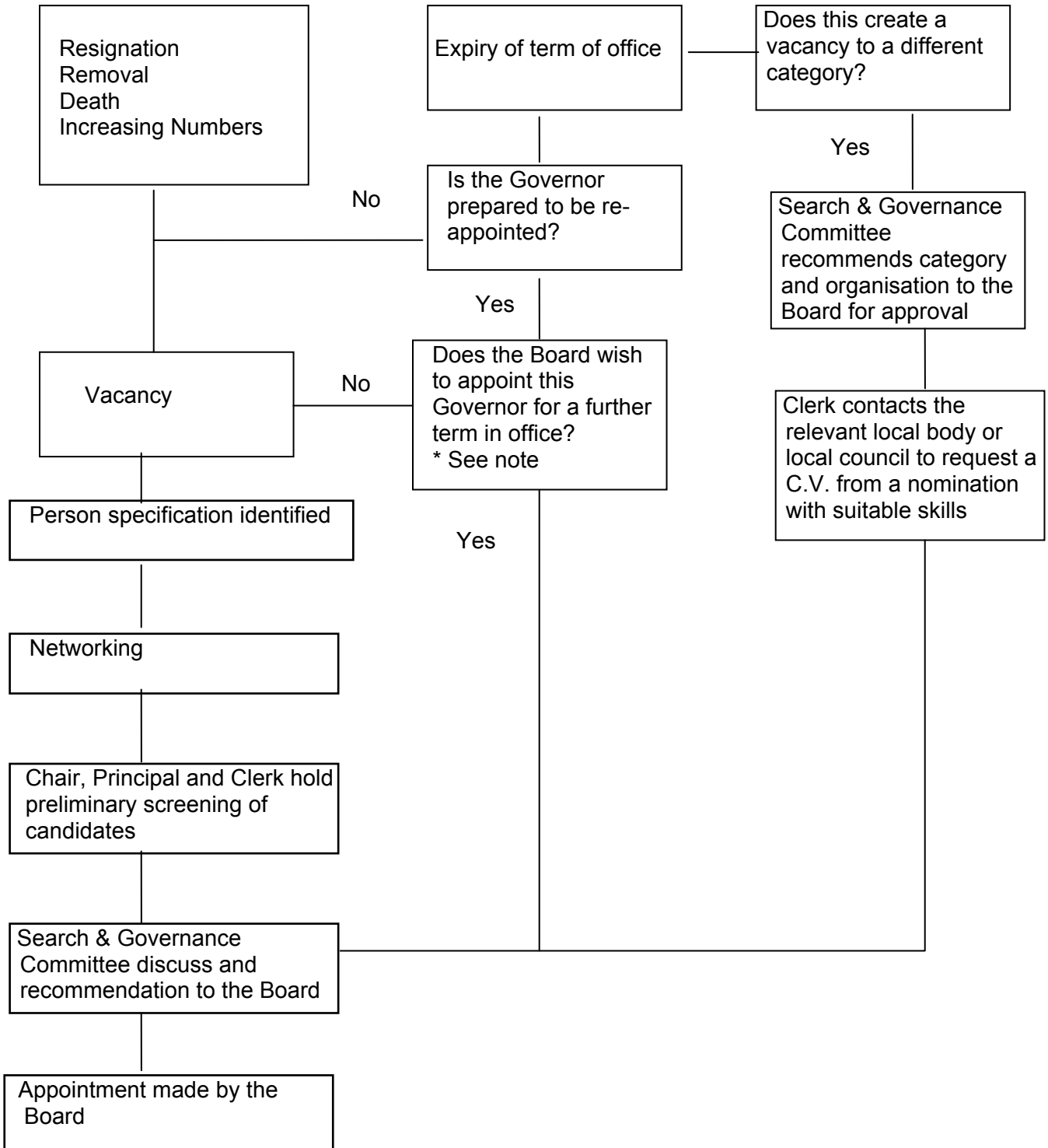
8.1 The minutes of the Search and Governance Committee shall be presented to the Governing Body.

8.2 All recommendations made by the Search and Governance Committee for governor appointments shall be considered and approved by the Governing Body before the appointment of a new Governor is made.

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<sup>20</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 17(3)

**HEREFORD COLLEGE OF ARTS**  
**Flowchart of Selection Process for a New Governor**



\* Note:-  
 Is their skill still required?  
 Could the skill mix of the Board be improved?  
 What has their contribution and commitment been?

## **5. TERMS OF REFERENCE - ACADEMIC QUALITY AND STANDARDS COMMITTEE<sup>21</sup>**

The Committee's remit shall be all matters which assist the Corporation in discharging its responsibility for the educational standards and character of the College.

### **1. Objective**

- 1.1 The Committee shall ensure that there are robust procedures for monitoring the quality assurance policy and academic standards and targets to improve performance.
- 1.2 It shall also be empowered to consider any other relevant matters referred to it by the Corporation. Care shall be taken to ensure that these matters are delegable by the Corporation and that they are not within the remit of other committees serving the Corporation.

### **2. Membership**

- 2.1 The Committee shall be appointed by the Corporation and shall comprise six members, which may include co-opted members.
- 2.2 A quorum shall be three Members.
- 2.3 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Corporation annually.

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

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

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

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

### **5. Publication of Minutes**

- 5.1 Minutes of the Academic Quality and Standards Committee shall be included on the agenda for the Governing Body meeting and issued with Board papers.

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<sup>21</sup> New committee established March 2008

- 5.2 Work undertaken by the Committee shall be reported to the Governing Body with subsequent Board decisions being recorded in the full Board minutes which, unless considered to be of a confidential nature, shall be published.
- 5.3 Minutes of the Committee meetings shall be available for inspection by students, staff and members of the public during normal office hours in the Library. In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.

## **6. Frequency of Meetings**

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

## **7. Authority**

- 7.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Corporation Member, Committee of the Corporation or employee of the College and all Corporation Members and employees of the College are directed to cooperate with any request made by the Committee.
- 7.2 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experiences and expertise if it considers this necessary provided that the Committee may not incur direct expenditure in this respect in excess of £2000 without the prior approval of the Corporation.

## **8. Duties**

- To monitor and develop the College's policies and practices in maintaining and improving its academic performance and standards;
- To receive and monitor the production of the FE and HE Development Plans and the College's progress towards the Success Rates outlined in those plans.
- To review and monitor the production of the Self Assessment Report and the Self Evaluation Document;
- To review the College's academic quality standards procedures and monitor their implementation;
- To receive progress reports from quality initiatives introduced into the College;
- To set targets and systematically review College progress in relation to national benchmarks and College performance indicators;
- To receive audit reports from the Teaching and Learning Observation Scheme.
- To consider other topics as determined from time to time by the Corporation.

## **9. Reporting Procedures**

- 9.1 The minutes of the Academic Quality and Standards Committee will be presented to the Governing Body.

## **6. TERMS OF REFERENCE - ACCOMMODATION GROUP**

### **1. Objective**

To provide governor control and oversight of capital projects throughout all phases and to ensure that the project adheres to the aims and aspirations of the College as set out in the Strategic Plan.

### **2. Membership of Committee**

- 2.1 The Accommodation Group will comprise of the Chair and another Governor appointed by the Board, the Principal, Finance Director and Estates Manager. A Governor may request another Governor to attend meetings as a substitute if they are unable to attend.
- 2.2 The Accommodation Group has the power to co-opt external members with specialist expertise when necessary.
- 2.3 The quorum for meetings of the Accommodation Group shall be 3 members, one of whom must be a member of the Board of Governors.
- 2.4 The Accommodation Group shall elect a Chair.
- 2.5 Members of the Audit Committee, the Staff and Student Members shall not be members of the Accommodation Group.

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

- 3.1 Members shall be appointed to serve on the Accommodation Group so long as they remain a Member of the Board of Governors, or in the post of Principal, Finance Director or Estates Manager.

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

- 4.1 The Clerk to the Governors is eligible to attend Meetings.

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

- 5.1 The Accommodation Group shall meet as and when required.
- 5.2 The Clerk to the Governors will set dates of meetings in consultation with Management.

### **6. Authority**

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

- 6.2 The Accommodation Group is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experiences and expertise if it considers this necessary provided that the group may not incur unbudgeted direct expenditure in this respect in excess of £2000 at any one time, without the prior approval of the Corporation.

## **7. Duties**

### **7.1 Feasibility Phase**

7.1.1 To consider the research and appraisal of suitable options, and to receive reports from the consultant team appointed by the College.

7.1.2 To participate in the appointment and selection process of consultants as required.

### **7.2 Application Phase**

7.2.1 To consider the detailed application and other submissions to the LSC and make recommendations to the Board of Governors on their approval or amendment.

### **7.2 Design Phase**

7.2.1 To make recommendations to the Board of Governors on outline design options and parameters.

7.2.2 To consider and recommend to the Board of Governors detailed building plans for approval.

7.2.3 The Accommodation Group has delegated authority from the Board of Governors to make decisions in relation to the design of the new build.

### **7.3 Transition Phase**

7.3.1 To make recommendations to the Board of Governors on the broad strategy for transfer of business from the existing sites to the new site and to consider specific instances of transfer of business.

### **7.4 Monitoring**

7.4.1 To monitor and report to the Board of Governors progress on the development plans.

### **7.5 Procurement**

7.5.1 To consider appropriate methods for the appointment of contractors and specialist advisors.

## **8. Reporting Procedures**

8.1 The recommendations of the Accommodation Group shall be submitted to the Corporation for consideration.

8.2 Minutes of the Accommodation Group shall be available for inspection by Board Members by contacting the Clerk to the Governors.

## **9. Life cycle of the Accommodation Group**

9.1 The Accommodation Group shall be disbanded upon completion of the project.

## **7. TERMS OF REFERENCE – ACADEMIC BOARD, OTHER COMMITTEES AND WORKING PARTIES**

The Governing Body shall delegate the powers to other bodies as follows: -

### **1. Academic Board: -**

The College has chosen to have an Academic Board, although this is not a legal requirement. The Academic Board shall have responsibility for the standards, planning, development and oversight of the academic work of the College, including arrangements for the admission, assessment and examination of students and the procedures for the expulsion of students of academic reasons.

The Academic Board shall comprise of no more than thirty (30) members of staff and students, chaired by the Principal.

The Academic Board shall be entitled to establish sub committees to undertake relevant tasks and responsibilities, including an Academic Standards Sub Committee, subject to the approval of the Governing Body.

### **2. Other Committees and Working Parties**

The Governing Body may, from time to time, establish a committee or working party for any purpose or function not assigned elsewhere and shall determine the size, the terms of office of its Members and any other relevant matters.

Such a committee may include persons who are not Members of the Governing Body.

The Clerk to the Governors shall be the Clerk to each such committee or working group.

Minutes or a report of proceedings of any such meetings shall be presented to the Governing Body.

## **SECTION C**

### **GOVERNORS' RULES AND STANDING ORDERS**

- 4. CONDUCT OF MEETINGS**
- 5. PROCEDURAL MATTERS**
- 6. GOVERNANCE**
- 7. FINANCE**
- 8. COMPLAINTS**

**HEREFORD COLLEGE OF ARTS  
FURTHER EDUCATION CORPORATION**

**GOVERNORS' RULES AND STANDING ORDERS**

**SECTION C - GOVERNORS' RULES AND STANDING ORDERS**

The Governing Body has agreed a Protocol of the Operating Function of the Board. The Governing Body approved this on 18 November 2003, and revised in March 2007<sup>22</sup>. A copy of the Protocol, which supports the Governors' Rules and Standing Orders, is attached. Please refer to Appendix 4.

**1. CONDUCT OF MEETINGS**

**1.1 Quorum for meetings of the Governing Body**

Meetings of the Governing Body shall be quorate if 8 (eight) governors are present, representing 40% of the total composition of the Board.<sup>23</sup>

**1.2 Quorum for meetings of Governors' Committees**

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

**1.3 Individual Responsibilities of Members of the Governing Body**

- 1.3.1 As stated in paragraph 12.6 of the Instrument of Government, members of the Governing Body shall not be bound in their speaking or voting by mandates given to them by other bodies or persons, but are required to act in the best interests of the College at all times.
- 1.3.2 Individual members should take a personal view on each matter of the Governing Body or of a committee and should contribute to the debate accordingly, having regard to the best interests of the College.
- 1.3.3 Once a decision has been reached by the Governing Body, every member of the Governing Body is bound by that decision, irrespective of his or her personal views. This is set out clearly in the Governors' Code of Conduct.
- 1.3.4 Members are expected to keep confidential any proceedings which the Governing Body has decided to treat as such.

**1.4 Voting Procedures**

- 1.4.1 Every resolution to be decided at a meeting of the Governing Body or at a meeting of a Committee shall be determined by a majority of the votes of the Governors or Members

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<sup>22</sup> *Protocol and Operation Function of the Board revised in March 2007*

<sup>23</sup> *Quorum amended to reflect increase in Board from 17 to 18 members*

- of the committee present and voting on the matter. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- 1.4.2 Proxy votes are not allowed.
  - 1.4.3 Normally resolutions shall be decided by the Chair of the meeting seeking the agreement of the members present. However, if there is a clear expression of dissent by an individual member a vote by show of hands shall be taken, but the Chair of the meeting shall have the power to require a secret ballot.
  - 1.4.4 In the event of a split vote the number of votes cast for and against a resolution, and the number of abstentions, shall be recorded in the minutes. Votes cast and abstentions shall not be identified to individuals in the minutes or other record of proceedings, save at the request of such individuals.

## **1.5 Delegated Authority<sup>24</sup>**

- 1.5.1 The Board shall receive annual reports on the following operational areas; health and safety, estates and accommodation, risk management, value for money, treasury management, staff report including equality and diversity, staff development, child protection, short courses, complaints reports. Termly reports, as required, shall be presented to Committees for consideration.
- 1.5.2 The Board shall not normally receive operational documents, including policies and procedures. These shall be discussed by Committees and decisions recorded in the minutes of Committees. A Committee may decide to forward a paper to a Board meeting. The Board shall continue to receive and approve policies and procedures relating to Governance.
- 1.5.3 All documents presented to Committees and the Board shall be available for Governors to access in a secure location on Moodle. Printed copies shall also be available for Governors upon request by contacting the Clerk to the Governors.

## **1.6 Agendas for Board Meetings**

- 1.6.1 The Chair of Governors, or Vice-Chair in his or her absence, shall determine the items to be included on the agenda for meetings of the Governing Body and the order in which they are to be taken, in consultation with the Clerk to the Governors and Principal.
- 1.6.2 A Governor may request the inclusion of an item on the agenda by approaching the Clerk to the Governors not less than fourteen clear days before the scheduled meeting. If, after consultation with the Chair, Principal and other Governors the Chair refuses the request, the Governor may requisition the item to be included on the agenda by giving written notice to the Clerk to the Governors supported in writing by three other Governors not less than eight clear days before the meeting. Any supporting papers and wording of any proposed resolution shall also be submitted to the Clerk to the Governors at the same time as the written notice.
- 1.6.3 The Chair shall have the power to determine whether agenda items and/or supporting papers shall be treated as confidential or open and to sectionalise the agenda as appropriate. The Chair shall only be entitled to determine the following as confidential: -
  - a) Matters relating to an individual member of staff, or student;

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<sup>24</sup> New section added March 2007 to give delegated authority to Committees

- b) Matters relating to a commercial transaction, including a proposed acquisition or disposal of land which, if known, could disadvantage the College financially;
- c) Matters relating to a negotiating position with a trade union or legal advice which, if known, could disadvantage the College.

Items in b) and c) may only need to be treated as confidential for a limited period of time. The Chair shall have the power to determine such time limit and authorise the removal of any restriction.

- 1.6.4 Papers supporting agenda items may be tabled at meetings of the Governing Body with the express consent of the Chair.
- 1.6.5 The Chair shall determine whether items of any other business, urgent or otherwise, may be raised at meetings.
- 1.6.6 All meetings shall be summoned by the Clerk to the Governors, who shall send to the members written notice of the meeting, a copy of the agenda and supporting papers at least seven clear days in advance of the meeting.

## **1.7 Agendas for Committee Meetings**

- 1.7.1 The Chair of the Committee shall determine the items to be included on the agenda for meetings of the Committee and the order in which they are to be taken in consultation with the Clerk to the Governors, and Principal where appropriate.
- 1.7.2 A Member of the Committee may request the inclusion of an item on the agenda by approaching the Clerk to the Governors not less than fourteen clear days before the scheduled meeting. If, after consultation with the Chair of the Committee, the Chair of the Committee refuses the request, the Member may requisition the item to be included on the agenda of the next Board meeting in accordance with Rule 1.5.2 above.
- 1.7.3 The Chair of the Committee shall have the power to determine whether agenda items and/or supporting papers shall be treated as confidential or open and to sectionalise the agenda as appropriate, but shall only be entitled to determine any matter as confidential in line with Rule 1.5.3 above.
- 1.7.4 Papers supporting agenda items may be tabled at meetings of the Committee with the express consent of the Chair of the Committee.
- 1.7.5 The Chair of the Committee shall determine whether items of any other business, urgent or otherwise, may be raised at meetings.
- 1.7.6 All meetings shall be summoned by the Clerk to the Governors, who shall send to the members written notice of the meeting, a copy of the agenda, and supporting papers in accordance with the rules for the Committee.

## **1.8 Internet Site<sup>25</sup>**

- 1.8.1 The College has a secure location on Moodle for Governors. Board and Committee papers shall be loaded onto the site, which Governors can access with a password. Governors shall be responsible to note documents which support agendas for the Board and Committees. In order to access this, the Clerk to the Governors will issue a password to Governors. Governors who require printed copies of documents should notify the Clerk to the Governors.

## **1.9 Reconsideration of Resolutions**

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<sup>25</sup> Revised March 2007 –outlining college’s internet site

- 1.9.1 No resolution of the Governors or Members of a Committee may be rescinded or varied at a subsequent meeting unless consideration of the resolution or variation is a specific item of business on the agenda for that meeting.

### **1.10 Special Meetings of the Governing Body**

- 1.10.1 A special meeting of the Governing Body may be called at any time by the Chair, or at the request in writing of any five Governors delivered to the Clerk to the Governors, and any such meeting shall be summoned in accordance with Rule 1.5.6.
- 1.10.2 Where the Chair or, in the Chair's absence the Vice-Chair, so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within less than seven clear days, as he or she specifies, but not less than two clear days.

### **1.11 Special Meetings of Committees**

- 1.11.1 A special meeting of a Committee may be called at any time by the Chair of the Committee, or at the direction of the Chair of Governors, or at the request in writing of a majority of the Members of the Committee, and any such meeting shall be summoned in accordance with Rule 1.5.6.
- 1.11.2 Where a special meeting is called, the Chair of the Committee may direct that the written notice convening the meeting and the agenda are given within less than the period specified in the rules of the Committee, but not less than two clear days.

### **1.12 Conduct of Debate**

- 1.12.1 Governors and Committee Members shall direct any contributions to debate that they may wish to make through the Chair. They shall indicate their wish to speak by raising a hand to attract the Chair's attention. Where more than one member indicates a wish to speak, the Clerk to the Governors shall assist the Chair in determining the order in which speakers shall be called.
- 1.12.2 Debate on a particular agenda item is limited in total to 30 minutes, but this time limit may be overruled by resolution of the Governing Body or Committee. The Chair has the power to time limit the contributions to the debate of individual members.
- 1.12.3 In the event that the debating time for an item is exhausted and no extension is determined, the item shall be carried to the agenda of the next ordinary meeting.

### **1.13 Declaration of Interests**

- 1.13.1 At the start of each academic year the Clerk to the Governors shall issue a form requesting all Governors to complete for inclusion in the Governors' Register of Interests. Governors shall be requested to declare whether they have a 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;
  - c) Any other matter relating to the College.

Each agenda of a Board meeting shall provide for declaration of interests in relation to any item of agenda business, and a Governor who has any financial or personal interest shall at that

meeting declare the fact 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 or she is not entitled to vote. Similar rules and arrangements shall apply to Committees

If the Clerk to the Governors, on the basis of information in the Governors' Register of Interests, has reason to believe a Governor has a financial or personal interest that may need to be declared in relation to a particular matter, he or she shall draw this to the attention of the Chair of the meeting, and the Member concerned, preferably before the meeting.

Members shall not take part in the matter giving rise to the interest to be considered, and on no account may they vote on the matter. The Member must withdraw from that part of the meeting if required to do so by a majority of the Members of the Governing Body or Committee.

#### **1.14 Withdrawal from Meetings**

1.14.1 A Governor who has declared an interest or who is believed to have an interest in an item for consideration by the Governing Body may be required to withdraw from the meeting at the direction of the Chair or by a resolution of the other governors present.

- a) Staff and Student Governors shall withdraw from a meeting of the Governing Body in accordance with the rules established in the Instrument of Government.
- b) The Principal shall withdraw from a meeting of the governing body in accordance with the rules established in the Instrument of Government.
- c) Other officers of the College, members of staff, or other visitors present at a meeting of the Governing Body shall withdraw at the direction of the Chairman or by a resolution of the other Governors present.
- d) Non-members of Committees who are present at Committee meetings shall withdraw at the direction of the Chair of the Committee or by resolution of the other Members present.

#### **1.15 Access to Meetings**

1.15.1 Meetings of the Board and its Committees shall be open to the public, press and other interested parties if the Governing Body and/or Committee so resolve.

1.15.2 Invitations to non-governors to attend Board meetings shall be at the discretion of the Chair of Governors.

1.15.3 The Principal and Clerk to the Governors shall attend all Board meetings.

1.15.4 The Finance Director and Head of Academic Affairs shall attend Board meetings at the discretion of the Chair of Governors, and Committee meetings at the discretion of the Committee Chair.

1.15.5 A maximum of 2 people as observer from the Learning and Skills Council shall be entitled to attend Board meetings, (including meetings of any Committee).

1.15.6 Invitations to other non-members to attend Committee meetings shall be at the discretion of the Chair of the Committee.

1.15.7 The Principal and the Clerk to the Governors shall attend meetings of the Committee in accordance with the terms of reference and rules for that Committee.

#### **1.16 Minutes**

- 1.16.1 Minutes shall be taken of all meetings of the Board and its Committees. It is the responsibility of the Clerk to the Governors to ensure that the minutes are taken and prepared for publication.
- 1.16.2 At every Board meeting and its Committees the minutes of the last meeting of the Board or Committee, as appropriate, shall be an agenda item. The minutes shall be taken as accurate unless Governors notify the Clerk to the Governors before the meeting, or under the agenda item at the meeting; the Chair of the meeting as a true record shall sign them.
- 1.16.3 Separate minutes shall be maintained for those parts of meetings from which staff and student governors have withdrawn. A staff or student governor who has withdrawn from a meeting in accordance with the Instrument of Government shall not be entitled to see the minutes of that part of the meeting.

### **1.15 Public Access to Agendas and Minutes**

- 1.15.1 Agendas, papers and minutes, except for confidential items, shall be made available to any person wishing to inspect them in accordance with the provisions of the Instrument of Government, paragraph 16.
- 1.15.2 Agendas, papers and minutes, except for confidential items, shall be available for inspection by students, staff and members of the public during normal office hours in the Library. In addition, agendas and minutes shall be published on the College website<sup>26</sup>.
- 1.15.3 A copy of signed approved minutes of Board meetings and Committee meetings shall also be available for inspection by request from the Clerk to the Governors.
- 1.15.4 The Clerk shall make arrangements for the Governing Body to review regularly all confidential material and make such material available for public inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or considers that the public interest in disclosure outweighs that reason<sup>27</sup>.

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<sup>26</sup> Revised March 2007 to include access to minutes and agendas on the College website

<sup>27</sup> Revised September 2006 to meet requirements of the Instrument of Government Clause 17

## PROCEDURAL MATTERS

### 2.1 Chair's Action

- 2.1.1 The Chair of Governors or the Chair of a Committee, or the Vice-Chair in his or her absence, is empowered to act on behalf of the Governing Body or the relevant Committee between meetings as follows: -
- The taking of routine action which would not merit an agenda item and discussion at a Board meeting or the relevant Committee meeting. This shall include the signing of routine documents on behalf of the Governors or relevant Committee, responding to approaches made to the Governing Body or Committee by external organisations, and agreeing detailed aspects of the implementation of matters already agreed by the Governing Body or relevant Committee.
  - If matters arise which are judged too urgent to wait for a scheduled meeting of the Board, or the relevant Committee, the Chair shall normally call a special meeting. However, the Chair may act in situations of emergency or urgency where to delay taking a decision could disadvantage the College.
  - The taking of specific actions for which delegated authority has been given by the Governing Body, or relevant Committee.
- 2.1.2 Chair's action taken between meetings, other than routine action, shall be reported as an agenda item at the next Board meeting, or relevant Committee and ratified.

### 2.2 Appointment of Governors

- 2.2.1 Governors shall be selected and appointed by the Governing Body to ensure that the Board's composition is in accordance with the Instrument of Government, paragraph 2. It shall consist of the following members<sup>28</sup>: -

Independent Members	12
Staff Members (Academic and Support)	2
Student Members (FE and HE)	2
Parent Member	1
Principal and Chief Executive	1
<b>TOTAL</b>	<b>18</b>

- 2.2.2 Governors shall serve for the term of office as specified in paragraph 8 of the Instrument of Government. However, on cessation a Governor shall be eligible for re-appointment, the term to be determined by the Governing Body.
- 2.2.3 The Staff Governor shall be elected by the staff of the College by a ballot and shall hold the post for a four-year term of office.
- 2.2.4 The Student Governor shall be elected by the students and shall hold the post until their course ceases.

### 2.3 Appointment of Chair and Vice-Chair of Governors and of Committees

<sup>28</sup> Amended April 2008 to reflect the changes to the new Instrument and Articles of Government: Instrument 1, 2 approved by the Governing Body March 2008

- 2.3.1 At the first Board meeting in each academic year, the Governing Body shall elect a Chair and Vice-Chair from among their number. To support this process, the Clerk shall write to Governors to provide an opportunity to declare their interest and invite nominations to the posts of Chair and Vice Chair for the following academic year. The Clerk will organise a secret postal ballot for Governors to make their selection <sup>29</sup>.
- 2.3.2 The term of office of Chair and Vice-Chair of Governors shall be one year.
- 2.3.3 Each Committee shall elect a Chair in accordance with the terms of reference and rules established for that Committee.
- 2.3.4 The Chair and Vice-Chair retiring at the end of their respective terms of office shall be eligible for re-appointment.
- 2.3.5 In the event that the Chair or Vice Chair should resign or be removed from office, the Board shall appoint another Member as the Chair or Vice Chair at the first meeting following their resignation or removal from office.<sup>30</sup>

## **2.4 The Clerk to the Governors**

- 2.4.1 The Governing Body shall appoint the Clerk to the Governors. The Clerk shall be responsible to the governing body and managed by the Chair.
- 2.4.2 The conditions of service of the Clerk are the responsibility of the governing body.
- 2.4.3 The Chair of Governors undertakes the appraisal of the Clerk using the College's appraisal scheme. He or she will take into consideration feedback from other members of the Governing Body on key aspects of performance of the Clerk's role, namely planning Governing Body business, conduct of meetings, stewarding statutory and ethical responsibilities of the Governing Body and communications. The Chair will receive more detailed feedback from the Principal on the interface of the Clerk with the College. The Governing Body will be informed that the appraisal has taken place, the overall outcome of the appraisal and targets set for the next period.
- 2.4.4 The Clerk is entitled to attend all meetings of the Governing body and its committees. However, she or he must withdraw from meetings when her or his remuneration, conditions of service, conduct, suspension or retirement are considered. Under these circumstances, a member of the Governing Body (but not the Principal) will act as Clerk for this part of the meeting.
- 2.4.5 If the permanent Clerk is absent for a time, the Governing Body may appoint a temporary Clerk (but the Principal may not be appointed as Clerk).
- 2.4.6 In the event that the Clerk considers that the Governing Body is acting beyond its powers, she or he is required to intervene and to explain the purpose of his or her intervention. If the Clerk considers that her or his advice is being disregarded and she or he still has concerns about the conduct of the Governing Body, she or he should take the following steps to resolve the matter before referring it to the LSC: the Clerk should put her or his concerns in writing to the Principal and the Chair of the Governing Body (and the Chair of the Audit Committee where relevant); the Clerk's concerns should be discussed at a meeting of the Governing Body or of the relevant committee; and independent legal advice should be obtained by the Governing Body.

<sup>29</sup> Revised March 2007 to improve the process for the appointment of Chair and Vice Chair

<sup>30</sup> Revised April 2008 to reflect the new Instrument and Articles of Government: Instrument 6 (9)

## **2.5 Annual Declaration of Eligibility for Service as a Governor**

- 2.5.1 In September each year, each Governor shall complete a declaration of eligibility for service as a Governor in accordance with the criteria set out in paragraph 7 of the Instrument of Government.
- 2.5.2 The Clerk to the Governors shall prepare and distribute the declarations for completion by Governors and file the completed returns with each Governors' entry in the register of interests.

## **2.6 Attendance Criteria**

- 2.6.1 If at any time the Governing Body are satisfied that any Governor has been absent from Board meetings for a period of longer than six consecutive months without the permission of the Governing Body, the Governing Body may by notice in writing to that Governor remove him or her from office and thereupon the office shall become vacant.
- 2.6.2 Governors are expected to maintain a record of attendance of not less than 75% of scheduled meetings of the governing body in any period of twelve months.
- 2.6.3 Governors' attendance at each Board meeting and Committees shall be recorded on an attendance register by the Clerk to the Governors who shall report the attendance statistics of Governors as an agenda item at the first Board meeting each academic year.

## **2.7 Governors' Expenses**

- 2.7.1 Governors may be reimbursed for expenses properly incurred in attendance at meetings and in the performance of their other duties. Reimbursement shall be on the basis of actual amount spent for travel, reasonable subsistence and other out of pocket expenses.
- 2.7.2 Claims for reimbursement shall be approved by the Clerk to the Governors and shall be paid by cheque, and be subject to the provisions of the College's financial regulations.

## **2.8 Instrument and Articles of Government**

The College has adopted the Instrument and Articles of Government. The Articles may be modified or replaced in accordance with section 22 of the Further and Higher Education Act 1992.

### **3. GOVERNANCE**

#### **3.1 Governors' Committees**

The Governors' Committees are as follows: -

- Audit Committee
- Finance and General Purposes Committee
- Search and Governance Committee

The terms of reference are agreed and are detailed in Section A of this document.

#### **3.2 Invitation to Non-Governors to Meetings**

- 3.2.1 Invitations to non-governors to attend Board meetings shall be issued by the Chair of Governors at his or her discretion.
- 3.2.2 A permanent invitation to attend Board meetings as observers is extended to the Vice Principal, Assistant Principal and Finance Director as Senior Postholders of the College.
- 3.2.3 The Chair at his or her discretion may exclude non-governors from any meeting or part of any meeting.

#### **3.3 Access to Information on Members of the Governing Body**

Under the College Charter, a list of the members of the Governing Body is available for inspection at the office of the Clerk to the Governors.

The address of the Clerk to the Governors is:

The Clerk to the Governors  
Hereford College of Arts  
Folly Lane  
Hereford  
HR1 1LT

Telephone: 01432 379351  
Email: [lwatkins@hca.ac.uk](mailto:lwatkins@hca.ac.uk)

Anyone wishing to write to Governing Body members may do so through the Clerk to the Governors. The Chair of Governors shall determine whether any communication received via the Clerk should be circulated to all Governors.

The private addresses and telephone numbers of members of the Governing Body will not be made publicly available.

#### **3.4 Governors' Code of Conduct**

- 3.4.1 The Code of Conduct shall apply to all Governors, and Governors shall adhere to its provisions and any subsequently agreed amendments.
- 3.4.2 Governors shall be requested to sign an annual declaration confirming they hold a copy of the Code of Conduct and agree to observe the Code of Conduct to the best of their ability.

### **3.5 Register of Interests**

- 3.5.1 Members must seek to avoid putting themselves in a position where there is a conflict of interest (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to interfere with the exercise of their independent judgement. An “interest” means financial or non-financial which, if publicly known, may be perceived as being likely to affect a member’s judgement.
- 3.5.2 Governors are requested to complete an entry for inclusion in the register of interests in accordance with the rules and guidelines approved by the Governing Body. Co-opted Members of Committees, Senior Postholders, and members of staff with significant financial responsibility, shall also complete any entry for the register and the same rules and guidelines as apply to Governors shall also apply. The Clerk to the Governors shall supply the appropriate documentation to enable an annual update of entries to be made at the start of each academic year.

### **3.6 Gifts and Hospitality**

Governors are requested to complete an entry for inclusion in the register of gifts and hospitality for all gifts and hospitality received. The Clerk to the Governors shall supply the appropriate documentation to enable an annual update of entries to be made at the start of each academic year.

### **3.7 Skills Audit**

Governors are requested to complete an entry of their skills annually. The Clerk to the Governors shall supply Governors with the appropriate documentation and this information shall be presented to the Search and Governance Committee as a matrix showing all skills of the Governing Body.

## **4. FINANCE**

### **4.1 Financial Reports and Budgets**

- 4.1.1 Governors shall receive a Financial Report based on the Learning and Skills Council financial reporting structure at each Board meeting. The detailed report, including Income and Expenditure Statement comparing actual and budget, and Balance Sheet shall be considered by the Finance and General Purposes Committee. A full report shall be presented to the Governing Body.
- 4.1.2 The Governing Body shall approve all provisional budgets and approve the final accounts of the previous year at the November Board meeting and at the same November Board meeting confirm the budget for the current year.
- 4.1.3 The Governing Body shall be notified of any likely savings or excess spending on budget lines as the year proceeds via the financial reports.

## **5. COMPLAINTS**

## **Complaints Against the Corporation**

The Governing Body approved a policy Complaints Against the Corporation at the Board meeting held on 20 July 2004.

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

## **6. AMENDMENTS<sup>31</sup>**

### **6.1 Amendments to Standing Orders**

- 6.1.1 The Clerk will keep this document under review, and suggest to the Governing Body ways of improving it to meet changed circumstances.
- 6.1.2 Individual members of the Governing Body may suggest changes to this document to the Clerk. Any points they raise will be reported to the next convenient meeting of the Governing Body for a decision.
- 6.1.3 Any amendments to the text of this document require the approval of the Governing Body unless they are covered directly or indirectly by statute, in which case such changes will take effect without delay.

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<sup>31</sup> Revised September 2006 – new section

# **APPENDICES**

**APPENDIX 1      SUMMARY OF THE POWERS OF THE CORPORATION**

**APPENDIX 2      EXTRACT FROM THE ARTICLES OF GOVERNMENT<sup>32</sup>**

**APPENDIX 3      SUMMARY OF MAIN PROVISIONS OF THE FINANCIAL MEMORANDUM OF LEARNING AND SKILLS COUNCIL<sup>7</sup>**

**APPENDIX 4      PROTOCOL ON THE OPERATING FUNCTION OF THE BOARD**

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<sup>32</sup> Revised September 2006 to include appendices 2 and 3

## **APPENDIX 1**

### **FURTHER AND HIGHER EDUCATION ACT 1992**

#### **SUMMARY OF THE POWERS OF THE CORPORATION**

##### **Principal Powers**

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

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

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

##### **Supplementary Powers**

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

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

Further or Higher Education, including funding scholarships or exhibitions, making grants and giving prizes.

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

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

**EXTRACTS FROM ARTICLES OF GOVERNMENT (CLAUSE 3)**

- 3(1) The Corporation shall be responsible:
- (a) for the determination of the educational character and mission of the institution and for oversight of its activities;
  - (b) for the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
  - (c) for approving annual estimates of income and expenditure;
  - (d) for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk to the Corporation and
  - (e) for setting a framework for the pay and conditions of service of all other staff.
- 3(2) Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the Institution, and shall be responsible:-
- (a) for making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decision of the Corporation;
  - (b) for the organisation, direction and management of the institution and leadership of the staff;
  - (c) for the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service, of staff other than the holders of senior posts;
  - (d) for the determination, after consultation with the Academic Board, of the institution's academic activities, and for the determination of its other activities;
  - (e) for preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and for the management of budget and resources, within the estimates approved by the Corporation; and
  - (f) for the maintenance of student discipline and, within the rules and procedures provided for within these articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

## SUMMARY OF MAIN PROVISIONS OF THE FINANCIAL MEMORANDUM OF THE LEARNING AND SKILLS COUNCIL

The Department for Innovation, Universities and Skills (DIUS) requires the Learning and Skills Council (LSC) to enter into an agreement set out in a financial memorandum with the College for the purpose of regulating its relationship in financial and related matters and setting out the terms and conditions on which public funds will be paid by LSC to the College. The financial memorandum does not over-ride the duties and powers given to the Council and to the College by the Further & Higher Education Act 1992 or the Learning and Skills Act 2000.

The financial memorandum is divided into two parts.

**Part 1** sets out the general terms and conditions under which the LSC will fund the Corporation.

**Part 2** is specific to the college and will include:

- the annual notification of the main allocation paid to the Corporation
- the educational provision which the college has undertaken to deliver
- any limits applicable to borrowings
- any specific conditions which relate to the financial year.

The main points to note in relation to Part 1 are as follows:-

(a) ***Duties and Responsibilities***

The Corporation is responsible for:-

- ensuring that funds from the LSC are used only in support of activities permitted by the Further and Higher Education Act 1992, the financial memorandum and any other conditions which the LSC may from time to time prescribe;
- ensuring that the financial, planning and other management controls, including controls against fraud and theft, applied by the College are appropriate and sufficient to safeguard public funds;
- securing the efficient, economical and effective management of all of the College's resources and expenditure, capital assets and equipment, and staff, so that the investment of public funds in the College by the LSC is not at risk;
- ensuring that financial considerations are taken into account at all stages in reaching decisions and in their execution; and
- ensuring that all significant cases of fraud or irregularity are reported to LSC.

(b) ***Recurrent and Capital Funding***

Recurrent funds are intended to meet the recurrent costs of the College which include the routine maintenance of buildings and other assets. "Earmarked" funds by LSC must only be used for the purposes for which they were earmarked.

(c) ***Acquisition and Disposal of Land or Buildings***

LSC requires the Corporation to obtain its consent for land and buildings transactions where the total cost exceeds £1m or 5% of the college's annual revenue whichever is the lower. Where the College is proposing to dispose of or lease or rent land and buildings which have been acquired by Exchequer funds, the LSC may require the college to surrender some or all of the proceeds.

The college would normally be expected to apply the proceeds of asset sales to investments in fixed assets.

(d) ***Borrowing and Leasing***

The LSC gives consent for the Board to borrow up to 5% of its annual revenue on an **unsecured** basis. The LSC gives consent for the Board to borrow up to a cumulative 5% of its annual revenue on a **secured** basis in order to finance the construction or purchase of buildings provided that only the buildings so purchased or constructed are offered as security.

Should the Board seek to borrow funds in excess of those identified above, the prior written consent of the LSC must be obtained.

(e) ***Accounts and Financial Management***

The college is required to keep proper accounts and accounting records and shall prepare in respect of each financial year a statement of accounts which must be audited. The audited accounts must be signed by the Principal and by the Chair or one other member of the Board as appointed for the purpose and must be submitted to the LSC no later than 31 December in any one year.

(f) ***Audit***

The Corporation is responsible for ensuring that the College has a sound system for internal control, has appointed an audit committee and has arranged for the provision of external and internal audit.

(g) ***Major Changes***

In order to meet the requirements of Parliamentary accountability for public funds the Corporation is required formally to notify the LSC of any of the following changes:

- the intention to carry forward a major change in the nature or location of the college
- the vacating and the filling of the following positions

- the Chair of the Board
- Principal
- Clerk to the Corporation

If it is intended that the Principal will be absent from the college for an extended period, the name of the person who will be discharging the Principal's responsibilities during their absence.

## PROTOCOL ON THE OPERATING FUNCTION OF THE BOARD

**Issue Number:** Four  
**Approval Date:** March 2007 (Board)  
August 2007 (Update to reflect College name change)

### 1. DEFINITION

- 1.1 This protocol was prepared in consultation with the Chair of Governors to assist in the efficient and effective functions affecting the Board.
- 1.2 To support the effectiveness of the Board, the Clerk to the Governors prepares an annual timetable of business for the Board and Committees. In addition to this, the College has an operational calendar for all College Committees to create a synchronised and timely process for College business. These are available on the College website.

### 2. OBJECTIVES

#### 2.1 THE BOARD'S ROLE

The Board carries a strategic responsibility in determining the character and mission of the College. It will agree and establish policies to ensure financial stability in a developing institution.

The Board are reminded that under Article 3(I) of the College's Articles of Government the Corporation shall be responsible for the following: -

- For the determination of the educational character and mission of the institution and for oversight of its activities;
- For the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
- For approving annual estimates of income and expenditure;
- For the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts; and
- For setting a framework for the pay and conditions of service of all other staff. "Senior Post" means the post of Principal and such other senior posts as the Members may determine for the purposes of the Articles.

#### 2.2 BOARD MEETINGS

The following protocol shall stand. This is also supported by the Governors' Rules included in the Standing Orders.

- 2.2.1 To be quorate, 40% of the membership numbers must attend the meeting.

- 2.2.2 A standardised agenda shall be used for Board meetings. The order of items listed on the agenda may be amended to take account of importance and priority of items.
- 2.2.3 A standard summary front sheet shall be attached to all papers. This will set out the author/presenter, status, purpose, recommendation, and route of the paper. It shall explain amendments made to College documents which are being revised.
- 2.2.4 The Clerk shall endeavour to send agendas and supporting papers to Governors so that they are received a minimum of 7 days before meetings. Board and Committee papers shall be loaded onto the College's Moodle site for Governors to access with a password. Governors shall be responsible to note documents which support agendas for the Board and Committees. In order to access this, the Clerk to the Governors will issue a password to Governors. Governors who require printed copies of documents should notify the Clerk to the Governors.
- 2.2.5 Papers supporting agenda items may only be tabled at meetings with the express consent of the Chair. The Chair should be notified in advance of the meeting.
- 2.2.6 The Chair should be notified in advance of the meeting of items of any other business. The Chair shall determine whether items of any other business, urgent or otherwise may be raised at meetings.

## **2.3 DELEGATED POWERS**

### **2.3.1 CHAIR'S ACTION**

The Chair, or in their absence, Vice-Chair, is empowered to act on behalf of the Board between meetings as follows: -

- 2.3.1.1 Taking routine action which would not merit an agenda item and discussion at a Board meeting;
- 2.3.1.2 Matters judged too urgent to wait for a scheduled meeting of the Board, or with insufficient time to call a special meeting;
- 2.3.1.3 Taking specific action for which delegated authority has been given by the Board.
- 2.3.1.4 Chair's action taken between meetings, other than routine action, shall be reported as an agenda item at the next Board meeting and ratified.

### **2.3.2 DELEGATED AUTHORITY**

- 2.3.2.1 The Board shall give delegated authority to Committees as stated in the standing orders and terms of reference. These shall be reviewed and endorsed by the Board annually.

## **2.4 MINUTES**

The Clerk will adhere to the following process for minutes: -

- 2.4.1 The Clerk shall take minutes of all Board meetings. In the absence of the Clerk, a deputy clerk should be appointed to take minutes.
- 2.4.2 Draft minutes shall be sent to the Chair for comments in advance of issuing them with Board papers. Minutes shall remain in draft until approved by the Board and signed by the Chair.

- 2.4.3 At every Board meeting the minutes of the last meeting of the Board, as appropriate, shall be an agenda item. The minutes shall be taken as accurate unless Governors notify the Clerk to the Governors before the meeting, or under the agenda item at the meeting; the Chair of the meeting as a true record shall sign them.

## **2.5 COMMITTEES' ROLE**

The Board meets a minimum of once during each term. The Committees' meetings are synchronised in order to feed into the Board meeting. Committees have their own remits and should hold the debate and make recommendations to the Board for endorsement in order to avoid a duplication of discussion. The Board shall give delegated authority to Committees as stated in the standing orders and terms of reference.

- 2.5.1 The Clerk shall take minutes of all Committee meetings. In the absence of the Clerk, a deputy clerk should be appointed to take minutes.
- 2.5.2 Committee minutes shall be presented to the Board, the Chair of the Committee only reporting by exception.
- 2.5.3 The Board shall not normally receive operational documents, including policies and procedures. These shall be discussed by Committees and decisions recorded in the minutes of Committees. A Committee may decide to forward a paper to a Board meeting. The Board shall continue to receive and approve policies and procedures relating to Governance.
- 2.5.4 Governors have the right to request copies of policies from the Clerk to the Governors at any time, and are encouraged to do so if they are at all unclear about any policy.

## **3. ACTIONS AND RESPONSIBILITIES**

- 3.1 It is the responsibility of the Clerk to ensure that the above procedures are followed. These procedures do not detract from the Instrument and Articles of Government.
- 3.2 The Clerk shall work closely with the Chair of Governors providing support where necessary.

**Person responsible:** Linda Watkins, Clerk to the Governors  
**Next Review:** August 2009  
**Approval history:** Issue 1 November 1999, Issue 2 December 2006  
Issue 3: March 2007: Board