



CORPORATION'S TERMS OF REFERENCE GOVERNORS' RULES AND STANDING ORDERS

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**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, Education Act 2012 Schedule 12 (revised schedule 4 to the F&HEA 1992), Modification Order 12 to the Instrument and Articles of Government. (Instrument and Articles of Government dated 19 July 2019).

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 Finance Director.¹

‘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 Corporation, i.e. Governing Body

2.0 INTRODUCTION AND INTERPRETATION

2.1 Introduction

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

2.1.2 The Corporation’s Instrument and Articles of Government sets out the Corporation’s legal operating framework. The Standing Orders set out the Corporation’s operational arrangements within the framework of the Instrument and Articles of Government, Financial Memorandum, Audit Code of Practice and other applicable law.

The Standing Orders should not replicate the Instrument and Articles of Government which will be adhered to at all times.

2.1.3 These Standing Orders take account of the following:

- Lord Nolan’s Report on Standards in Public Life
- Education Skills Funding Agency Framework for Accountability; namely the Financial Memorandum and Audit Code of Practice
- Office for Students (OfS) regulatory framework²

¹ Revised Sept 2018 to reflect removal of Vice Principal post

² Revised Sept 2019 to include OfS

- The Association for Colleges Guidance for governing bodies
- Guidance from other advisers to the sector including the Association of Colleges National Clerks Network.

2.1.4 It should be noted that nothing in this document can override the provisions of Instrument and Articles of Government which are to be regarded as the primary sources of guidance.

2.2 Interpretation

2.2.1 In these Standing Orders “College” means Hereford College of Arts, 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 Governing Body, its Committees and any working groups 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 clause 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 responsibilities **cannot be delegated**.

- A. The determination of the educational character and mission of the Institution and for the oversight of its activities.
- B. To publish arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
- C. The approval of the quality strategy of the Institution.
- D. The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets.

- E. The approval of the annual estimates of Income and Expenditure.
 - F. The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of senior postholders and the clerk; (If the Clerk has another role in the College in addition to that of clerk, their conditions should be considered in the capacity of their role in the College and not specifically as Clerk).
 - G. 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 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.

SECTION B

GOVERNORS' COMMITTEES AND TERMS OF REFERENCE

- 1. CORPORATION (GOVERNING BODY)**
- 2. FINANCE & GENERAL PURPOSES COMMITTEE**
- 3. AUDIT COMMITTEE**
- 4. SEARCH AND GOVERNANCE COMMITTEE**
- 5. ACADEMIC QUALITY AND STANDARDS COMMITTEE**
- 6. REMUNERATION COMMITTEE**
- 7. CHAIRS' COMMITTEE**
- 8. TERMS OF REFERENCE FOR OTHER GROUPS**

1. TERMS OF REFERENCE – CORPORATION (GOVERNING BODY)

Purpose: The Governing Body shall ensure compliance with the statutes, ordinances and provisions regulating the institution and its framework of governance and, subject to these shall take all final decisions on matters of fundamental concern to the College.

1. Duties

The Governing Body shall be responsible for the following: -

- 1.1 The determination of the educational character and mission of the College and for oversight of its activities;
- 1.2 To publish arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- 1.3 The approval of the quality strategy of the College; which shall be incorporated in the Strategic Plan;
- 1.4 The effective and efficient use of resources, the solvency of the College and for safeguarding its assets;
- 1.5 The approval of annual estimates of income and expenditure;
- 1.6 The appointment, grading, suspension, dismissal and determination of the pay and conditions of Senior Postholders and the Clerk to the Governors;
- 1.7 The setting of a framework for the pay and conditions of service of all other staff.
- 1.8 The Governing Body shall receive regular reports at its meetings on the following: -
 - 1.8.1 Strategic Development and periodically review the College's performance to meet strategic objectives;
 - 1.8.2 Finance;
 - 1.8.3 Significant changes to course provision and key risks to academic quality and provision;
 - 1.8.4 Reports to provide assurance on the welfare of students and staff, these may include health and safety, personnel, equality and diversity and safeguarding and child protection reports.
 - 1.8.5 The College's risk management register and systems for approval and to ensure this is adopted and embedded into the College.
 - 1.8.6 The minutes from Committees shall be presented to the Governing Body.

2. Membership

2.1 The Governing Body shall consist of the following: -

Independent Members	13
Staff Members (HE, FE and professional services) ³	3
Student Members (at least one FE and HE)	3 ⁴
Principal and Chief Executive (ex-officio)	1
TOTAL	20

³ Revised Dec 2018 to reflect increased membership of Staff Governors

⁴ Revised Sept 2019 to reflect increased membership of Student Governors

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. Governors should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair⁵. In exceptional circumstances, at the recommendation of the Search and Governance Committee, annual extensions may be granted by the Governing Body.

3.2 In the case of granting annual extensions, these should be evidenced by the Search and Governance Committee showing that the Committee has considered the Nolan principles which recommend that all re-appointments are made on the basis of merit, subject to the need to achieve a balance of relevant skills and backgrounds on the Governing Body. Succession planning should be implemented to seek potential Governors to bring the skills required on the Governing Body and address the requirement for re-appointment beyond two terms in office.

4. Appointment of Chair and Vice Chair

4.1 The Chair shall be appointed by the Governing Body for four years, and the Vice Chair annually.

4.2 In the event that the Chair or Vice Chair should resign or be removed from office, the Search and Governance Committee shall address arrangements to appoint a Chair or Vice Chair.

5. Frequency of Board Meetings and Attendance

5.1 The Governing Body shall meet at least three times a year. The Chair may request additional meetings if they consider necessary.

5.2 A meeting may be called by the Clerk at the request of a minimum of five Members of the Governing Body.

5.3 There is an aspirational target for Governors to achieve 100% attendance.⁶ On occasions, meetings may be missed due to Governor's circumstances. Apologies for any such absence should be sent to the Clerk prior to the meeting.

5.4 Governors' attendance at meetings will be recorded by the Clerk who will report the attendance statistics of Governors as an agenda item at the first Search and Governance Committee and Board meeting of each academic year. The Search and Governance Committee shall address prolonged absence from meetings.

5.5 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.

5.6 The Clerk to the Governors shall attend meetings.

⁵ Revised Sept 2015 AoC Code of Good Governance

⁶ Revised Sept 2015 to remove percentages from attendance target

5.7 Attendance at the Board meetings by persons who are not Members of the Governing Body shall be by invitation only.

6. Publication of Minutes

6.1 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.

6.2 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.

7. Review of the Governing Body's Effectiveness⁷

7.1 The Governing Body shall annually review its effectiveness ensuring continuous improvement. This should include reflection on the success of the College as whole in meeting its strategic objectives, associated performance measures and the Governing Body's contribution to that success. Records of such assessment will be held by the Clerk and will be used for the purpose of preparing reports for the Governing Body and to identify training needs.

7.2 The annual review of effectiveness shall extend to reflect on the extent to which Committees have met their terms of reference and remain fit for purpose.

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

8. Staffing Issues

8.1 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.

8.2 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 which has been made by the Principal. The Governing Body shall follow the Instrument and Articles of Government and Disciplinary Procedure for Senior Postholders.

8.3 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 Staff Grievance Procedures and shall be approved by the Governing Body.

⁷ Revised Sept 2015 to meet AoC Code of Good Governance
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9. Financial Matters

- 9.1 The Governing Body shall be responsible for the effective and efficient use of resources, the solvency of the College and safeguarding its assets. To monitor this, monthly management accounts shall be prepared for Governors which shall be discussed termly by the F&GP Committee.
- 9.2 The Governing Body shall approve annual estimates of income and expenditure within the College budget and 2-year financial forecast, which shall be approved at the recommendation of the F&GP Committee.
- 9.3 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 Funding Agency). These shall be incorporated into the College budget.
- 9.4 The College shall maintain proper accounts and prepare financial statements which shall be approved by the Governing Body, along with the financial statement's auditor's letter of representation, at the recommendation of the Audit Committee.

10. Bye Laws

- 10.1 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.

11. Modification or replacement of Instrument and Articles of Government

- 11.1 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. The Governing Body may by resolution of Governors modify or replace its instrument and articles of government in accordance with Article 25.

12. Dissolution of the Corporation

- 12.1 The Governing Body may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities in accordance with Article 26.

13. General

- 13.1 The Governing Body has approved a Scheme of Delegation. This distinguishes between matters reserved exclusively for the Board of Governor's approval or decision, and matters delegated to committees and individuals. The scheme enables the Governing Body, Committees and management to fulfill their roles and responsibilities, providing clarity on individual and collective responsibilities, and delegated responsibilities. These have been reflected in the Corporation's and Committees' terms of reference.
- 13.2 Occasionally, it may be appropriate to establish a working group as a mechanism to address specific tasks or functions in a separate forum to the Governing Body or its Committees. These are generally expected to be short-lived in nature. Upon completion of its task, it shall be

terminated. The process to establish a working group is defined in Section B 6.2 Working Groups.

- 13.3 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;
- 13.4 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.

2. TERMS OF REFERENCE - FINANCE AND GENERAL PURPOSES COMMITTEE

Purpose: The Committee shall have oversight of financial, employment and other matters related to overall financial activity to ensure effective and efficient use of resources, the solvency of the College and safeguarding its assets.

1. Duties

1.1 Finance: -

- 1.1.1 Review arrangements for securing efficiency and economy in the use of funding, solvency and the safeguarding of assets;
- 1.1.2 Approve capital expenditure within approved projects and monitor;
- 1.1.3 Approve virement between capital and revenue allocations;
- 1.1.4 Monitor income and expenditure trends;
- 1.1.5 Consider and review the College's management accounts;
- 1.1.6 Monitor and review financial policies;
- 1.1.7 Agree key performance indicators to measure financial performance;
- 1.1.8 Receive the timetable for preparation of the College budget and 3-year financial forecast
- 1.1.9 Receive feedback from the Education Skills Funding Agency on the confirmation of the College's financial health each year;
- 1.1.10 The Committee shall consider and make recommendations to the Governing Body on the following: -
 - 1.1.10.1 College budget and 2-year⁸ financial forecasts, including 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 funding agency).
 - 1.1.10.2 Major variations of expenditure;
 - 1.1.10.3 Capital expenditure projects exceeding £100,000 (gross value)⁹ and their financial implications;
 - 1.1.10.4 Determine investment and borrowing policies and seek appropriate advice from external sources; and approval of an annual treasury management report;
 - 1.1.10.5 To review the College's Financial Statements prepared by the Financial Statements Auditors and advise the Audit Committee if these are acceptable so that these can be recommended to the Corporation for approval.¹⁰
 - 1.1.10.6 Inform Funding Agencies of any 'materiality adverse' change to circumstances.¹¹

1.2 Staffing and Employment Policies

- 1.2.1 Approve major modification of the structure and organisation of the College;

⁸ Revised Sept 2015 ESFA requirement

⁹ Revised Oct 2021 to reflect discussion by F&GP Committee

¹⁰ Revised Dec 2018 Post-16 Audit Code of Practice

¹¹ Revised Sept 2015 AoC Code of Good Governance

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- 1.2.2 Approve a framework of HR policies covering recruitment, welfare, training and termination;
- 1.2.3 Approve annual superannuation policies;
- 1.2.4 Approve employment policy and staffing strategies which should be aligned to the College's Strategic Plan.
- 1.2.5 Make recommendations to the Governing Body on the remuneration and conditions of service for staff.

1.3 Accommodation: -

- 1.3.1 To approve proposals on resources for providing educational delivery through the planned capital allocation within the College budget.
- 1.3.2 To monitor the accommodation strategy in the context of changing educational need.
- 1.3.3 To approve any 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).
- 1.3.4 To receive proposals on how such projects may be funded, for example, identifying how the resources arising from asset sales may be earmarked for new buildings or refurbishment, and identifying the size and nature of capital financing.
- 1.3.5 To discuss recommendations on the management and development of property, disposal, lease of land or buildings and recommend to the Board for approval.
- 1.3.6 To make recommendations to the Governing Body on the capital expenditure projects exceeding £100,000 (gross value)¹² which have not been approved within the College Budget¹³.

1.4 Curriculum

- 1.4.1 To review overall profitability of curriculum areas.

1.5 Health and Safety

- 1.5.1 To recommend the Health and Safety Policy to the Board for approval annually.¹⁴
- 1.5.2 To monitor and receive reports on health and safety issues and procedures across the College.

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 seven (7) members including the Principal and Chief

¹² Revised Oct 2021 to reflect discussion by F&GP Committee

¹³ Revised Sept 2012 to include requirements in the Financial Regulations

¹⁴ Revised Dec 2018 to reflect Board practice

Executive. This may include external co-opted members who must have a range of skills and recent experience relevant to financial, HR, property or business management.¹⁵

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.

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, at the discretion of the Search and Governance Committee. Governors should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair¹⁶. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, extensions may be granted by the Governing Body.

4. Frequency of Meetings and Attendance

4.1 The Committee shall normally meet at least three times a year. The Chair may request additional meetings if they consider that they are necessary.

4.2 There is an aspirational target for Members to achieve 100% attendance.¹⁷ On occasions, meetings may be missed due to Governor's circumstances. Apologies for any such absence should be sent to the Clerk to the Governors prior to the meeting.

4.3 Members' attendance at Committee meetings will be recorded by the Clerk to the Governors who will report the attendance statistics of Governors as an agenda item at the first Search and Governance Committee and Board meeting of each academic year. The Search and Governance Committee shall address prolonged absence from meetings.

4.4 Senior managers, 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.

4.5 The Clerk to the Governors shall attend meetings.

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

¹⁵ Revised Dec 2018 to permit option to co-opt members

¹⁶ Revised Sept 2015 AoC Code of Good Governance

¹⁷ Revised Sept 2015 to remove percentages from attendance target

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 by contacting the Clerk to the Governors¹⁸. In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.

6. Review of Committee's Effectiveness¹⁹

- 6.1 The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

7. Authority

- 7.1 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.
- 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 shall 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 Finance and General Purposes Committee shall be presented to the Governing Body.

¹⁸ Revised Sept 2016 to reflect change in practice

¹⁹ Revised Sept 2015 to meet AoC Code of Good Governance

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3. TERMS OF REFERENCE - AUDIT COMMITTEE

Purpose: The Committee has a robust role in good stewardship and risk management²⁰. It shall advise the Board on the adequacy and effectiveness of the Corporation's assurance framework and systems of control including arrangements for risk management control and governance processes. In addition, the Audit Committee shall advise and support the Corporation in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities²¹. The Committee shall not adopt an executive role.

1. Duties

- 1.1 To assess and provide the Governing Body with an opinion on the adequacy and effectiveness of the corporation's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets²²; whilst taking a holistic view with all aspects and systems, financial and non-financial, being in scope depending on their impact and effect on the Corporation²³.
- 1.2 To advise and support the Corporation in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities; and to recommend the annual report and financial statements to the Governing Body for approval²⁴.
- 1.3 To comply with funding agencies' mandatory requirements relating to audit including adherence to Audit Code of Practice (ACOP).
- 1.4 To advise the Governing Body on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service (IAS) and establish that all such assurance providers adhere to relevant professional standards.
- 1.5 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).
- 1.6 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.
- 1.7 To consider and advise the Governing Body on the audit strategy and annual internal audit plans for the IAS.
- 1.8 To review and consider the reports from the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable), and monitor the implementation of recommendations to agreed timescales²⁵.

²⁰ Revised Sept 2021 Post-16 Audit Code of Practice

²¹ Revised Dec 2018 Post-16 Audit Code of Practice

²² Revised Sept 2020 Post-16 Audit Code of Practice

²³ Revised Sept 2021 Post-16 Audit Code of Practice

²⁴ Revised Dec 2018 Post-16 Audit Code of Practice

²⁵ Revised Sept 2020 Post016 Audit Code of Practice

- 1.9 To ensure a statement of internal control explaining risk management arrangements is included in the corporate governance section of the audited financial statements.
- 1.10 To inform the Governing Body of any additional services provided by the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and explain how independence and objectivity are safeguarded²⁶.
- 1.11 To instigate appropriately scoped value for money studies in key areas to assess effectiveness and economy and receive an annual value for money report.
- 1.12 To consider and advise the Governing Body on relevant reports by the NAO, the Education Skills Funding Agency (ESFA) or their successors and other funding bodies and, where appropriate, management's response to these;
- 1.13 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;
- 1.14 To produce an annual report for the governing body and accounting officer summarising the Committee's activities relating to the financial year under review, including a summary of the work undertaken by the Committee during the year ²⁷ any significant issues arising up to the date of preparation of the report, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the Committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, its framework of governance, risk management and control, its processes for securing economy, efficiency and effectiveness, and assurance to the Board in a statement on data quality²⁸. The annual report must be submitted to the Corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the Audit Committee's annual report must be submitted to the relevant funding body with the annual accounts;
- 1.15 To oversee the Corporation's policies on and processes around fraud, irregularity, impropriety and whistleblowing, and ensure:
 - 1.15.1 the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity
 - 1.15.2 that investigation outcomes are reported to the audit committee
 - 1.15.3 that the external auditor (and internal auditor if applicable) are informed of investigation outcomes and other matters of fraud, irregularity and impropriety, and that appropriate follow-up action has been planned/actioned
 - 1.15.4 that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, major weakness or breakdown in the

²⁶ Revised Sept 2020 Post-16 Audit Code of Practice

²⁷ Revised Dec 2018 Post-16 Audit Code of Practice

²⁸ Revised Sept 2015 AoC Code of Good Governance

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accounting or other control framework are reported to the ESFA, and other relevant funding authority, as soon as possible

1.15.5 risks around fraud have been identified and controls put in place to mitigate them²⁹

1.16 To receive a report on non-tendered contracts in year;

1.17 To ensure that appropriate disaster recovery and continuity plans for business continuity are in place and tested regularly;

1.18 To be informed of all additional services undertaken by the IAS, the financial statements auditor and the funding auditor (where appointed).

1.19 To consider the development of Members and put in place appropriate training to ensure skills and knowledge are up to date. Training and development shall be arranged to address any gaps in the existing skills set³⁰.

2. Membership

2.1 The Audit Committee must ensure that it maintains its independence when considering the appointment of members. This shall be addressed by the Search and Governance Committee who shall make recommendations to the Corporation.

2.2 The Committee shall be appointed by the Corporation and consist of at least three and a maximum of six members. Collectively, members of the Committee where full governors or external co-opted members, must have a range of skills and recent experience relevant to risk management, governance, finance, audit, assurance and control covering both financial and non-financial areas³¹.

2.3 A quorum shall be three (3) Members present.

2.4 In order to maximise the Committee's independence and objectivity, the following people shall not be eligible to sit on the Committee: -

2.2.1 those with executive responsibilities at senior level;

2.2.2 members of the Finance and General Purposes Committee;

2.2.3 the Chair of the Corporation;

2.2.4 members who have significant interests in the College.

2.5 The Principal may not be a member of the Committee. The Governing Body should consider whether Staff Governor members of an audit committee meet good practice standards of independence and objectivity³².

2.6 The Chair of the Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Governing Body annually. Co-opted Members of the Audit Committee shall be excluded from acting as Chair of the Committee in normal circumstances. 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.

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, at the

²⁹ Revised Sept 2020 Post-16 Audit Code of Practice

³⁰ Revised Sept 2021 Post-16 Audit Code of Practice

³¹ Revised Sept 2021 Post-16 Audit Code of Practice

³² Revised Sept 2020 Post-16 Audit Code of Practice

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discretion of the Search and Governance Committee. Governors should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair³³. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, extensions may be granted by the Governing Body.

4. Frequency of Meetings and Attendance

- 4.1 The Committee shall normally meet at least three times a year.
- 4.2 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 Audit Code of Practice.
- 4.3 The Chair may request additional meetings if he or she considers that they are necessary.
- 4.4 There is an aspirational target for Members to achieve 100% attendance.³⁴ On occasions, meetings may be missed due to Governor's circumstances. Apologies for any such absence should be sent to the Clerk to the Governors prior to the meeting.
- 4.5 Members' attendance at Committee meetings will be recorded by the Clerk to the Governors who will report the attendance statistics of Governors as an agenda item at the first Search and Governance Committee and Board meeting of each academic year. The Search and Governance Committee shall address prolonged absence from meetings.
- 4.6 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. Managers shall 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.
- 4.7 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).
- 4.8 The Finance Director and College Accountant are responsible for the College's internal control shall attend meetings at the invitation of the Committee.
- 4.9 The Clerk to the Governors shall attend meetings.
- 4.10 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.

³³ Revised Sept 2015 AoC Code of Good Governance

³⁴ Revised Sept 2015 to remove percentages from attendance target

4.11 Senior Managers 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.

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 by contacting the Clerk to the Governors.³⁵ In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.

6. Review of Committee's Effectiveness³⁶

6.1 The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

7. Authority

7.1 The Committee has the right to scrutinise any activity within its terms of reference, which may involve engaging a third party to assist³⁷.

7.2 The Committee has the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit³⁸.

7.3 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 Audit Committee shall be presented to the Governing Body.

³⁵ Revised Sept 2016 to reflect change in practice

³⁶ Revised Sept 2015 to reflect AoC Code of Good Governance

³⁷ Revised Sept 2021 Post-16 Audit Code of Practice

³⁸ Revised Sept 2021 Post-16 Audit Code of Practice

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4. TERMS OF REFERENCE - SEARCH AND GOVERNANCE COMMITTEE

Purpose: The Committee shall secure a quality Board of Governors and safeguard the governance health of the College

1. Duties

1.1 Search

- 1.1.1 To ensure that the constitution of the Board is correct in order to undertake its duties and responsibilities as stated in the Instrument of Government;
- 1.1.2 To recommend to the Governing Body the appointment and re-appointment of Governors whilst taking into consideration succession planning, membership to Committees and the Board of Governor's equality and diversity profile;
- 1.1.3 The Committee shall gather, screen and shortlist candidates for vacancies on the Governing Body, and determine the process whereby candidates are nominated by ensuring that the following are undertaken: -
 - 1.1.3.1 to develop and maintain a database of appropriate persons interested in membership on the Governing Body;
 - 1.1.3.2 when a vacancy occurs or is anticipated, research suitable candidates drawn from the database by arranging an informal interview with at least two Governors;
 - 1.1.3.3 following scrutiny of candidates, the Committee shall put forward a recommendation to the Governing Body. In making suggestions the Committee will present a resume of the capabilities of each candidate.
- 1.1.4 To make recommendations to the Governing Body on re-appointments for second terms and beyond by considering the Nolan principles which recommend that all re-appointments are made on the basis of merit, subject to the need to achieve a balance of relevant skills and backgrounds on the Governing Body, Governors subsequently undertaking a new and more senior role, for example as chair³⁹, and the following criteria:-
 - 1.1.4.1 attendance to meetings;
 - 1.1.4.2 commitment to the College over and above attendance at formal meetings;
 - 1.1.4.3 quality of contribution to discussions at meetings;
 - 1.1.4.4 consideration of the value of the Governor's expertise/interests to the work of the Board;
 - 1.1.4.5 shortfalls in the skills of the Governing Body as a whole indicated in the annual skills audit.
- 1.1.5 To initiate searches for potential Governors or consult with staff and students for nominations and applications for vacancies to specific categories of Governors.

³⁹ Revised Sept 2015 AoC Code of Good Governance
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- 1.1.6 To adhere to equality and diversity standards when considering vacancies on the Governing Body. Periodically a diversity audit of the Governing Body shall be undertaken. This shall be considered to identify any diversity issues to be addressed when appointing new Governors.
- 1.1.7 To consider the results of an annual skills audit of Governors and from this identify shortfalls in skills of the current Governors which will be considered when a vacancy occurs.
- 1.1.8 To agree role descriptions for the Chair of Governors and Governors.

1.2 Governance

- 1.2.1 To initiate and advise the Governing Body on governance self-assessment and evaluation processes to annually review its effectiveness ensuring continuous improvement, including monitoring any related action plans and agreed performance indicators or targets. This should include reflection on the success of the College as a whole in meeting its strategic objectives, associated performance measures and the Governing Body's contribution to that success. Where possible, performance should be benchmarked against comparable institutions⁴⁰
- 1.2.2 To agree the process to assess the performance and effectiveness of Committees, the Chair of the Corporation, Chairs of Committees and all Governors individually.
- 1.2.3 To review and agree the governance self assessment including monitoring the implementation of action and development plans arising from these.
- 1.2.4 To be responsible to develop procedures for the induction of new Governors and development training of existing Governors based on training requested by Governors and an evaluation of training needs identified from the individual self-assessment.
- 1.2.5 To consider 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 aspirational target is 100% attendance⁴¹. If this were not attained by any individual Governor, the Committee shall decide if any action should be taken to address prolonged absence. This could include asking the Governor if their attendance is likely to improve, to consider resigning from the Board or removing them from office.
- 1.2.6 To receive regular updates on Governors' engagement with staff and students⁴².
- 1.2.7 To consider nominations for Honorary Fellowships of the College recommended by the Principal, Governors or staff⁴³ and, taking account of the criteria to be applied and to be met in their selection.

⁴⁰ Revised Sept 2015 AoC Code of Good Governance

⁴¹ Revised Sept 2015 to remove 75% attendance target

⁴² Revised Dec 2018 to reflect practice

⁴³ Revised Sept 2015 to extend parties able to recommend Fellows to Committee

- 1.2.8 To review the Corporation's Standing Orders and recommend changes to the Governing Body for agreement. (These shall be updated biennially).
- 1.2.9 To review the systems, procedures and policies supporting the governance process and make recommendations to the Board as appropriate. These may include issues identified during internal and/or external audits of the College and report to the Governing Body on recommended remedial action.
- 1.2.10 To review and, where appropriate, respond to consultation documents from external bodies relating to governance issues.
- 1.2.11 To ensure that the decision-making processes for the Governing Body and its Committees are transparent, properly informed, rigorous and timely, which shall be managed by the scheme of delegation and Board and Committee's calendar of business items. These shall be reviewed by the Committee annually.
- 1.2.12 To receive reports on governance including best practice in the Further Education and Higher Education sectors and agree appropriate actions.

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. 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.

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, at the discretion of the Search and Governance Committee. Governors should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair⁴⁴. In exceptional circumstances, and at the recommendation of other members of the Search and Governance Committee, extensions may be granted by the Governing Body.

4. Frequency of Meetings and Attendance

- 4.1 The Committee shall meet as and when necessary to discuss selection of new Governors, and not less than once a year.
- 4.2 Governors' aspirational target is to achieve 100% attendance⁴⁵. On occasions, meetings may be missed due to Governor's circumstances. Apologies for any such absence should be sent to the Clerk to the Governors prior to the meeting.

⁴⁴ Revised Sept 2015 AoC Code of Good Governance

⁴⁵ Revised Sept 2015 to remove percentages from attendance target
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- 4.3 Members' attendance at Committee meetings will be recorded by the Clerk to the Governors who will report the attendance statistics of Governors as an agenda item at the first Search and Governance Committee and Board meeting of each academic year. The Search and Governance Committee shall address prolonged absence from meetings.
- 4.4 Senior Managers, 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.
- 4.5 The Clerk to the Governors shall attend meetings.

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 by contacting the Clerk to the Governors⁴⁶. In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.

6. Review of Committee's Effectiveness⁴⁷

- 6.1 The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

7. Authority

- 7.1 The Search and Governance Committee shall discuss policies relating to governance, evaluate the efficacy of governing body structures and procedures in the light of these discussions, and make recommendations to the Board accordingly.
- 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.
- 7.3 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.

⁴⁶ Revised Sept 2016 to reflect change in practice

⁴⁷ Revised Sept 2015 to reflect AoC Code of Good Governance
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8. Reporting Procedures

- 6.2 The minutes of the Search and Governance Committee shall be presented to the Governing Body.
- 6.3 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.

5. TERMS OF REFERENCE - ACADEMIC QUALITY AND STANDARDS COMMITTEE

Purpose: The Committee shall ensure that there are robust procedures for monitoring quality assurance, academic standards and targets to improve performance to assist the Governing Body to discharge its responsibility for the educational standards and character of the College in respect of further and higher education. It shall take a lead to promote safeguarding, equality and diversity throughout the College.⁴⁸

1.1 General duties relevant to FE and HE⁴⁹

- 1.1.1 To monitor and develop the College's policies and practices in maintaining and improving its academic performance and standards;
- 1.1.2 To receive and monitor reports on student progress and achievement;⁵⁰
- 1.1.3 To have an awareness of expectations of relevant external bodies and quality standards, including new initiatives in teaching and learning⁵¹;
- 1.1.4 To receive progress reports from quality initiatives introduced into the College;
- 1.1.5 To receive reports on child protection and safeguarding arrangements across the College evidencing that the Governing Body provides a safe environment with a robust and regularly assessed safeguarding policy, incorporating duties of the Counter-Terrorism and Security Act 2015 to implement the Prevent agenda.⁵²
- 1.1.6 To receive reports on equality and diversity issues and procedures and periodically review the equality and diversity policy statement for recommendation to the Board for approval;
- 1.1.7 To review methods to publish arrangements to obtain views of staff and students on determination and periodic review of educational character, mission and oversight of activities and recommend to the Governing Body for approval.
- 1.1.8 To ensure that the 'learner voice' is acted upon appropriately;
- 1.1.9 To approve the Students' Union constitution;
- 1.1.10 To consider other topics as determined from time to time by the Governing Body.

1.2 FE Committee Duties

- 1.2.1 To review and monitor the production of the annual Self Assessment Report (SAR) and the Continuous Improvement Plan (CIP); and to recommend the SAR to the Governing Body for approval;
- 1.2.2 To ensure that the FE offer is compliant with latest OFSTED requirements;
- 1.2.3 To monitor progress of protected groups and actions to narrow the gap in their achievement;

⁴⁸ Revised Oct 2017 to reflect division of FE and HE by the Committee

⁴⁹ Revised Sept 2017 to reflect division in FE and HE duties

⁵⁰ Revised Sept 2019 to reflect practice

⁵¹ Revised Sept 2015 AoC Code of Good Governance

⁵² Revised Sept 2015 AoC Code of Good Governance

- 1.2.4 To receive reports on business development and employer engagement activities evidencing students' work experience opportunities and the number of students who have completed work experience;
- 1.2.5 To receive reports on student destinations;
- 1.2.6 To receive audit reports from the Teaching and Learning Observation Scheme, looking to senior managers to provide external validation on internal observation reports and where weaknesses are found, ensure managers take swift action;⁵³

1.3 HE Committee Duties

- 1.3.1 To monitor the timescale, process and progress towards becoming an HEI and achieving taught degree awarding powers;
- 1.3.2 To review the process and actions to ensure ongoing compliance and data capability to meet the criteria for the Teaching Excellence Framework;
- 1.3.3 To review reports and any accompanying actions relating to the continuous improvement of HE and to make a recommendation to the Corporation regarding assurances to be given to the Office for Students about the student academic experience, student outcomes and degree standards⁵⁴;
- 1.3.4 To scrutinize and validate Annual Programme Review reports noting areas for development whilst monitoring progress of actions;
- 1.3.5 To discuss the HE Partner Overview Report on Annual Programme Reviews (APR) required by the validating University;
- 1.3.6 To receive reports on proposals for curriculum development including new modules, pathways and or programmes of study;
- 1.3.7 To receive reports on the outcome of validation or review undertaken by the validating University;
- 1.3.8 To discuss the NSS results and identify specific areas for improvement whilst monitoring progress of actions;
- 1.3.9 To receive reports on the promotion of employability and enterprise, and the development of a lifelong relationship with alumni;
- 1.3.10 To monitor the relationship with the College's validating university.

2. Membership

- 2.1 The Committee shall be appointed by the Governing Body and shall comprise of a minimum of five members on both the FE and HE Committee who are eligible to serve on one or both Committees⁵⁵. This membership shall be reviewed annually.
- 2.2 A quorum shall be three Members.
- 2.3 The Chairs of the FE and HE Committee, at the recommendation of the Committee, shall be appointed or re-appointed by the Governing Body annually. Co-opted Members of the Academic Quality and Standards Committee shall be excluded from acting as Chair of the Committee in normal circumstances. To support this process, the Clerk shall write to Members to

⁵³ Revised Sept 2015 AoC Code of Good Governance

⁵⁴ Revised Sept 2019 to include OfS

⁵⁵ Sept 2016 Revised to remove arrangements for membership of Curriculum Leader on Committee
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provide an opportunity to declare their interest and invite nominations to the post of Chair for the following academic year.

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 at the discretion of the Search and Governance Committee.
- 3.2 Governors should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair⁵⁶. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, extensions may be granted by the Governing Body.

4. Frequency of Meetings and Attendance

- 4.1 The Committee shall normally meet at least three times a year.
- 4.2 The Chair may request additional meetings if they consider that they are necessary.
- 4.3 Governors' aspirational target is to achieve 100% attendance.⁵⁷ On occasions, meetings may be missed due to Governor's circumstances. Apologies for any such absence should be sent to the Clerk to the Governors prior to the meeting.
- 4.4 Members' attendance at Committee meetings will be recorded by the Clerk to the Governors who will report the attendance statistics of Governors as an agenda item at the first Search and Governance Committee and Board meeting of each academic year. The Search and Governance Committee shall address prolonged absence from meetings.
- 4.5 Managers 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.
- 4.6 The Head of Further Education and Head of Higher Education, who are responsible for the College's curriculum and quality assurance, shall attend meetings.
- 4.7 The Clerk to the Governors shall attend meetings.

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.
- 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 by contacting the Clerk to the Governors⁵⁸. In addition, the minutes shall be published on the College's website, with the exception of minutes the Committee deem to be confidential.

⁵⁶ Revised Sept 2015 AoC Code of Good Governance

⁵⁷ Revised Sept 2015 to remove percentages from attendance target

⁵⁸ Revised Sept 2016 to reflect change in practice

6. Review of Committee's Effectiveness⁵⁹⁶⁰

6.1 The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

7. Authority

7.1 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 Corporation Member, Committee of the Governing Body 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 Governing Body 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 Governing Body.

8. Reporting Procedures

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

⁵⁹ Revised Sept 2016 to reflect change in practice

⁶⁰ Revised Sept 2015 to reflect AoC Code of Good Governance
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6. REMUNERATION COMMITTEE⁶¹

Purpose: To review and determine the Corporation's policy on executive remuneration package of the senior postholders and the Clerk to the Governors, so as to: -

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

1. Duties

1.1 To follow the AoC's Remuneration Code for Senior Staff to ensure fair and appropriate remuneration for designated senior postholders following the three key elements in the Remuneration Code, namely:

- 1.1.1 a fair, appropriate and justifiable level of remuneration;
- 1.1.2 procedural fairness; and
- 1.1.3 transparency and accountability.

1.2 To produce a Remuneration Annual Report to the governing body⁶².

1.3 Make recommendations about the Senior Postholders (Chief Executive and Finance Director) and the Clerk to the Governors, and in so doing shall consider the following component elements: -

- 1.3.1 basic salary;
- 1.3.2 benefits in kind;
- 1.3.3 annual bonus/performance related elements;
- 1.3.4 pension provisions;
- 1.3.5 the main terms and conditions in the senior postholder's agreement with particular reference to notice provisions.

1.4 To evaluate annually the specific remuneration packages of Senior Postholders and Clerk to the Governors against: -

- 1.4.1 pre-established performance goals and objectives;
- 1.4.2 oversight of pay gaps based on protected characteristics
- 1.4.3 employment survey data relating to appropriate peer groups.

For that purpose the Committee shall review and assess performance target goals and objectives established before the commencement of the relevant period and determine whether such goals and objectives have been achieved at the end of the relevant period.

⁶¹ Introduced Sept 2019 to meet requirements of AoC Remuneration Code of senior staff

⁶² Revised Sept 2019 to meet AoC Remuneration Code

1.2.3 The overall context of the College's financial performance, delivery of its strategic priorities and with reference to key performance measures, such as a supportive environment for staff and students and a sustainable infrastructure.

1.5 To advise the Corporation on any compensation (including augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the Senior Postholders and Clerk to the Governors with the broad aim of: -

1.5.1 Achieving equity where early termination is due to poor performance;

1.5.2 Dealing fairly with cases where termination is not due to poor performance.

2. Membership

2.1 The Committee shall be appointed by the Corporation and shall comprise of five Corporation Members.

2.2 A quorum shall be three Corporation Members.

2.3 The Chair and Vice-Chair of Governors, Chair of F&GP Committee and Chair of S&G Committee shall be members of the Remuneration Committee along with another Governor who shall serve on either F&GP or S&G Committee

2.4 The Vice Chair shall be the Chair of the Committee. In accordance with the AoC Remuneration Code for Senior Postholders, the Chair of the Governors shall not be permitted to chair this Committee.

2.5 The Principal, Staff and Student Governors shall not be members of the Remuneration Committee.

3. Terms of Office

3.1 A Committee Member shall be appointed to serve subject to their role on the Board and/or F&GP Committee and S&G Committee. Members should not normally serve for more than two terms (or a maximum of eight (8) years) except where subsequently undertaking a new and more senior role, for example as chair. In exceptional circumstances, and at the recommendation of the Search and Governance Committee, annual extensions may be granted. The Corporation must then endorse these recommendations of the Search and Governance Committee.

4. Frequency of Meetings and Attendance

4.1 The Committee shall meet at least once a year.

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

4.3 The Principal and Chief Executive shall normally be invited to attend meetings of the Committee save where their remuneration package is being considered.

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

4.5 It is anticipated that Members shall attend the meeting as the Committee normally only meets once during each academic year.

5. Review of Committee's Effectiveness

5.1 The Committee shall annually review if it has met its terms of reference and remains fit for purpose.

6. Authority

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

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

7. Reporting Procedures

7.1 The recommendations of the Committee shall be submitted to the Corporation as a confidential item for consideration.

7.2 Minutes of the Committee shall be available for inspection by Board Members by contacting the Clerk to the Governors.

7. CHAIRS' COMMITTEE⁶³

Purpose

To deal with matters of urgent business arising between meetings of the Governing Body itself or the relevant standing committee (or matters outside the normal remit of the other standing committees) and such other business as the Corporation may direct. The Chairs do not have executive powers.

1. Membership

- 1.1 Membership shall be constructed as Chairs and not limited to that of one particular Committee. This shall include the Chair of the Corporation, Vice Chair, Committee Chairs and Principal. Membership to the Committee should be perceived as a responsibility and not an automatic right of a Chair.
- 1.2 Additional Governors can attend meetings, or be co-opted onto the Chairs' Group, particularly if the group's specific purpose is within that Governor's area of expertise or interest.
- 1.3 The Chair shall normally be the Chair of the Corporation or the most appropriate Committee Chair for the task in hand.
- 1.4 A quorum shall be a minimum of three Governors.
- 1.5 The Clerk shall attend meetings as required, but specifically if minutes are required.

2. Reporting and arranging meetings

- 2.1 The Chairs' Committee shall report directly to the Board.
- 2.2 Meetings shall be triggered by either the Board or, in the event of urgent business, the Chair of the Corporation in consultation with the Principal and Clerk.
- 2.3 In the event that it is anticipated that the Chairs' Committee shall meet, the Board shall be notified at the applicable meeting. If there is not a scheduled meeting, the Chair, via the Clerk, shall notify Governors by email.
- 2.4 The Chair shall report to the Board at meetings after which the Chairs' Committee has met. Formal minutes are not necessarily required.

⁶³ Revised Sept 2019 to establish Chairs' Group agreed by Board July 2019
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8. TERMS OF REFERENCE FOR OTHER GROUPS

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

1. Academic Board: -

- 1.1 The College has chosen to have an Academic Board, although this is not a legal requirement. Its object shall be to ensure the provision of a regulatory framework (encompassing principles, practice and procedures) enabling and ensuring the proper conduct of the College's academic affairs; and the provision for dealing with whatever other academic related matters may be delegated to the Academic Board by the Governing Body or by the Principal.
- 1.2 Academic Board minutes shall be presented to the Academic Quality and Standards Committee; however, the Academic Board does not report to the Academic Quality and Standards Committee.
- 1.3 The Academic Board's terms of reference have been approved by the Corporation and are available separately

2. Working Groups

- 2.1 The Senior Leadership Team, Governing Body or a Committee may, from time to time, propose the establishment of a working group for any purpose or function not assigned elsewhere. Recommendations shall include determination of the size, terms of office of its Members, its functions and responsibilities, the duration of its existence (usually not exceeding one academic year), and any other relevant matters.
- 2.2 The role of a working group shall be advisory. It shall make recommendations and advise the Senior Leadership Team, Governing Body or a Committee on specific issues as appropriate. On occasions, its recommendations shall be subject to the approval of the Board of Governors.
- 2.3 Any such group that is established shall be reviewed periodically, along with its terms of reference, by the Senior Leadership Team and the Board⁶⁴, to identify if the group is still required.
- 2.4 The membership of any such group shall normally be confined to employees of the College, but may include representation from the Board of Governors.
- 2.5 Working groups shall elect a Chair who shall ensure that a summary and conclusion of the working group is reported to the appropriate party, which may be the Senior Leadership Team, Governing Body or relevant Committee. Notes of key points in meetings should be recorded.

⁶⁴ Revised September 2019

SECTION C

GOVERNORS' RULES AND STANDING ORDERS

- 1. CONDUCT OF GOVERNING BODY BUSINESS**
- 2. PROCEDURAL MATTERS**
- 3. GOVERNANCE**
- 4. FINANCE**
- 5. COMPLAINTS**

GOVERNORS' CONDUCT, RULES AND STANDING ORDERS

SECTION C - GOVERNORS' RULES AND STANDING ORDERS

1. CONDUCT OF GOVERNING BODY BUSINESS

1.1 Quorum for meetings of the Governing Body

Meetings of the Governing Body shall be quorate if the number of members present (either in person or through electronic communication) is at least 40% of the total appointed number of members.

For "Reserved Matters" the quorum will be five members and the Principal unless the "Reserved Matters" to be discussed by the Corporation are in relation to the Principal, then the quorum will be five members⁶⁵.

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 Body⁶⁶

1.3.1 Governors should be able to allocate sufficient time to undertake their duties effectively. As a minimum, sufficient time to attend and prepare for meetings ensuring that they can make an effective contribution.

1.3.2 Governors owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith and in its interest. Each member should adhere to the seven principles laid down by the Nolan Committee for those holding public office, namely:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

1.3.3 Governors shall fulfil their duties in line with standards in public life, avoid conflicts of interest and act in interests of the College.

1.3.4 Governors shall abide by the principle of collective decision-making and stand by Board's decision, irrespective of their personal views.

⁶⁵ Sept 2019 Amended to reflect amendment to I&AG to quorum for meetings

⁶⁶ Incorporates expectations from the AoC Code of Good Governance/removal of a separate Code of Conduct Sept 2015

- 1.3.5 Governors shall not be bound in their speaking or voting by mandates given to them by other bodies or persons, but act in the best interests of the College at all times. Governors should act with honesty, frankness and objectivity, taking decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- 1.3.6 Governors should individually take a view on each matter discussed and are encouraged to contribute proactively to meetings as advocates to the College bringing their knowledge and expertise, supporting and challenging the executive putting student interest first.
- 1.3.7 Openness and engagement is encouraged in discussion. Occasionally there will be matters when specific Governors should not be party to discussions. These should be addressed with a conflict of interest declared or as confidential items.
- 1.3.8 Governors are encouraged to ensure individually and collectively they have or acquire sufficient understanding about the College and educational landscape to be fully engaged in affairs of the Board. Requests for training should be made to the Clerk to the Governors.
- 1.3.9 Governors should actively support equality and diversity in the College.
- 1.3.10 Members are expected to keep confidential any proceedings which the Governing Body has decided to treat as such.
- 1.3.11 Unless otherwise agreed by the Corporation in individual circumstances statements on behalf of the Corporation will only be made by the following:
 - Chair or Vice Chair
 - Principal and Chief Executive or their representative
 - Clerk
- 1.3.12 It is unethical for Governors publicly to criticize, canvass or reveal the views of other Governors which have been expressed at a meeting of the Governing Body or its Committees.
- 1.3.13 Governors are asked to give the Clerk as much notice as possible of the fact they will be unable to attend a meeting. This arrangement has two purposes. Firstly, it enables the apologies for absence to be registered at the meeting. Secondly, it will enable the Clerk to judge if the meeting will be quorate.

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 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 In exceptional circumstances with the agreement of the Chair of the Corporation, Clerk and any relevant Committee Chair, business can be conducted by written resolution. This will be emailed to all members of the Corporation or Committee at least seven (7) days in advance of the date the resolution shall be resolved. Members will be asked to reply to the Clerk by email either accepting or rejecting the resolution. Electronic signatures will be accepted and a majority of eligible members' approval will be needed to pass the resolution. Where there is a balance of votes the Chair shall have a

second casting vote. Any business conducted by written resolution will be reported at the next meeting⁶⁷.

- 1.4.4 Governors can use video or telephone conferencing to attend, participate and be counted towards the quorum of a meeting with the agreement of the Clerk and Chair of the Corporation (for Board meetings) or relevant Committee Chair, provided everyone can see or hear each other where remote communication is used. If a Governor wishes to do this they should give the Clerk and Chair at least five (5) days' notice of their request⁶⁸.
- 1.4.5 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 a vote by show of hands shall be taken, but the Chair of the meeting shall have the power to require a secret ballot.
- 1.4.6 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

- 1.5.1 The Governing Body has delegated some of its powers and allocated some of its work to committees. The scheme of delegation shows tasks and responsibilities which have been delegated. The Clerk shall continually update the scheme which distinguishes between matters reserved exclusively for the Board of Governor's approval or decision, and matters delegated to committees and individuals.
- 1.5.2 Reports on the following operational areas shall be available for Governors: health and safety, estates and accommodation, risk management, value for money, treasury management, staff report including equality and diversity, staff development, safeguarding, short courses, complaints reports. Termly reports, as required, shall be presented to Committees for consideration.
- 1.5.3 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.
- 1.5.4 Some documents presented to Committees and the Board shall be available for Governors to access in a secure location on the College intranet. 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 A schedule of meetings for the forthcoming year and a calendar of business shall be produced by the Clerk and approved by the Governing Body. Once the schedule has been approved dates shall only be altered in exceptional

⁶⁷ Revised Dec 2014 to permit written resolutions for decisions between Board and Committee meetings

⁶⁸ Revised Dec 2014 to permit the use of video/telephone conferencing at Board and Committee meetings

circumstances following agreement with the Chair or Committee Chair. This schedule shall be used as a basis to prepare agendas.

- 1.6.2 The Chair of Governors, or Vice-Chair in their 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.
- 1.6.3 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.
- 1.6.4 The Chair shall have the power to determine whether agenda items and/or supporting papers shall be treated as confidential or open and to sectionalize 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;
 - 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 authorize the removal of any restriction.
- 1.6.5 Papers supporting agenda items may be tabled at meetings of the Governing Body only with the express consent of the Chair.
- 1.6.6 The Chair shall determine whether items of any other business, urgent or otherwise, may be raised at meetings.
- 1.6.7 All meetings shall be summoned by the Clerk to the Governors, who shall send Governors written notice of the meeting, a copy of the agenda and supporting papers at least seven 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, Principal or senior managers (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 1.6 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 sectionalize the agenda as appropriate, but shall only be entitled to determine any matter as confidential in line with Rule 1.6.4 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 Members written notice of the meeting, a copy of the agenda, and supporting papers in accordance with the rules for the Committee.

1.8 Reconsideration of Resolutions

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.

1.9 Special Meetings of the Governing Body

- 1.9.1 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 1.6.7
- 1.9.2 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.

1.10 Special Meetings of Committees

- 1.10.1 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 1.6.
- 1.10.2 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.

1.11 Conduct of Debate

- 1.11.1 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.
- 1.11.2 Debate on a particular agenda item is generally 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.

1.11.3 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.

1.12 Declaration of Interests

1.12.1 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: -

- The supply of work or goods to or for the purposes of the College;
- Any contract or proposed contract concerning the College;
- Any other matter relating to the College.

1.12.1 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.

1.12.2 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.

1.12.3 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.

1.13 Withdrawal from Meetings

1.13.1 On occasions, certain items may be declared to be 'reserved' on the grounds of confidentiality and will not be open to discussion by the whole Governing Body. Such business shall be kept to a minimum to ensure transparency and openness. These shall normally include matters relating to an individual or deemed to be commercially sensitive.

1.13.2 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.

1.13.3 Staff and Student Governors shall withdraw from a meeting of the Governing Body in accordance with the rules established in the Instrument of Government.

A. The Principal shall withdraw from a meeting of the governing body in accordance with the rules established in the Instrument of Government.

- B. 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 Chair or by a resolution of the other Governors present.
- C. 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.

1.14 Access to Meetings

- 1.14.1 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.
- 1.14.2 Invitations to non-governors to attend Board meetings shall be at the discretion of the Chair of Governors.
- 1.14.3 The Principal and Clerk to the Governors shall attend all Board meetings.
- 1.14.4 The Finance Director, Head of Further Education and Head of Higher Education shall attend Board meetings at the discretion of the Chair of Governors. Other senior managers shall attend Committee meetings at the discretion of the Committee Chair.
- 1.14.5 A maximum of 2 people as observer from the Education Skills Funding Agency shall be entitled to attend Board meetings, (including meetings of any Committee).
- 1.14.6 Invitations to other non-members to attend Committee meetings shall be at the discretion of the Chair of the Committee.
- 1.14.7 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.

1.15 Minutes

- 1.15.1 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.
- 1.15.2 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.
- 1.15.3 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.

1.16 Public Access to Agendas and Minutes

- 1.16.1 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.
- 1.16.2 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 by prior arrangement with the Clerk to the Governors. In addition, minutes shall be published on the College website.
- 1.16.3 A copy of signed approved minutes of Board meetings and Committee meetings shall also be available for inspection by request to the Clerk to the Governors.
- 1.16.4 The Clerk to the Governors shall arrange 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.

2. PROCEDURAL MATTERS

2.1 Appointment of Chair, Vice-Chair of Governors and Committee Chairs

- 2.1.1 At the first Board meeting in each academic year, the Governing Body shall confirm the appointment of the Chair, whose original appointment shall be for a four year term in office. Upon completion of their term, the Search and Governance Committee shall address appointment arrangements. These include an option to advertise externally, which would not preclude internal candidates.
- 2.1.2 At the first Board meeting of each academic year, the Governing Body shall confirm the appointment of the Vice Chair and Chairs of Committees, (these shall be at the recommendation of each Committee). To support this process, the Clerk shall write to Governors and Committee members to provide an opportunity to declare their interest and invite nominations for the following academic year. In the event that more than one nomination is received, the Clerk shall liaise with Governors and Committee members and, if necessary, organize a secret ballot.
- 2.1.3 The term of office of the Chair of Governors shall be four years and the Vice-Chair shall be one year.
- 2.1.4 Each Committee shall elect a Chair in accordance with the terms of reference and rules established for that Committee.
- 2.1.5 The Chair and Vice-Chair retiring at the end of their respective terms of office shall be eligible for re-appointment.
- 2.1.6 In the event that the Chair or Vice Chair should resign or be removed from office, the Search and Governance Committee shall address appointment arrangements.
- 2.1.7 The Search and Governance Committee shall make recommendations to the Governing Body on succession planning.

2.2 Summary of the role of the Chair

- 2.2.1 The Chair's main function is to provide leadership ensuring that the Governing Body exercises its control over the College's strategic direction and that College performance is effectively assessed against Board approved objectives/indicators. A role description sets out the Chair's duties.
- 2.2.2 The Chair must be able to commit a significant amount of their personal time in undertaking the effective conduct of the duties of the post and in accepting the role must be fully aware of this obligation. This will include preparing and attending approximately six Board meetings annually and at least three meetings of each Committee to which they are a member. The Chair will need to be able to allocate additional time to the College beyond that expected of other Governors. In addition to attending Board and Committee meetings, and preparing for these in advance of meetings, the Chair will need to liaise with the Principal and Clerk to the Governors, note and respond to Chair's

correspondence and attend some additional meetings and events to represent the College.

2.3 **Chair's Action**

2.3.1 The Chair of Governors, Chair of a Committee, or the Vice-Chair in their absence, is empowered to act on behalf of the Governing Body or the relevant Committee between meetings as follows: -

2.3.1.1 taking 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 organizations, and agreeing detailed aspects of the implementation of matters already agreed by the Governing Body or relevant Committee.

2.3.1.2 If matters arise which are judged too urgent or important 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.

2.3.1.3 The taking of specific actions for which delegated authority has been given by the Governing Body, or relevant Committee.

2.3.2 The Chair is answerable to the Governing Body for any action taken on its behalf. When Chair's action is taken between meetings, other than routine action, this shall be reported as an agenda item at the next Board meeting, or relevant Committee and ratified. The Chair should be careful not to take decisions by chair's action where it is inappropriate to do so, and not to exceed the scope of delegated authority granted by the Governing Body. Chair's action on matters of importance should only be taken where delaying a decision would disadvantage the College.

2.4 **Summary of the role of the Vice Chair**

2.4.1 The role of the Vice Chair shall be to support the Chair and, in the Chair's absence, undertake the Chair's duties as required.

2.4.2 Generally, it is not expected that the role of Vice Chair will incur additional time to other Governors. However, the Vice Chair will need to allocate additional time to the College beyond that expected of other Governors, in the event that they are required to deputize for the Chair.

2.5 **Summary of the role of Chairs of Committees**

- 2.5.1 Each Committee shall appoint its own chair whose term of office will be reviewed by the committee and endorsed by the Governing Body annually. Where a committee has external co-opted members, the Chair will normally be a member of the Governing Body.
- 2.5.2 Chairs of Committees shall ensure effective governance of the College within the committee framework by chairing meetings and promoting its efficient operation, ensuring that Members work together effectively, have confidence in the procedures laid down for the conduct of business and dispatch their responsibilities in a business-like way.
- 2.5.3 The Chairs of Committee will need to work with the relevant member of the management team and the Clerk and, as well as steering their committee, serve as a link between the committees and the Governing Body.
- 2.5.4 Chairs of Committees are an important source of support for the Chair and Principal, and shall be able to provide advice and development for all Governors, particularly new Governors.
- 2.5.5 Generally, it is not expected that the role of a Committee Chair will incur significant additional time to other Committee Members who should read papers in advance of meetings to ensure that they are fully prepared for meetings.

2.6 **Appointment of Governors and Co-opted Committee Members**

- 2.6.1 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.
- 2.6.2 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.
- 2.6.3 Staff Governors shall be elected by the staff of the College by a ballot and shall hold the post for a four-year term of office.
- 2.6.4 Student Governors shall be appointed for a maximum of 4 years normally so long as they remain enrolled at the college, following a recruitment and selection process⁶⁹.
- 2.6.5 Co-opted Members serve in a non-executive role, with the same duties of Governors defined in the Instrument and Articles of Government, conduct is further defined in Section C 1.3 and the AoC Code of Good Governance which has been adopted by the Board. Co-opted Members serving on Committees shall be selected and appointed by the Governing Body to strengthen the breadth of experience and skills on the Committee by contributing their

⁶⁹ Revised Dec 2018 to reflect practice
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professional, specialist and general management skills, and providing an impartial and independent view⁷⁰.

2.7 Governors' Induction, Development and Appraisal

- 2.7.1 The Clerk to the Governors shall arrange induction training for new Governors. This shall include a one to one meeting with each member of the Senior Leadership Team, the Chair and the Clerk to the Governors. This will provide new Governors with some knowledge of the background to the sector and College, its ethos, strategy and the responsibilities of Governors.
- 2.7.2 A mentor shall be assigned to new Governors to provide guidance and support during the first year of appointment enabling them to become familiar with their role and responsibilities⁷¹.
- 2.7.3 Upon appointment, new Governors shall receive the Governor's Handbook with access to key documents including the College's Strategic Plan, Instrument and Articles of Government and Governing Bodies' terms of references, Governors' rules and standing orders.
- 2.7.4 Details of relevant training events shall be circulated to Governors. Those who attend training will be invited to give informal feedback to the Governing Body to extend the benefit of their attendance. The College will meet the costs of training events of this nature.
- 2.7.5 The Governing Body shall meet the requirements of the AoC Code of Good Governance to ensure a review the effectiveness of the performance of the Chair and other Governors holding offices or undertaking roles within the governance structure.

2.8 Attendance Criteria

- 2.8.1 Governors are expected to achieve the aspirational target of 100% attendance each year.⁷²
- 2.8.2 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.
- 2.8.3 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 an assessment as to whether the Governor is unable or unfit to service as a Governor shall be made. The procedure to remove Governors from office shall be followed.

2.9 Procedure for the Removal of Governors from Office

- 2.9.1 If a Governor is identified as having been unreasonably absent from any meetings of which they are a member for a period of longer than

⁷⁰ Revised Sept 2015 clarifying selection process and role of Co-opted Committee Members

⁷¹ Revised Dec 2014 to provide mentoring for new Governors

⁷² Revised Sept 2015 to remove minimum attendance percentage

- six months, without permission being given by the Governing Body, the Clerk will notify the Chair of the Governors and the Principal.
- 2.9.2 The Clerk to the Governors shall write to the Governor concerned explaining the position regarding their attendance and advising that this could result in the Governor's removal from office. The Governor should be asked to explain the reasons for the non-attendance at meetings and, if it is likely, that their attendance will improve in the future.
- 2.9.3 The Clerk to the Governors shall refer this to the Search and Governance Committee to consider if that Governor should be removed from office. The Committee shall make a recommendation to the Governing Body for decision. If it is agreed to remove the Governor, the Chair shall give notice to the Governor in writing to remove them from office and thereupon the office shall become vacant.

2.10 **Unable or unfit to serve as a Governor**

- 2.10.1 Any question as to whether or not a Governor may be unable or unfit to discharge the functions of a Member of the Governing Body must be referred to the Clerk who shall notify the Chair or Vice Chair, and Principal immediately.
- 2.10.2 If the Chair or Vice Chair considers that the matter should be pursued, they must decide if a preliminary informal meeting should be arranged with the Governor concerned, prior to initiating an investigation and agreeing how this should be carried out.
- 2.10.3 The Chair or Vice Chair shall decide if other Governors should be notified of the situation which would provide Governors the opportunity to submit a minimum of five written requests to call a special meeting of the Governing Body to consider the matter and the option to remove the Governor from office on the grounds that they are unable or unfit to serve as a Governor. The Clerk shall be responsible to arrange a special meeting, providing seven days' notice.
- 2.10.4 The Governor concerned shall be given a minimum of seven clear day's notification of the special meeting and of the charge that they shall be called on to answer. The particulars set out in the notice should be sufficiently explicit to enable the Member to understand the charge to be answered and to prepare their own case. A lack of detailed specification may be held to be immaterial if the Governor concerned is, in fact, aware of the case against them, or if the deficiency does not cause any substantial prejudice.
- 2.10.5 The Governor concerned will be given an opportunity to reply to the complaints made against them and to make representations either in writing or at the meeting. If the Governing Body is considering removing more than one Governor, each case should be dealt with separately.
- 2.10.6 The resolution will be determined by a simple majority vote in accordance with clause 14(1) of the Instrument and Articles of

Government. If the resolution is passed, the Chair or Vice Chair shall give notice in writing to the Governor.

2.11 The Clerk to the Governors

- 2.11.1 The Governing Body shall appoint the Clerk to the Governors. The Clerk shall be responsible to the governing body and managed by the Chair.
- 2.11.2 The conditions of service of the Clerk are the responsibility of the governing body.
- 2.11.3 The Clerk to the Governors has a key role in the operation and conduct of the Governing Body, and in ensuring that appropriate procedures are followed.
- 2.11.4 The Chair of Governors shall undertake the Clerk's appraisal using the College's appraisal scheme. They shall 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.
- 2.11.5 The Clerk is entitled to attend all meetings of the Governing body and its committees. However, they must withdraw from meetings when their remuneration, conditions of service, conduct, suspension or retirement are to be considered. Under these circumstances, a member of the Governing Body (but not the Principal) will act as Clerk for this part of the meeting.
- 2.11.6 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).
- 2.11.7 In the event that the Clerk considers that the Governing Body is acting beyond its powers, they are required to intervene and to explain the purpose of their intervention. If the Clerk considers that their advice is being disregarded and they still have concerns about the conduct of the Governing Body, they should take the following steps to resolve the matter before referring it to the Education Skills Funding Agency: The Clerk should put their 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.
- 2.11.8 It is a responsibility of the Clerk to the Governors to conduct all correspondence on behalf of the Corporation.

2.12 Annual Declaration of Eligibility for Service as a Governor

- 2.12.1 Governors shall complete an annual declaration of eligibility for service as a Governor in accordance with the criteria set out in paragraph 7 of the Instrument of Government.

2.12.2 The Clerk to the Governors shall prepare and distribute the declarations for completion by Governors and file the completed returns with each Governor's entry in the register of interests.

2.13 **Governors' Expenses**

2.13.1 The Governors' expenses policy shall be followed for all expenses claims submitted by Governors.

2.13.2 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.

2.13.3 Claims for reimbursement should be submitted to the Clerk who shall approve payment, subject to the provisions of the College's financial regulations.

3. GOVERNANCE

3.1 Association of College's Code of Good Governance

- 3.1.1 The Corporation has adopted the Association of College's Code of Good Governance. It supports governance practice, to assist colleges towards meeting their mission and strategy.⁷³ This is a mechanism to ensure that the Corporation has high quality governance practices.
- 3.1.2 Ultimate responsibility for the appropriateness of conduct as a member of the Governing Body and for any act or omission in that capacity rests with the individual member. The Code sets out core values and principal responsibilities of good governance based on key expectations illustrating the values and beliefs of Governors and trustees.⁷⁴
- 3.1.2 Governors shall be requested to sign an annual declaration confirming they agree to meet the requirements of the Code to the best of their ability.

3.2 Governors' Committees

In accordance with the requirements of the Articles of Government and with the needs of its business, the Governing Body has established the following Committee structure, with the following purposes:

- 3.2.1 **Audit Committee: (Statutory requirement):** The Committee has a robust role in good stewardship and risk management⁷⁵. It shall advise the Board on the adequacy and effectiveness of the Corporation's assurance framework and systems of control including arrangements for risk management control and governance processes. In addition, the Audit Committee shall advise and support the Corporation in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities⁷⁶. The Committee shall not adopt an executive role.
- 3.2.2 **Search and Governance Committee:** To secure a quality Board of Governors and safeguard the governance health of the College.
- 3.2.3 **Academic Quality and Standards Committee:** To ensure that there are robust procedures for monitoring quality assurance, academic standards and targets to improve performance to assist the Governing Body to discharge its responsibility for the educational standards and character of the College. It shall take a lead to promote equality and diversity and safeguarding throughout the College.
- 3.2.4 **Finance and General Purposes Committee:** To have oversight of financial, employment and other matters related to overall financial

⁷³ Revised Sept 2015 AoC Code of Good Governance

⁷⁴ Revised Sept 2015 AoC Code of Good Governance

⁷⁵ Revised Sept 2021 Post-16 Audit Code of Practice

⁷⁶ Revised Dec 2018 Post-16 Audit Code of Practice

activity to ensure effective and efficient use of resources, the solvency of the College and safeguarding its assets

- 3.2.5 Special Committee: A Special Committee may be established under Clauses 13 and 14 of the Articles of Government to undertake duties related to the suspension or dismissal of senior postholders. [See Disciplinary Procedure for senior postholders]. A panel of members may also be convened to hear staff appeals against dismissal, which shall exclude the Principal, staff and student Members.
- 3.2.6 Remuneration Committee: To review and determine the Corporation's policy on executive remuneration package of the senior postholders and the Clerk to the Governors.
- 3.2.7 Chairs' Committee: To deal with matters of urgent business arising between meetings of the Governing Body itself or the relevant standing committee (or matters outside the normal remit of the other standing committees) and such other business as the Corporation may direct. The Group does not have executive powers⁷⁷.
- 3.2.8 Ad hoc working groups may be established at the recommendation of the Senior Leadership Team, Governing Body or a Committee for any purpose or function not assigned elsewhere.
- 3.2.9 Each Committee of the Governing Body shall have Terms of Reference which are approved by the Governing Body and specify the delegated responsibilities given to each Committee, quoracy, membership and attendance of non-members as advisers at committee meetings. The Clerk will monitor conformity and may, from time to time, suggest that amendments be made. In addition the Clerk will arrange for each Committee to review its Terms of Reference periodically. The Governing Body must approve all amendments. The terms of reference are agreed and are detailed in Section A of this document.
- 3.2.10 At the first Board meeting in each academic year, the Governing Body shall endorse the appointment of Chairs of Committees. To support this process, the Clerk shall write to Members of Committees to provide an opportunity to declare their interest and invite nominations to the posts for the following academic year. The term of office of Chairs of Committees shall be one year. The Chair retiring at the end of their respective term of office shall be eligible for re-appointment as Chair of the Committee.
- 3.2.11 All Governors are entitled to attend Committee meetings as observers, but should not vote and only participate in discussion if invited to do so by the Chair of the Committee. Members of the public will not normally be admitted to Committee meetings unless invited by the relevant Chair as advisers.

⁷⁷ Revised Sept 2019 Remuneration Committee and Chairs' Committee established
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3.3 Invitation to Non-Governors to Meetings

- 3.3.1 Invitations to non-governors to attend Board meetings shall be issued by the Chair of Governors at their discretion.
- 3.3.2 A permanent invitation to attend Board meetings as observers is extended to the Finance Director as a Senior Postholder of the College.
- 3.3.3 The Chair at their discretion may exclude non-governors from any meeting or part of any meeting.

3.4 Access to Information on Members of the Governing Body

- 3.4.1 A list of the Members of the Governing Body is available for inspection on the College website.

- 3.4.2 Correspondence for the Clerk to the Governors should be sent to:

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

Telephone: 01432 379351

Email: lwatkins@hca.ac.uk

- 3.4.3 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.
- 3.4.4 The private addresses and telephone numbers of members of the Governing Body will not be made publicly available.

3.6 Register of Interests

- 3.6.1 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.
- 3.6.2 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.

3.7 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.

3.8 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. This information shall be used when making appointments to the Corporation.

4. COMPLIANCE PROCEDURES

4.1 *Data Barring Service checks:* The Governing Body has determined that Governors are required to complete an enhanced DBS check, normally on appointment. In the event that such an enhanced DBS check gives rise for due concern, then the Chair, in consultation with the Principal, shall conduct a risk assessment to determine the suitability of the person in question to continue as a Governor or co-opted member of a Committee.

4.3 *Safeguarding and Child Protection:* The Governing Body is committed to protecting the safety of young people and vulnerable adults. It shall provide a safe environment and have a robust and regularly assessed and monitored safeguarding policy approved by the Board. This shall include duties arising from the Counter-Terrorism and Security Act 2015 to implement the Prevent agenda.⁷⁸ Reports shall be presented to the Academic Quality and Standards Committee. The Governing Body shall appoint a Governor designated to safeguarding.

4.4 *Equality and Diversity:* The Governing Body, along with the Principal and the Equality and Diversity Working Group are responsible for promoting equality and diversity, and ensuring that effective policies and procedures are in place and adhered to in line with current legislation. The Governing Body shall approve and publish an annual Equality and Diversity Report⁷⁹.

4.5 *Health and Safety:* The College has robust health and safety procedures. The Governing Body is committed to the safety of students, staff and visitors. The Governing Body shall receive regular reports on health and safety issues and statistics. The Governing Body shall appoint a Governor to this area. The Governing Body shall approve and publish an annual Health and Safety Statement⁸⁰.

⁷⁸ Revised Sept 2015 AoC Code of Governance

⁷⁹ Revised Sept 2021 to reflect practice introduced to meet Equality Duty

⁸⁰ Revised Sept 2021 to reflect practice

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

4.7 Complaints Against the Corporation: The Governing Body has approved a policy 'Complaints Against the Corporation'. The Clerk to the Governors shall ensure this policy is followed to address any complaints received against the Governing Body, a Member or the Clerk to the Governors made by an individual, business or an organization.

4.8 Freedom of Information: Under the terms of the Freedom of Information Act, every public authority is required to adopt and maintain a publication scheme relating to information that it routinely publishes, setting out how it intends to publish the different classes of information it holds and whether there is a charge for the information. Details of the type of documents available under the College's publication scheme are available on the College's website.

4.9 Data Protection: Under the General Data Protection Regulation (GDPR) 2018, the College has a legal obligation to ensure that personal information held, processed and retained about students and staff complies with the principles of the regulation. Full details can be accessed on the College's website. The College has embedded policies and systems to meet requirements of the General Data Protection Regulation (GDPR) 2018⁸¹.

5 FINANCE REPORTS AND BUDGETS

5.1 As a condition of receiving public funds, the Governing Body and Principal and Chief Executive have duties and responsibilities, as set out in the College's Financial Memorandum, and for the proper use of income derived from the providers of other public funds. The College has robust Financial Regulations and procedures which are approved by the Finance and General Purposes Committee. Members shall receive monthly management accounts and a report from the Finance Director at each Board meeting. The Governing Body shall approve the budget for the next year and final annual accounts of the previous year. The detailed report, including Income and Expenditure Statement comparing actual against budget, and Balance Sheet shall be considered by the Finance and General Purposes Committee. A full report shall be presented to the Governing Body.

6. AMENDMENTS TO TERMS OF REFERENCE, GOVERNORS' RULES AND STANDING ORDERS

- 6.1 The Clerk will keep this document under review, and suggest to the Governing Body ways of improving it to meet changed circumstances biannually.
- 6.2 Governors may suggest changes to this document to the Clerk. Any points they raise will be reported to the next convenient meeting of the Search and

⁸¹ Revised Dec 2018 GDPR compliance
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Governance Committee for consideration with recommendations to the Governing Body for adoption.

- 6.3 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.

APPENDICES

APPENDIX 1 SUMMARY OF THE POWERS OF THE CORPORATION

APPENDIX 2 SCHEME OF DELEGATION

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 Education Skills Funding Agency (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”.

APPENDIX 2

Scheme of Delegation: September 2021

1. Purpose of Scheme of Delegation

This distinguishes between matters reserved exclusively for the Board of Governor's approval or decision, and those delegated to committees or individuals. These have been cross-referenced against the legal framework governing colleges, i.e. the Instrument and Articles of Government, Education Skills Funding Agency's Financial Memorandum (April 2012) and Audit Code of Practice (March 2021).

2. Delegation Framework

- 2.1 This enables all parties to fulfil their roles and responsibilities, provides clarity on individual and collective responsibilities, and delegated responsibilities, as outlined below. Responsibilities that have been delegated by the Board are detailed in appendix A.
- 2.2 The Board has authority to delegate matters to its committees and to the Principal in accordance with the provisions of the Article 4: *'The Corporation may establish committees for any purpose or function other than those assigned in these Articles to the Principal or Clerk and may delegate powers to such committees; the Chair or, in the Chair's absence, the Vice Chair; or the Principal.'*
- 2.3 Appropriate levels of responsibility and accountability for the Board of Governors, individuals and its committees are set out. (The Board and Committee structure is shown in appendix B).

3. Role of the Board of Governors

- 3.1 The Board sets the strategic and operational framework which the Principal manages. The Board will monitor and hold the executive to account to achieve the College's Strategic Plan.
- 3.2 The responsibilities of the Corporation are set out in the Articles of Government. Article 3(i) states that the Corporation shall be **responsible** for the following functions:
 - 3.2.1 The determination and periodic review of the educational character and mission of the institution and the oversight of its activities
 - 3.2.2 Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
 - 3.2.3 Approving the quality strategy of the institution
 - 3.2.4 The effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets
 - 3.2.5 Approving annual estimates of income and expenditure

- 3.2.6 The appointment, grading, suspension, dismissal and determination of the pay and conditions of services of senior post holders and the clerk
 - 3.2.7 Setting a framework of pay and conditions for all other staff
- 3.3 Article 9 states that the Corporation **shall not** delegate the following functions:
- 3.3.1 The determination of the educational character and mission of the institution
 - 3.3.2 The approval of annual estimates of income and expenditure
 - 3.3.3 The responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets
 - 3.3.4 The appointment or dismissal of the Principal or a senior post holder
 - 3.3.5 The appointment or dismissal of the Clerk
 - 3.3.6 The modification or revocation of the Articles
- 3.4 These responsibilities are supplemented by reference within the Financial Memorandum as follows:
- 3.4.1 Responsible for the management of the College and ensuring financial viability (FM para 5)
 - 3.4.2 Inform the Education Skills Funding Agency of any transactions that could jeopardise financial viability. Demonstrate all transactions achieve value for money for funds (FM para 6)
 - 3.4.3 Use of funds and provide clear accountability. Appoint the Principal as the accounting officer; ensure an accounting officer is in place at all times; notify the Skills Funding Agency of any changes to the position (FM para 7, 8, 9)
 - 3.4.5 Use discretion over use of the College's funds and is responsible for their proper stewardship. (FM para 13)
 - 3.4.6 Properly manage property with regard to good practice guidance in the further education sector ensuring maintaining premises which are properly equipped to deliver education and training. (FM para 14)
 - 3.4.7 Notify the Education Skills Funding Agency of proposals to dispose, lease or rent land and/or buildings acquired with the help of capital grants from the Agency. (FM para 15)
 - 3.7.8 Provide the Education Skills Funding Agency with copies of audited financial statements (FM para 17)
 - 3.7.9 Ensure there is an effective policy on risk management. (FM para 18)
 - 3.7.10 Notify the Education Skills Funding Agency in writing if there is a risk to the College's solvency and viability. (FM para 19)
 - 3.7.11 Appoint an Audit Committee and arrange for internal and financial statements audit including regularity audit in accordance with ACOP. (FM para 20)
 - 3.7.12 Investigate and report to the Education Skills Funding Agency all significant and suspected cases of fraud or irregularity. (FM para 21)
 - 3.7.13 Only make payments to employees on termination of employ to meet contractual obligations. (FM para 22)
 - 3.7.14 Seek professional advice and agree final agreements for settlement of employment claims brought by a senior postholder. (FM para 23)
 - 3.7.15 Provide Education Skills Funding Agency with information it may require in formats specified. (FM 25)

3.7.16 Inform the Education Skills Funding Agency in writing of changes to the Chair of the Governing Body, Principal and Clerk. (FM 27)

4. Role of the Principal

4.1 The statutory powers and duties of the Principal are set out in Article 3(2).

They are responsible for: -

- 4.1.1 Making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- 4.1.2 The determination of the institution's academic and other activities;
- 4.1.3 Preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources, within the estimates approved by the Corporation;
- 4.1.4 The organisation, direction and management of the institution and leadership of the staff;
- 4.1.5 The appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk;
- 4.1.6 Maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

4.2 Further, under the Financial Memorandum the Principal is identified as the Accounting Officer and has personal responsibility, which shall not be delegated, to assure the Governing Body that there is compliance with the Financial Memorandum and all terms and conditions of funding. They shall advise the Governing Body in writing if any action or policy under consideration by the Board is incompatible with the Financial Memorandum. If the Governing Body resolves to continue with that action or policy, the Principal shall inform the Education Skills Funding Agency in writing. (FM para 9 and 10)

4.3 Article 9 (4) permits the Principal may delegate functions to *the* holder of *any* senior post other than:

4.3.1 the management of budget and resources; and

4.3.2 any functions that have been delegated to the Principal by the Corporation

5. Role of the Clerk

5.1. The Clerk shall be responsible for the following functions set out in Article 3(3):

-

- 5.1.1 advising the Corporation with regard to the operation of its powers;
- 5.1.2 advising the Corporation with regard to procedural matters;
- 5.1.3 advising the Corporation with regard to the conduct of its business; and
- 5.1.4 advising the Corporation with regard to matters of governance practice.

- 5.2 The remaining core responsibilities of the Clerk are also laid out in the Instrument of Government, as follows: -
- 5.2.1 Receiving written notice of the Chair/Deputy Chair's resignation (Instrument 6 (5))
 - 5.2.2 Receiving notice of Member disqualification from office (Instrument 8 (10))
 - 5.2.3 Receiving written notice of a Member's resignation (Instrument 10 (1))
 - 5.2.4 The maintenance of a Register of Members' Interests (Instrument 11 (5))
 - 5.2.5 Calling meetings and send out agendas (Instrument 12 (2))

6. Role of the Chair and taking Chair's Action

- 6.1 The Chair's function is to provide leadership and maintain a strategic overview to Governors to carry out their responsibilities. The following responsibilities are defined in the Instrument and Articles of Government specify that the Chair has authority for the following: -
- 6.1.1 The selection, suspension and dismissal of senior post holders (Articles 12(1), 16 & 17)
 - 6.1.2 Issuing agenda item and relevant papers relating to any proposal regarding the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk (Instrument 12(3))
 - 6.1.3 Calling special and non-scheduled meetings (Instrument 12(4&5))
 - 6.1.4 where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed by the Chair as a true record (Instrument 15(3))
 - 6.1.5 Second or casting vote in situations where there is an equal division of votes (Instrument 14(2))
- 6.2 The Chair may also deal with those matters specifically delegated to them by the Board. However the Chair shall not have delegated authority in relation to any matters listed in Article 3(1) see 3.2 above, or those responsibilities specifically delegated to the Principal under Article 3(2) see 4.1 above.
- 6.3 The Chair of Governors, or the Chair of a Committee, or the Vice-Chair in their absence, is empowered to act on behalf of the Governing Body or the relevant Committee between meetings as follows: -
- 6.3.1 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.
 - 6.3.2 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.

6.3.3 The taking of specific actions for which delegated authority has been given by the Governing Body, or relevant Committee.

6.4 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.

7. Committees

7.1 Under Article 4, the Board may establish committees for any purpose or function other than those assigned elsewhere in the Articles to the Principal, and may delegate powers to such committees, the Chair or the Principal. The number of Members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Board.

7.2 The Board may also establish other committees or working groups. These will have clear terms of reference, setting out their responsibilities to the Governing Body. If they are given delegated powers, these will be explicitly stated.

7.2.1 The Board has a statutory requirement to have an Audit Committee (to advise on matters relating audit arrangements and systems of internal control (article 6). The Board has adopted the Audit Code of Practice's minimum standards for its terms of reference.

7.2.2 Article 5 requires the Board to have a Search Committee to advise on the appointment of Members (other than as staff or student Member).

7.3 The Board may not delegate to committees any matters listed in Article 9 (listed in 3.3).

8. Academic Board

8.1 An Academic Board is no longer a requirement in the Articles of Government; however, the College has agreed to have an Academic Board. Its object being 'The provision of a regulatory framework (encompassing principles, practice and procedures) enabling and ensuring the proper conduct of the College's academic affairs; and the provision for dealing with whatever other academic related matters may be delegated to the Academic Board by the Corporation or by the Principal'. (Ref: Terms of Reference approved December 2015).

9. Review

9.1 The Board shall review annually the operation and appropriateness of the delegation of powers and responsibilities.

Appendix A: Corporation's Delegation of Functions

Key

I&As	Instrument and Articles of Government and Modification Orders
ESFA	Education Skills Funding Agency
FM	ESFA's Financial Memorandum (April 2012)
ACOP	Audit Code of Practice (August 2015, revised July 2020, March 2021)
Code	AoC Code of Good Governance (Adopted by the Board: 22/03/12), Revised Code 31 March 2015 (Adopted by the Board July 2015)
Board	Corporation Board
SO/TOR	Standing Orders and Terms of Reference
Blue text	Changes July 2015 'must duties' from the Code and from AoC Remuneration Code for senior staff (adopted April 2019)
Red text	Changes July 2015 'should duties' previously included in scheme of delegation

The Board is the corporate body which has ultimate responsibility for all of its functions

The Board adopted the Scheme of Delegation in July 2012, amendments are approved by the Search and Governance Committee/Board annually

0.	Function (what the activity or responsibility is)	Requirement (is this a duty ie 'must do'; or Board choice)	Power/delegation (where authority/ requirement from e.g. I&As; regulations, Board's decision to delegate)	Committee/individual and date delegated (if agreed after 05/07/12)	Role of Committee/individual (e.g. Board delegated authority or recommendation from Committee/individual to Board)	Reference to Standing Orders, Terms of Reference/applicable documents (is it reflected in the relevant committee terms of reference)
1.	Set out primary responsibilities in I&As, which must be published. Responsibilities supported by	Adopted	Code 2.3 July 2015	S&G Committee July 2015	Recommendation	I&As Scheme of delegation

	schedule of delegation					Code
2.	Define in writing and regularly review respective responsibilities of Chair, Principal, Clerk and individual Governors	Adopted	Code 10.2 July 2015	Clerk/Chair/ / S&G Committee as applicable	Delegated	Code Job descriptions Scheme of delegation
3.	Set out in writing and regularly review governance procedures (standing orders) included levels of delegation	Adopted	Code 10.5 July 2015	Clerk/S&G Committee as applicable	Delegated	Code SO/TOR document Scheme of delegation
4.	Determination of Corporation Membership	Duty	Instrument 3	S&G Committee	Recommendation	I&As SO/TOR Section B 1. 2
5.	Appointment of Governors comprising legal constitution of categories using formal and open policy to recruit Governors, S&G Committee's approach to E&D and ensure Board and committees' appropriate size and balance of skills to discharge duties/responsibilities	Duty Adopted	Instrument 5 Code 8.6, 9.2,3 Code 9.25,26 July 2015	S&G Committee	Recommendation	I&As SO/TOR Section B. 2 SO/TOR Section B 3. SO/TOR Section C 2.6 SO/TOR Section B 4 1.1.1-1.1.7 Code
6.	Appointment/removal of Chair and Vice Chair (notify ESFA) Vice Chair/s to be appointed in absence of Chair. Chair nominated in accordance with governance procedures with role description agreed	Duty Adopted	Instrument 6 ESFA FM 27 Code 9.11 July 2015 9.26, 27 July 2015	S&G Committee July 2015	Recommendation	I&As SO/TOR Section B 1. 4.1-4.2 SO/TOR Section C 2.1 Code
7.	Chair responsible to support Principal and Clerk and conduct appraisals drawing on views from governors.	Adopted	Code 9.16 July 2015	July 2015		SO/TOR Section C 2.2, 2.10.4 Code

	(Role of Chair outlined in Code 9.11, 913-15)		Code 9.11, 9.13-15			Chair's role description
8.	Principal responsible for executive management of College and day-to-day direction. Ensure prompt and coherent management reports to Governors, including major risk and opportunities, facilitating appropriate opportunities to meet students and staff	Duty Adopted	Article 3 (2) Code 9.21 July 2015 Code 9.22 July 2015	Principal July 2015	Delegated	I&As Principal's job description Scheme of delegation Code
9.	Appointment of Clerk (independent reporting to Board with appropriate skills and experience to facilitate effective governance) Protect Clerk's ability to carry out their responsibilities, including training/ development, adequate time and resources. Clerk to inform Board if they believe any proposed action would exceed powers/regulatory risk	Duty Adopted	Instrument 7 Code 9.3 July 2015 Code 9.23, 9.24 July 2015	Selection Panel to be established July 2015	Recommendation Chair Clerk	I&As SO/TOR Section B 1. 1.6 SO/TOR Section C 2.10 Clerk's job description Scheme of delegation Code
10.	Eligibility of Governors	Duty	Instrument 8 Delegated by the Board	Clerk	Delegated	I&As SO/TOR Section C 2.11
11.	Members terms of appointment	Duty	Instrument 9	S&G Committee	Recommendation	I&As SO/TOR Section B 1. 3
12.	Removal of Member from office	Duty	Instrument 10	S&G Committee	Recommendation	I&As SO/TOR Section C 2. 2.8, 2.9
13.	Public access to meetings	Duty	Instrument 16	S&G Committee	Recommendation	I&As

						SO/TOR Section C 3.3
14.	Publication of Board and Committee agendas, minutes and reports Comply with Freedom of Information Act	Duty Adopted	Instrument 17 Delegated by the Board Code 2.5 July 2015	Clerk	Delegated	I&As SO/TOR Section C 1.17, 3.4 Code
15.	Payment of Governors' travel, subsistence and other expenses	Duty	Instrument 18 Delegated by the Board Code 9.30 July 2015	Finance Director and Clerk	Delegated	I&As SO/TOR Section C 2.13 Code
16.	Change of name of Corporation	Duty	Instrument 20	Principal	Recommendation	I&As
17.	Determination and review of educational character, mission and oversight of activities Provide strategic leadership, formulate and agree mission and strategy, including defining the ethos of the College and oversight of corporate social responsibility	Duty Adopted	Articles 3(1)(a), 9(1)(a) Code 1.1. 1.5 July 2015	AQ&S Committee Board July 2015	Recommendation	I&As SO/TOR Section B 1. 1.1 Code
18.	Approve strategic plan based on assessment of need, reflecting interests and needs of stakeholders	Adopted	Code 1.2. 1.3 July 2015	Board July 2015		SO/TOR Section B 1. 1.3 Code
19.	Identify and adopt KPIs covering financial health, teaching and learning, student experience and outcomes, staff performance and stakeholder opinions	Adopted	Code 1.6 July 2015	Board July 2015		SO/TOR Section B 1. 1.3 Code
20.	Establish annual operating plan identifying aspects of strategic plan being implemented each year	Adopted	Code 1.7 July 2015 Delegated to	Board July 2015	Recommendation	Code

			Principal			
21.	Monitor and scrutinise College's activities using external benchmarks, challenge shortfalls in performance and ensure weaknesses are addressed	Adopted	Code 1.8 July 2015	Board July 2015	Board and Committees	SO/TOR Section B 1. 1.3 Code Code
22.	If serious issues are anticipated which could affect future sustainability, consider all options and complete a Structure and Prospects Appraisal	Adopted	Code 1.4 July 2015	Board July 2015	Board, Committees and management	Code
23.	Publish arrangements to obtain views of staff and students on determination and periodic review of educational character, mission and oversight of activities	Duty	Articles 3(1) (b)	AQ&S Committee	Recommendation	I&As SO/TOR Section B 1 1.2, B 5 1.10
24.	Approve the quality strategy (incorporated within strategic plan)	Duty	Articles 3(1) (c)	Strategic Planning Working Group to be established if required	Recommendation	I&As SO/TOR Section B 1 1.3
25.	Effective and efficient use of resources, solvency and safeguarding assets Affordable financial strategy and plans to ensure sustainability/ solvency of College, set annual budget, approved by Board	Duty Adopted	Articles 3(1) (d) 9(1)((c) ESFA FM 13,19 ACOP 19 Code 6.1 July 2015	F&GP Committee Audit Committee	Recommendation Recommendation	I&As SO/TOR Section B 1 1.4, B 2 1.1.1
26.	Approve annual estimates of income and expenditure	Duty	Articles 3(1)(e) 9(1)(b)	F&GP Committee	Recommendation	I&As SO/TOR Section B 1 1.5, B 2 1.1.2

27.	Approve expenditure over £100,000	Adopted	College Financial Regulations	Principal, Finance Director, F&GP Committee	Recommendation	SO/TOR Section B 1 1.5, B 2 1.1.10.3
28.	Appoint, grading, suspension, dismissal, pay and conditions of senior post holders and clerk. Decisions informed by benchmarking data and performance appraisal. Advice from auditor on legitimacy of any severance payment	Duty Adopted	Articles 3(1) (f), 9(1, 2) and 10 (1-5) ESFA FM 23 Code 9.9 July 2015 Code 9.10 July 2015	Establish Selection Panel for appointments Chair/Vice Chair and F&GP Committee Chair	Recommendation Recommendation Recommendation	I&As SO/TOR Section B 1 1.6 Code AoC annual SPH salary survey
29.	Setting pay and conditions framework for all other staff	Duty	Articles 3(1) (g)	F&GP Committee	Recommendation	I&As SO/TOR Section B 1. 1.7, B 2 1.2
30.	Produce a Remuneration Annual Report to the governing body	Adopted	AoC Senior Staff Remuneration Code	Remuneration Committee	Recommendation	SO/TOR Section B 6
31.	Establish Committees and delegate functions	Duty	Articles 4(1)	Committees	Recommendation	I&As SO/TOR Section B 1. 13.1, C 3.2 Scheme of delegation
32.	Determination of Committee Membership	Duty	Articles 4(2)	S&G Committee	Recommendation	I&As SO/TOR Section B 4 1.1.2
33.	Establish Search Committee	Duty	Articles 5	Board	Decision	I&As SO/TOR Section B 4, C 3.2.2
34.	Establish Audit Committee, its terms	Duty	Articles 6	Board	Decision	I&As

	of reference in accordance with ACOP 26		ESFA FM 20, ACOP 26			SO/TOR Section B 3, C 3.2.1
35.	Policy on attendance at Committee meetings by non-members of the Corporation	Duty	Articles 8 Delegated by the Board	S&G Committee	Delegated	I&As SO/TOR Section C 1 1.15, 3 3.3
36.	Modification/Revocation of Articles following consultation. Set out the Board's primary responsibilities in I&AGs	Duty Adopted	Articles 9(f), Instrument 22 Code 2.3 July 2015	S&G Committee	Recommendation	I&As SO/TOR Section B 1 11 Code
37.	Rules for conduct of staff	Duty	Articles 11 Delegated by the Board	F&GP Committee Principal	Delegated	I&As SO/TOR Section B 1 8
38.	Grievance, suspension and disciplinary procedures for staff including senior post holders	Duty	Articles 13	F&GP Committee	Recommendation	I&As SO/TOR Section B 1 8
39.	Approve Student Union constitution	Duty	Articles 15(1) Delegated by the Board	AQ&S Committee	Delegated	I&As SO/TOR Section B 5 1.12
40.	Present Student Union's annual audited accounts (incorporated within Financial Statements)	Duty	Articles 15(2)	F&GP Committee	Recommendation	I&As SO/TOR Section B 1 9.4
41.	Set rules concerning conduct of students including procedures for suspension and expulsion	Duty	Articles 15(3) Delegated by the Board	Principal	Delegated	I&As SO/TOR Appendix 2
42.	Set policy by which tuition and other fees are determined (incorporated with Budget)	Duty	Articles 16	F&GP Committee	Recommendation	I&As SO/TOR Section B 1 9.3, Section B 2 1.1.10.1
43.	Examination and evaluation of systems of internal financial control	Duty	Articles 18 Delegated by the	Audit Committee	Delegated	I&As SO/TOR Section B

	and other control		Board			4 1.1
44.	Keep proper accounts and prepare financial statements	Duty	Articles 19	F&GP Committee	Recommendation	I&As SO/TOR Section C 5.1
45.	Make bye-laws subject to provisions in the I&As	Duty	Articles 20	Committees	Recommendation	I&As SO/TOR Section B 1 10
46.	Dissolve the Corporation and provide for the transfer of its property, rights and liabilities	Duty	Articles 23	Board	Decision	I&As SO/TOR Section B 1 12
47.	Make proposals on character and mission	Duty	Articles 3(2)(a)	Principal	Recommendation	I&As SO/TOR Appendix 2
48.	Determination of academic activities	Duty	Articles 3(2)(b) Delegated by the Board	Principal	Delegated	I&As SO/TOR Appendix 2
49.	Prepare annual estimates of income and expenditure, management of budget and resources	Duty	Articles 3(2)(c)	Principal	Recommendation	I&As SO/TOR Appendix 2
50.	The organisation, direction, management of institution and leadership of staff Board assured management-led systems in place provide very best affordable learning experience for students. Through constructive and supportive challenge, monitor policy implementation	Duty Adopted	Articles 3(2)(d) Delegated by the Board Code 3.4 July 2015 Code 3.3	Principal	Delegated	I&As SO/TOR Appendix 2 Code
51.	Appointment, grading, appraisal, suspension, dismissal, determination of pay and conditions of staff other than senior post holders within framework set by Corporation	Duty	Articles 3(2)(e) Delegated by the Board Pay award not delegated	Principal F&GP Committee	Delegated Recommendation	I&As SO/TOR Appendix 2 Principal's job description

52.	Maintain student discipline, suspension and expulsion under procedures approved under Articles 18(3)	Duty	Articles 3(2)f Delegated by the Board	Principal	Delegated	I&As SO/TOR Appendix 2 Principal's job description
53.	Properly manage and develop accommodation	Duty	Articles 3(1) (d) ESFA FM 14 Delegated by the Board if included in budget (depends on project cost)	F&GP Committee Principal	Delegated	I&As SO/TOR Section B 2 1.4
54.	Approve disposal of, lease or rent of land/ buildings. (Notify ESFA)	Duty	Articles 3(1) (d) ESFA FM 15	F&GP Committee	Recommendation	I&As SO/TOR Section B 2 1.4.5
55.	Annual report on non-tendering contracts	Duty	Articles 3(1) (d) Internal Auditors (March 12) Delegated by the Board	Audit Committee	Delegated	I&As SO/TOR Section B 3 1.14
56.	Adopt effective systems of control and risk management that promote VFM, efficient use of capital estate and technology, meet mandatory audit requirement, produce accurate quality-assured data	Adopted	Code 6.2 July 2015 ACOP 29	Audit Committee F&GP Committee	Recommendation Recommendation	SO/TOR Section B 1. B1.8.5, B 2 1.1.1, B 3 1.1
57.	Value for Money Report	Duty	Articles 3(1) (d) Internal Auditors ACOP 29	Audit Committee	Recommendation	I&As, ACOP SO/TOR Section B 3 1.1, 1.9
58.	Treasury Management Report	Duty	Articles 3(1) (d) Internal Auditors	F&GP Committee	Recommendation	I&As SO/TOR Section B 2 1.1
59.	Risk Management Policy. Risk Register with links to Strategic Plan	Duty	ESFA FM 18 ACOP 29	Audit Committee	Recommendation	FM, ACOP SO/TOR Section B

						1.7.5,7 B 3. 1.1
60.	Ensure statement of internal control explains risk management arrangements in corporate governance section of audited financial statements	Adopted	Code 6.8 July 2015	Clerk/Finance Director/ Audit/F&GP	Recommendation	Code SO/TOR Section B 3 1.8
61.	Comply to funding agencies mandatory requirements relating to audit including adherence to ACOP	Adopted	Code 6.9 July 2015	Audit Committee	Recommendation	ACOP Code SO/TOR B 3 1.2
62.	Audit Committee support Board and Principal by reviewing comprehensiveness, reliability and integrity of assurances: governance, risk management and internal control framework and produce annual report to Board	Duty Adopted	ACOP 29 Code 6.10 July 2015	Audit Committee	Recommendation	ACOP SO/TOR Section B 3. 1.1 Code
63.	Board ensure effective arrangements for the management and quality assurance of data. Audit Committee to provide assurance to the Board in a statement on data quality	Adopted	Code 6.11 July 2015	Audit Committee	Recommendation	Code SO/TOR Section B 3 1.13
64.	Approve Audit Committee's annual report which includes the Internal Auditor's strategic and annual internal audit plan, and annual report.	Duty	ACOP 29	Audit Committee	Recommendation	ACOP SO/TOR Section B 3 1.6, 1.7, 1.13,
65.	Accounting Officer to ensure compliance with ESFA Financial Memorandum Comply with funding agencies' financial memorandum/conditions of funding	Duty Adopted	ESFA FM 9, 10 Delegated by the Board Code 6.3 July 2015	Principal Finance Director/Clerk	Delegated Delegated/ Recommendation as applicable	FM SO/TOR Section A 3.1.5 Principal's job description Code

66.	Inform funding agencies of any 'materially adverse' change to circumstances	Adopted	Code 6.4 July 2015	F&GP Committee/Audit Finance Director (College Auditors could identify issues)	Recommendation	Code SO/TOR Section B 2 1.1.10.6
67.	Approve annual Members' Report and Financial Statements which are made widely available internally and externally. Members' Report to set out governance arrangements including extent the Code adopted. Board should use to account to stakeholders on performance and prospects of the College. Include policy and measurable objectives or cross-reference to separate report. S&G Committee produce annual report describing Committee's work, recruitment and E&D policy, measurable objectives and progress.	Duty Adopted	ESFA FM 17 ACOP 29 Code 2.6, 7, 6.12 July 2015 Code 8.7 Code 9.28	Audit Committee	Recommendation	FM, ACOP SO/TOR Section B 2 1.1.10.5, C.5.1 Code
68.	Approve Financial Statements Auditor's management letter for submission to ESFA	Duty	ACOP 29	Audit Committee	Recommendation	ACOP SO/TOR Section B 3 1.7
69.	Monitor implementation of recommendations from management letter and Financial Statements/other Audit reports	Duty	ACOP 29	Audit Committee	Recommendation	ACOP SO/TOR Section B 3 1.7
70.	Approve Chair to sign letter of representation for submission to ESFA	Duty	ESFA ACOP 29	Audit Committee	Recommendation	ACOP SO/TOR Section B 2 1.1.10.5
71.	Approve annual College budget	Duty	ESFA	F&GP Committee	Recommendation	SO/TOR Section B

						2 1.1.10.1
72.	Review ESFA's response to financial plan and confirmation of financial health		ESFA Delegated by the Board	F&GP Committee	Delegated	
73.	Set a budget timetable	Good practice	Delegated by the Board	F&GP Committee	Delegated	SO/TOR Section B 2 1.1.8
74.	Appoint Financial Statements, Regularity and other assurance providers, including Internal Auditors	Duty	ACOP 29	Audit Committee	Recommendation	ACOP SO/TOR Section B 3 1.2
75.	Foster exceptional teaching and learning; secure coherent provision for students that leads to further learning; appropriate mechanisms for effective oversight of quality and inclusivity of learning experience.	Adopted	Code 4.1 July 2015	AQ&S Committee	Delegated	Code SO/TOR Section B 5 1.1-5, 1.8
76.	Receive results of student surveys and monitor improvement plans	Adopted	Code 4.7 July 2015	AQ&S Committee	Delegated	Code SO/TOR Section B 5 1.12
77.	Awareness of expectations of external bodies and quality standards (including new initiatives in teaching and learning)	Adopted	Code 4.6 July 2015	AQ&S Committee	Recommendation of SAR	Code SO/TOR Section B 5 1.4
78.	Executive provide Governors with external validation of internal observation reports and actions to address any weakness	Adopted	Code 4.3 July 2015 Delegated by the Board	AQ&S Committee	Delegated	Code SO/TOR Section B 5 1.8
79.	Ensure Auditors adhere to professional standards by monitoring against performance indicators		ACOP 25 Delegated by the Board	Audit Committee	Delegated	ACOP SO/TOR Section B 3 1.10
80.	Ensure effective governance arrangements for controls, reporting and delegating systems for	Adopted	Code 7.2 July 2015	Audit Committee	Delegated	Code

	partnerships or new business acquisitions					
81.	New ventures present opportunities, significant challenges and risks to college. Board must approve such strategic developments with regular reports from executive on performance of partnerships and external businesses	Adopted	Code 7.4 July 2015	Audit Committee/ F&GP Committee	Recommendation	Code
82.	Ensure all college policies, particularly safeguarding, actively implemented in subsidiaries/partnerships	Adopted	Code 7.8 July 2015	AQ&S Committee	Delegated	Code SO/TOR Section B 5 1.9
83.	Assurance student voice heard through partnership activities	Adopted	Code 7.9 July 2015	AQ&S Committee	Delegated	Code SO/TOR Section B 5 1.12
84.	Facilitate and enable collaboration and partnerships ensuring the College's financial sustainability. Scrutinise potential financial or reputational risks, conform to charity law and regulation with clear corporate governance arrangements	Adopted	Code 7.1, 7.3, 7.5, 7.6, 7.7 July 2015	F&GP Committee/ Audit	Recommendation	Code
85.	Orderly succession planning to maintain appropriate balance of skills, experience and progressive refreshing of key roles. Renew Governors' appointment subject to satisfactorily performance – attendance, contribution and against the skills audit	Adopted	Delegated by the Board Code 9.20, 9.29 July 2015	S&G Committee	Delegated	SO/TOR Section B 4 1.1.1-5 SO/TOR Section C 3.8 Code
86.	Monitor attendance of Governors and	Duty	Instrument 10	S&G Committee	Delegated	I&As

	Committee Members		(2)(b) ESFA. Code 9.29 Delegated by the Board			SO/TOR Section B 4 1.2.6, C 2 2.9
87.	The Board must be clear how performance will be measured. It should adopt KPIs covering financial health, teaching and learning, student experience and outcomes, staff performance and stakeholder opinions	Adopted		Principal	Recommendation	SO/TOR Section B 1 1.8.1 Code
		Adopted	Code 1.6, 4.8 July 2015	Principal	Recommendation	
88.	Assess reputation of College and stakeholders' views	Adopted	Code 1.6, 3.6, 5.2- 5.5,5.7 July 2015	Principal	Recommendation	Code Principal's job description
89.	Be responsive to the community and relevant employment trends, build relationship with LEP/employer-led local groups	Adopted	Code 5.1 July 2015	Principal	Recommendation	Code Principal's job description
90.	Regularly review Board's effectiveness ensuring continuous improvement. Assess performance against values and principal responsibilities in the Code	Adopted	Code 10.1 July 2015	S&G Committee/Clerk	Delegated Recommendation	SO/TOR Section B 4 1.2.1,2 SO/TOR Section C 2.7.4 Code
91.	Conduct a regular, full and robust review of the Board and its committees' effectiveness (assessment against Code). Board agreed to include assessment of performance of Chair and Committee Chairs	Adopted Adopted	Code 10.4 July 2015	S&G Committee/Clerk/ Chair/Vice Chair/ Committee Chairs	Delegated	SO/TOR Section B 4 1.2.2 SO/TOR Section C 2.7.4 Code

92.	Board should reflect on success of College as a whole to meet strategic objectives, associated performance measures and Board's contribution to success	Adopted	Code 10.6 July 2015			Code
93.	Benchmark Board's performance and processes against comparable institutions where possible	Adopted	Code 10.7 July 2015	S&G Committee/Clerk	Delegated	SO/TOR Section B 4 1.2.1 Code
94.	Annually reflect on extent Committees have met their terms of reference and remain fit for purpose	Adopted	Code 10.3 July 2015	Clerk/Chair/Vice Chair/Committee Chairs		SO/TOR Section B 4 1.2.2 Code
95.	Publish action plan to address governance performance reviews in annual report	Adopted	Code 10.9 July 2015	Clerk/S&G Committee	Recommended for approval	SO/TOR Section B 4 1.2.4 Code
96.	Take account of views of executive, relevant bodies and stakeholders. Review should include external perspective, e.g. facilitated by Governor/Clerk from another college. Timed to feed into SAR	Adopted	Code 10.8 July 2015	Clerk/S&G Committee	Delegated	SO/TOR Section B 4 1.2.1 Code
97.	Approve the College's Self Assessment Report benchmarked against national norms and sufficiently detailed to provide assurance learning experience is monitored with appropriate learning resources available	Duty Adopted	ESFA, Ofsted Code 4.2 July 2015	AQ&S Committee	Recommendation	SO/TOR Section B 5 8.3 Code
98.	Effective arrangements for management of quality assurance of data, including statement on data quality from Audit Committee	Adopted	Code 6.11 July 2015	SLT AQ&S Committee Audit Committee		SO/TOR Section B 3 1.6 Code

99.	To secure implementation of strategy ensuring effective under-pinning policies and systems in place. Endorse appropriate policies	Adopted	Code 3.1 July 2015 Code 3.2 July 2015	All Committees	Delegated/recommendation as applicable	Code
100	Establish adequate and effective College assurance frameworks	Duty	ACOP 19 Delegated by the Board	Audit Committee	Delegated	ACOP SO/TOR Section B 3 1.14, C 4 4.5
101	Publish complaints and whistleblowing policies and procedures with report to Board on complaints and resolutions	Duty Adopted	Legislation ACOP 29 Delegated by the Board Code 2.9, 3.8 July 2015	Audit Committee F&GP Committee	Delegated	ACOP SO/TOR Section B 3 1.14, C 4 4.5,6 Code
102	Approve Counter Fraud Policy and report any incidents of fraud to ESFA, and Anti Bribery Policy (within Financial Regulations) and report incidents to Audit Committee. Oversee the corporation's policies on and processes around fraud, irregularity, impropriety and whistleblowing,	Duty	ESFA FM 21 Delegated by the Board ACOP 29	F&GP Committee Audit Committee	Delegated Delegated	ACOP SO/TOR Section B 3. 1.14
103	Comply with funding agencies' Financial Memorandum and meet funding conditions	Duty in FM Adopted	Code 6.3 July 2015	F&GP Committee Audit Committee	Delegated	Code
104	Approve Financial Regulations and appropriately documented delegations/ procedures approved by Board specifying financial	Adopted	Code 6.5 July 2015	F&GP Committee	Recommendation	SO/TOR Section B 2 1 Section C 4 5.1 Scheme of delegation

	responsibilities and authority of committees/staff					Code
105	Establish robust arrangements for accurate and timely monthly financial reporting and control	Duty Adopted	Articles 3(1) Code 6.6-7 July 2015	F&GP Committee	Recommendation	I&As SO/TOR Section B 2 1.1.5, C 4 5.1
106	Establish robust arrangements for HR practices and workforce strategy reflecting ethos of the College to aid teaching and learning. HR strategies should take account of E&D in respect of pay awards	Duty Adopted	Articles 3(1)(d), 13 Legislation Code 4.5, 8.5 July 2015 Delegated by the Board	F&GP Committee Principal	Delegated	I&As Legal requirement SO/TOR Section B 1 1.8.4, B 2 1.2
107	Establish robust arrangements for child protection and safeguarding. Provide safe environment and meet duties of Counter-Terrorism and Security Act 2015	Duty Adopted	Ofsted Legislation Code 3.7 July 2015	AQ&S Committee AQ&S/F&GP Committee	Recommendation Recommendation	Legal requirement SO/TOR Section B 1 1.8.4, C4 4.2, B 5 1.9
108	Establish robust arrangements to ensure equality and diversity embedded including meeting Equality Duty	Duty Adopted	Ofsted, Equality Duty legislation Code 8.1, 8.2, 8.3, 8.4 July 2015	AQ&S Committee F&GP Committee S&G Committee	Recommendation	Legal requirement SO/TOR Section C 4 4.3, B 1 1.8.4, B 5 1.9
109	Establish robust health and safety practices and procedures	Duty	Ofsted, ESFA and legislation Delegated by the Board	F&GP Committee Principal	Delegated	Legal requirement SO/TOR Section B 1 1.8.4, C 4 4.4
110	Comply to Freedom of Information legislation conducting affairs openly and transparently with public access to appropriate information about the Board's proceedings	Duty Adopted	ESFA FM 26 Legislation Delegated by the Board Code 2.5 July 2015	Finance Director Clerk	Delegated	Legal requirement, FM,SO/TOR Section C 4 4.7

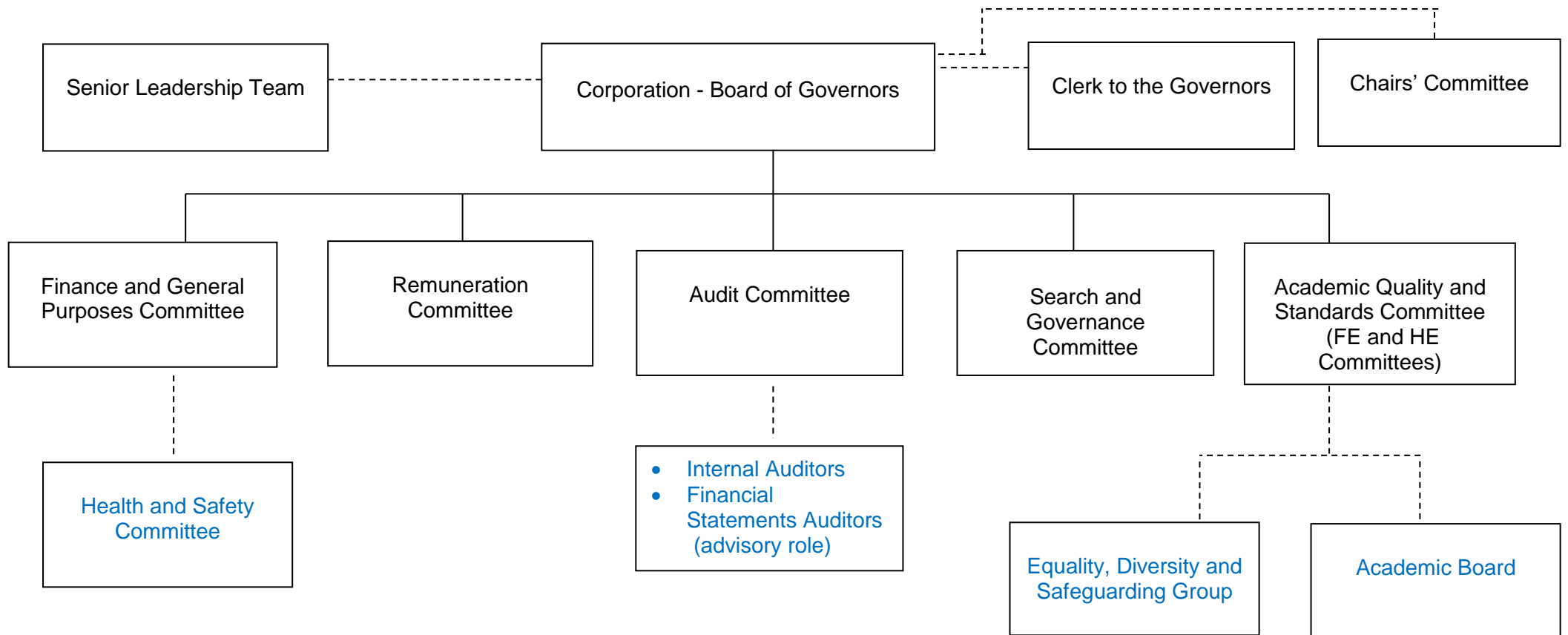
111	Comply to Data Protection legislation	Duty	Legislation Delegated by the Board	Finance Director	Delegated	Legal requirement SO/TOR Section C 4 4.8
112	Monitor student attendance, retention and withdrawals		Ofsted Delegated by the Board	AQ&S Committee	Delegated	SO/TOR Section B 5 1.6
113	Monitor student success rates against previous year's target and setting targets		Ofsted Delegated by the Board	AQ&S Committee	Delegated	SO/TOR Section B 5 1.2
114	Monitor student destinations		Ofsted Delegated by the Board	AQ&S Committee	Delegated	SO/TOR Section B 5 1.7
115	Close regard to students' voice and experience	Adopted	Ofsted, Code 1.6, 3.5 July 2015 Delegated by the Board	AQ&S Committee	Delegated	SO/TOR Section B 5 1.11 Code
116	Assurance that management-led systems provide best affordable learning experience for all students	Adopted	Code 3.4 July 2015			Code
117	Establish robust business continuity planning arrangements		Internal Auditors Delegated by the Board	Audit Committee	Delegated	SO/TOR Section B 3 1.13
118	Refresh mission and strategy annually and publish including process involving key stakeholders every three years. Agree public value statement which amplifies the strategic plan	Adopted	Code 1.9,10 July 2015	S&G Committee	Recommendation	SO/TOR Section B 1 1 Code
119	Publish on website an account of College's engagement with main communities it serves, progress to meeting education/training needs/	Adopted	Code 5.6 July 2015 Delegated to the Principal	AQ&S Committee	Delegated	Code Strategic Plan

	aims to meet future needs					
120	Accountable for College's business and comply with relevant legislation. Seek assurances the Board meets all legal and regulatory requirements imposed on corporate body. Schedule of dates and business timetable in place	Adopted	Code 2.1, 2, 4 July 2015 Delegated by the Board	Board and Committees Clerk and S&G Committee	Delegated	SO/TOR Protocol Code
121	Fulfil duties in line with standards in public life, avoid conflicts of interest, act in interests of College	Adopted	Code 2.10 July 2015			SO/TOR Section C1.3.2 Code
122	Abide by principle of collective decision-making/stand by Board's decision	Adopted	Code 2.11 July 2015			SO/TOR Section C1.3.3 Code
123	Openness and engagement in Board discussion. Matters whereby specific Governors should not be party to discussions, should be addressed as conflict of interest or confidential item	Adopted	Code 9.5 July 2015			SO/TOR Section C1.3.6 Code
124	Governors committed to contribute proactively to meetings and seen as advocates to the College. Bring their knowledge and expertise, support and challenge executive ensuring student interest put first	Adopted	Code 9.17 July 2015			SO/TOR Section C1.3.5 Code
125	Governors able to allocate sufficient time to undertake duties effectively. Board agree indication of time expectation in role description	Adopted	Code 9.18 July 2015			SO/TOR Section C 1.3.1 Code
126	Governors to act in best interest of the College, not selectively or in interests of a particular constituency.	Adopted	Code 9.19 July 2015			SO/TOR Section C1.3.4 Code

	Act with honesty, frankness and objectivity, taking decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.					
127	Governors ensure individually and collectively they have or acquire sufficient understanding about the College and educational landscape to be fully engaged in affairs of the Board. Clerk to maintain records of Governors' development activity	Adopted	Code 9.32 July 2015	Clerk Chair S&G Committee Individual Governors	Delegated	SO/TOR Section C1.3.7 Code
128	Provide training, development and induction for Governors Ensure organised and clear governance and management structures, well understood delegations and authorities and Governors are capable, knowledgeable and supported	Adopted Adopted	Code 9.31 Code 9.1 July 2015 Delegated by the Board	Clerk/Chair/ S&G Committee	Delegated	SO/TOR Section B 4 1.2.4 SO/TOR document Scheme of delegation Code
129	Establish Academic Board		Board choice	AQ&S Committee	Delegated	SO/TOR Section B 6 1
130	Be alert to College issues using various methods to meet students, staff, parents and employers	Adopted	Code 4.4 July 2015	S&G Committee/ Clerk	Delegated	SO/TOR Section B 4. 1.2.7 Code
131	Student Union report on activity	Adopted	Adopted by AQ&S Cttee	AQ&S Committee	Delegated	SO/TOR Section B 5 1.13

Scheme of Delegation Appendix B

HEREFORD COLLEGE OF ARTS BOARD, COMMITTEE AND WORKING GROUPS STRUCTURE CHART



KEY

- Denotes College areas/auditors reporting to Board/Committees
- Blue text Outside of the Board and Committee structure

