



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	<u>20</u>

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 chair. 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. 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.

5.7 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 arrange for the Governing Body to regularly review 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 Effectiveness

- 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.

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-year 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)⁵ 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.⁶
 - 1.1.10.6 Inform Funding Agencies of any 'materiality adverse' change to circumstances.

1.2 Staffing and Employment Policies

- 1.2.1 Approve major modification of the structure and organisation of the College;
- 1.2.2 Approve a framework of HR policies covering recruitment, welfare, training and termination;

⁵ Revised Oct 2021 to reflect discussion by F&GP Committee

⁶ Revised Dec 2018 Post-16 Audit Code of Practice
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- 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 approve, monitor and review the College's compliance with and response to sustainability, in the context of best practice and current legislation and to recommend key policies to the Board.⁷
- 1.3.6 To discuss recommendations on the management and development of property, disposal, lease of land or buildings and recommend to the Board for approval.
- 1.3.7 To make recommendations to the Governing Body on the capital expenditure projects exceeding £100,000 (gross value)⁸ which have not been approved within the College Budget⁹.

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.¹⁰
- 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**

⁷ Revised Sept 2022 to meet AoC Code of Good Governance

⁸ Revised Oct 2021 to reflect discussion by F&GP Committee

⁹ Revised Sept 2012 to include requirements in the Financial Regulations

¹⁰ Revised Dec 2018 to reflect Board practice

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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 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.¹¹

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 chair. 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. 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

¹¹ Revised Dec 2018 to permit option to co-opt members
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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 Governors¹². 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 Effectiveness

- 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.

¹² Revised Sept 2016 to reflect change in practice
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3. TERMS OF REFERENCE - AUDIT COMMITTEE

Purpose: The Committee has a robust role in good stewardship and risk management¹³. 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 responsibilities¹⁴. 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 assets¹⁵; 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 Corporation¹⁶.
- 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 approval¹⁷.
- 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 timescales¹⁸.

¹³ Revised Sept 2021 Post-16 Audit Code of Practice

¹⁴ Revised Dec 2018 Post-16 Audit Code of Practice

¹⁵ Revised Sept 2020 Post-16 Audit Code of Practice

¹⁶ Revised Sept 2021 Post-16 Audit Code of Practice

¹⁷ Revised Dec 2018 Post-16 Audit Code of Practice

¹⁸ Revised Sept 2020 Post016 Audit Code of Practice

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- 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 safeguarded¹⁹.
- 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 year²⁰ 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 quality. This shall include data breaches and GDPR issues²¹. 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

¹⁹ Revised Sept 2020 Post-16 Audit Code of Practice

²⁰ Revised Dec 2018 Post-16 Audit Code of Practice

²¹ Revised Sept 2022 to reflect ACOP 2021/22

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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 them²²

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 set²³.

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 areas²⁴.

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 objectivity²⁵.

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

²² Revised Sept 2020 Post-16 Audit Code of Practice

²³ Revised Sept 2021 Post-16 Audit Code of Practice

²⁴ Revised Sept 2021 Post-16 Audit Code of Practice

²⁵ 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 chair. 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. 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.
- 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.²⁶ 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 Effectiveness

- 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 assist²⁷.
- 7.2 The Committee has the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit²⁸.
- 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.

²⁶ Revised Sept 2016 to reflect change in practice

²⁷ Revised Sept 2021 Post-16 Audit Code of Practice

²⁸ 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 chair, 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.
- 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 institutions.
- 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. A statement of training completed by Governors shall be included in the annual report²⁹.
- 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% attendance. 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 students³⁰.
- 1.2.7 To consider nominations for Honorary Fellowships of the College recommended by the Principal, Governors or staff and, taking account of the criteria to be applied and to be met in their selection.

²⁹ Revised Sept 2022 to reflect AoC Code of Good Governance

³⁰ Revised Dec 2018 to reflect practice

- 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 chair. 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% attendance. 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 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 Governors³¹. 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 Effectiveness

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.

8. Reporting Procedures

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

³¹ Revised Sept 2016 to reflect change in practice

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.³²

1.1 General duties relevant to FE and HE³³

- 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;³⁴
- 1.1.3 To have an awareness of expectations of relevant external bodies and quality standards, including new initiatives in teaching and learning;
- 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.
- 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;

³² Revised Oct 2017 to reflect division of FE and HE by the Committee

³³ Revised Sept 2017 to reflect division in FE and HE duties

³⁴ Revised Sept 2019 to reflect practice

- 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;
- 1.2.7 To ensure that arrangements are in place to assess the extent to which the stakeholders served by the College are satisfied with the services provided. An account of the College's engagement with the main communities that it serves along with progress towards meeting needs for education and training, and how it aims to meet future needs, shall be published on the website³⁵.

1.3 HE Committee Duties

- 1.3.1 To review the process and actions to ensure ongoing compliance and data capability to meet the criteria for the Teaching Excellence Framework;
- 1.3.2 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 standards³⁶;
- 1.3.3 To scrutinize and validate Annual Programme Review reports noting areas for development whilst monitoring progress of actions;
- 1.3.4 To discuss the HE Partner Overview Report on Annual Programme Reviews (APR) required by the validating University;
- 1.3.5 To receive reports on proposals for curriculum development including new modules, pathways and or programmes of study;
- 1.3.6 To receive reports on the outcome of validation or review undertaken by the validating University;
- 1.3.7 To discuss the NSS results and identify specific areas for improvement whilst monitoring progress of actions;
- 1.3.8 To receive reports on the promotion of employability and enterprise, and the development of a lifelong relationship with alumni;
- 1.3.9 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 Committees³⁷. 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

³⁵ Revised Sept 2022 to reflect AoC revised Code of Good Governance

³⁶ Revised Sept 2019 to include OfS

³⁷ Sept 2016 Revised to remove arrangements for membership of Curriculum Leader on Committee

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 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 chair. 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. 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 Governors³⁸. 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 Effectiveness

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.

³⁸ Revised Sept 2016 to reflect change in practice

6. REMUNERATION COMMITTEE³⁹

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 body⁴⁰.

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

³⁹ Introduced Sept 2019 to meet requirements of AoC Remuneration Code of senior staff

⁴⁰ Revised Sept 2019 to meet AoC Remuneration Code

goals and objectives have been achieved at the end of the relevant period.

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' COMMITTEE⁴¹

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.

⁴¹ Revised Sept 2019 to establish Chairs' Group agreed by Board July 2019

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 Board⁴², 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

⁴² Revised September 2019

may be the Senior Leadership Team, Governing Body or relevant Committee. Notes of key points in meetings should be recorded.

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 members⁴³.

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 Body⁴⁴

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.

⁴³ Sept 2019 Amended to reflect amendment to I&AG to quorum for meetings

⁴⁴ 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 meeting.

- 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 request.
- 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 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 process⁴⁵.
- 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

⁴⁵ Revised Dec 2018 to reflect practice

breadth of experience and skills on the Committee by contributing their professional, specialist and general management skills, and providing an impartial and independent view⁴⁶.

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 responsibilities⁴⁷.
- 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.⁴⁸
- 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

⁴⁶ Revised Sept 2015 clarifying selection process and role of Co-opted Committee Members

⁴⁷ Revised Dec 2014 to provide mentoring for new Governors

⁴⁸ Revised Sept 2015 to remove minimum attendance percentage

- 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 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 Governor's Sabbatical⁴⁹

2.11.1 Governors may request to undertake a period of sabbatical leave from Board membership. Requests for sabbatical leave should initially be made in discussion with the Chair of the Corporation and formally approved by the Board. Periods of sabbatical leave should normally only last for a maximum of one year, but periods of leave can be extended by approval of the Board. Governors who choose to undertake a period of leave will be given the option by the Clerk to the Governors as to whether they wish to receive ongoing communications and updates during their sabbatical period. Following the completion of the approved period of sabbatical leave, the Clerk will arrange for the Governor to have a catch-up meeting to enable them to be appraised of actions and developments during their absence.

2.12 **The Clerk to the Governors**

2.12.1 The Governing Body shall appoint the Clerk to the Governors. The Clerk shall be responsible to the governing body and managed by the Chair.

2.12.2 The conditions of service of the Clerk are the responsibility of the governing body.

2.12.3 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.

2.12.4 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.

2.12.5 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.

2.12.6 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).

⁴⁹ Revised Sept 2022 to permit option for Governors to request sabbatical leave

- 2.12.7 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.
- 2.12.8 It is a responsibility of the Clerk to the Governors to conduct all correspondence on behalf of the Corporation.
- 2.13 **Annual Declaration of Eligibility for Service as a Governor**
- 2.13.1 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.
- 2.13.2 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.
- 2.14 **Governors' Expenses**
- 2.14.1 The Governors' expenses policy shall be followed for all expenses claims submitted by Governors.
- 2.14.2 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.
- 2.14.3 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. 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.
- 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 management⁵⁰. 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 responsibilities⁵¹. 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 activity to ensure effective and efficient use of resources, the solvency of the College and safeguarding its assets

⁵⁰ Revised Sept 2021 Post-16 Audit Code of Practice

⁵¹ Revised Dec 2018 Post-16 Audit Code of Practice

- 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 powers⁵².
- 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.

⁵² Revised Sept 2019 Remuneration Committee and Chairs' Committee established

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. 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 Report⁵³.

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 Statement⁵⁴.

⁵³ Revised Sept 2021 to reflect practice introduced to meet Equality Duty

⁵⁴ 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) 2018⁵⁵.

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.

⁵⁵ Revised Dec 2018 GDPR compliance

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 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: October 2022

1. Purpose of Scheme of Delegation

This distinguishes between matters reserved exclusively for the Board of Governors' 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 (April 2022).

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	Financial Memorandum (April 2012)
ACOP	Post-16 Audit Code of Practice (April 2022)
OfS	Office for Students conditions of registration (March 2022)
Ofsted	Education Inspection Framework (EIF) (July 2022)
Code	AoC Code of Good Governance (Adopted July 2015)
Blue text	Code Sept 2021 'must duties'
Purple text	Code Sept 2021 'should duties'
Remuneration Code	AoC Senior Staff Remuneration Code (Adopted July 2019)
Board	Corporation Board
SO/TOR	Standing Orders and Terms of Reference

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

The Board adopted the Scheme of Delegation in November 2015, amendments will be approved by the Search and Governance Committee/Board annually, most recently in October 2022

0.	Function (what the activity or responsibility is)	Requirement (is this a duty i.e. 'must do'; or Board choice)	Power/delegation (source of authority/ requirement: I&As, regulations, Board's decision to delegate)	Committee/individual and date delegated (if agreed after Dec 2011)	Role of Committee/ individual (e.g. Board delegated to Committee/ individual)	Reference to Standing Orders, Terms of Reference/ applicable document
1.	Determination of Corporation Membership	Duty	Instrument 3	S&G Committee	Recommendation	I&As SO/TOR 1.2
2.	Appointment of Governors comprising legal constitution of categories	Duty	Instrument 5	S&G Committee	Recommendation	I&As SO/TOR section B2,B3, C2.6
3.	Appointment/removal of Chair and Vice Chair (notify ESFA)	Duty	Instrument 6 FM 27	S&G Committee	Recommendation	I&As SO/TOR B 1. 4.1-4.2, C 2.1

4.	Principal responsible for executive management of the College and day-to-day direction	Duty	Article 3 (2)	Principal	Delegated	I&As Principal's job description Scheme of delegation
5.	Appointment of Clerk	Duty	Instrument 7	Selection Panel to be established	Recommendation	I&As SO/TOR B 1, 1.6, C 2.10 Clerk's job description Scheme of delegation
6.	Eligibility of Governors	Duty	Instrument 8 Delegated by the Board	Clerk	Delegated	I&As SO/TOR C 2.11
7.	Members terms of appointment	Duty	Instrument 9	S&G Committee	Recommendation	I&As SO/TOR B 1.3
8.	Removal of Member from office	Duty	Instrument 10	S&G Committee	Recommendation	I&As SO/TOR C 2 2.8, 2.9
9.	Public access to meetings	Duty	Instrument 16	S&G Committee	Recommendation	I&As SO/TOR C 3.3
10.	Publication of Board and Committee agendas, minutes and reports	Duty	Instrument 17 Delegated by the Board	Clerk	Delegated	I&As SO/TOR C 1.17, 3.4Appendix 4
11.	Payment of Governors' travel, subsistence and other expenses	Duty	Instrument 18 Delegated by the Board	Finance Director/ Clerk	Delegated	I&As SO/TOR C 2.13
12.	Change of name of Corporation	Duty	Instrument 20	Principal	Recommendation	I&As
13.	Determination and review of educational character, mission and oversight of activities	Duty	Articles 3(1)(a), 9(1)(a)	AQ&S Committee	Recommendation	I&As SO/TOR B 1, 1.1
14.	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 B 1 1.2 B 5.10
15.	Approve the quality strategy (incorporated within strategic plan)	Duty	Articles 3(1) (c)	Strategic Planning Working Group could be	Recommendation	I&As SO/TOR B 1.1.3

				established if required		
16.	Effective and efficient use of resources, solvency and safeguarding assets	Duty	Articles 3(1) (d) 9(1)((c) FM 13,19 ACOP 18	F&GP Committee Audit Committee	Recommendation Recommendation	I&As SO/TOR B 1 1.4, 2.1.1.1
17.	Approve annual estimates of income and expenditure	Duty	Articles 3(1)(e) 9(1)(b)	F&GP Committee	Recommendation	I&As SO/TOR B 1 1.5, B2 1.1.2
18.	Approve expenditure over £100,000	Adopted	College financial regulations	F&GP Committee	Approval	SO/TOR B 2
19.	Appointing, grading, suspension, dismissal, pay and conditions of senior post holders and clerk.	Duty	Articles 3(1) (f), 9(1, 2) and 10 (1-5) FM 23	Establish Selection Panel for appointments	Recommendation	I&As SO/TOR B
20.	Setting pay and conditions framework for all other staff	Duty	Articles 3(1) (g)	F&GP Committee	Recommendation	I&As SO/TOR B
21.	Establish Committees and delegate functions	Duty	Articles 4(1)	Committees	Recommendation	I&As SO/TOR B
22.	Determination of Committee Membership	Duty	Articles 4(2)	S&G Committee	Recommendation	I&As SO/TOR B 1, B 5
23.	Establish Search Committee	Duty	Articles 5	Board	Decision	I&As SO/TOR B 4
24.	Establish Audit Committee, its terms of reference in accordance with ACOP 21-30	Duty	Articles 6 FM 20, ACOP 21-30	Board	Decision	I&As SO/TOR B 3
25.	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 C
26.	Modification/Revocation of Articles following consultation.	Duty	Articles 9(f), Instrument 22	S&G Committee	Recommendation	I&As SO/TOR B 4
27.	Rules for conduct of staff	Duty	Articles 11 Delegated by the Board	F&GP Committee Principal	Delegated	I&As SO/TOR B 2
28.	Grievance, suspension and disciplinary procedures for staff including senior post holders	Duty	Articles 13	F&GP Committee	Recommendation	I&As SO/TOR B 2
29.	Approve Student Union constitution	Duty	Articles 15(1)	AAQ&S Committee	Delegated	I&As SO/TOR B 3

30.	Present Student Union's annual audited accounts	Duty	Articles 15(2)	F&GP Committee	Recommendation	I&As
31.	Set rules concerning conduct of students including procedures for suspension and expulsion	Duty	Articles 15(3) Delegated by the Board	Principal	Delegated	I&As Principal's JD
32.	Set policy by which tuition and other fees are determined	Duty	Articles 16	F&GP Committee	Recommendation	I&As SO/TOR B
33.	Examination and evaluation of systems of internal financial control and other control	Duty	Articles 18 Delegated by the Board	Audit Committee	Delegated	I&As SO/TOR B 3
34.	Keep proper accounts and prepare financial statements	Duty	Articles 19	F&GP Committee Audit Committee	Recommendation Recommendation	I&As SO/TOR B 2, B 3
35.	Make bye-laws subject to provisions in the I&As	Duty	Articles 20	Committees	Recommendation	I&As
36.	Dissolve the Corporation and provide for the transfer of its property, rights and liabilities	Duty	Articles 23	Board	Decision	I&As
37.	Make proposals on character and mission	Duty	Articles 3(2)(a)	Principal	Recommendation	I&As SO/TOR B Principal's JD
38.	Determination of academic activities	Duty	Articles 3(2)(b) Delegated by the Board	Principal	Delegated	I&As SO/TOR B Principal's JD
39.	Prepare annual estimates of income and expenditure, management of budget and resources	Duty	Articles 3(2)(c)	Principal	Recommendation	I&As SO/TOR B Principal's JD
40.	The organisation, direction, management of institution and leadership of staff	Duty	Articles 3(2)(d) Delegated by the Board	Principal	Delegated	I&As SO/TOR B Principal's JD
41.	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 B 2 Principal's JD

42.	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 B Principal's JD
43.	Properly manage and develop accommodation	Duty	Articles 3(1) (d) FA FM 14 Delegated by the Board if included in budget (depends on project cost)	F&GP Committee Principal	Delegated	I&As SO/TOR B 2
44.	Approve disposal of, lease or rent land/ buildings. (Notify ESFA)	Duty	Articles 3(1) (d) FM 15	F&GP Committee	Recommendation	I&As SO/TOR B 2
45.	Value for Money Report	Duty	Articles 3(1) (d) Internal Auditors (advisory)	Audit Committee	Recommendation	I&As, SO/TOR B 3
46.	Treasury Management Report	Duty	Articles 3(1) (d) Internal Auditors (advisory)	F&GP Committee	Recommendation	I&As SO/TOR B 2
47.	Providers may subcontract delivery of ESFA funded learning, provided they comply with subcontracting requires set in ESFA's funding rules	Duty	ACOP 11	Audit Committee	Recommendation	ESFA ACOP SO/TOR B 3
48.	Audit Committee must advise the Board on adequacy and effective of the Corporation's assurance framework. Committee has role in good stewardship and risk management. Advise and support Corporation in explaining in annual accounts measures to ensure it has fulfilled its statutory and regulatory responsibilities	Duty	ACOP 22	Audit Committee	Recommendation	ESFA College Accounts Direction ACOP SO/TOR B 3
49.	The Board must ensure that the Audit Committee's terms of reference reflect accepted good practices for audit committees of publicly funded organisations outlined in ACOP 23	Duty	ACOP 23	Board	Approval	ACOP SO/TOR B 3
50.	Audit Committee must include individuals with an appropriate mix of skills and experience to allow Committee to discharge its duties effectively	Duty	ACOP 24	S&G Committee	Recommendation	ACOP SO/TOR B 4
51.	Audit Committee to assess and provide Board with opinion on adequacy and effectiveness of	Duty	ACOP 25	Audit Committee	Recommendation	ACOP SO/TOR B 3

	assurance arrangements of framework of governance					
52.	Development of Audit Committee members to ensure skills and knowledge up to date	Duty	ACOP 25	Audit Committee Clerk	Delegated	ACOP SO/TOR B 3
53.	Appoint Financial Statements, Regularity and other assurance providers, including Internal Auditors	Duty	ACOP 25, 59	Audit Committee	Recommendation	ACOP SO/TOR B 3
54.	Oversee the corporation's policies on and processes around fraud, irregularity, impropriety and whistleblowing (includes cybercrime and bribery)	Duty	ESFA FM 21 ACOP 25	F&GP Committee Audit Committee	Delegated Delegated	ACOP SO/TOR B 2, B 3
55.	Produce Audit Committee's annual report following ACOP 25 guidance for submission to Board before annual accounts are signed	Duty	ACOP 25	Audit Committee	Delegated	ACOP SO/TOR B 3
56.	Audit Committee to ensure policy in place to retender for external audit service at least every 5 years	Duty	ACOP 29	Audit Committee	Delegated	ACOP SO/TOR B 3
57.	Prepare accounts in accordance with College Accounts Director audited by external auditor	Duty	ESFA FM 17 ACOP 34	Audit Committee F&GP Committee	Recommendation	ESFA College Accounts Direction I&As ACOP SO/TOR B 2, B 3
58.	Publish a statement of regularity, propriety and compliance within annual accounts following format in College Accounts Direction, references in the final signed statement should be consistent with findings from work of reporting accountant	Duty	ESFA ACOP 40, 41	Audit Committee	Recommendation	ESFA College Accounts Direction I&As ACOP SO/TOR B 3
59.	To form conclusion Corporation must ensure it works within boundaries of regularity and propriety which should be performed throughout the year as part of oversight of internal controls	Duty	ACOP 42	Board and Committees	Delegated Approval Recommendation (As applicable)	I&As ACOP SO/TOR
60.	Complete ESFA's regularity self assessment questionnaire (RSAQ) annually and provide for reporting accountant, which the Corporation must be able to support	Duty	ACOP 46, 47	Audit Committee Clerk, Finance Director	Recommendation	ACOP SO/TOR B 3
61.	Chair and Accounting Officer responsible to sign off and submit audited accounts of any dissolving corporation	Duty	ACOP 49	Corporation	Approval	College Accounts Direction ACOP

62.	Establish and maintain adequate systems of internal control, to ensure compliance, prevent and detect irregularities and suspected fraud. Implement an effective counter fraud strategy. Consideration to threats should be given with an anti-fraud checklist are provided by ESFA	Duty	ACOP 51, 52	Audit Committee	Delegated	ACOP SO/TOR B 3
63.	Establish procedures to address suspected or discovered instance of fraud, cybercrime, theft, bribery, corruption, irregularity or major weakness or breakdown in control framework. Accounting Officer must report significant fraud in statement of regularity, propriety and compliance	Duty	ACOP 53, 55	Audit Committee and Accounting Officer if applicable	Delegated	ACOP SO/TOR B 3
64.	External auditors will present findings annually at a meeting of the Board which, at discretion of Corporation, may be joint meeting with Audit Committee	Duty	ACOP 60	Corporation	Approval	ACOP SO/TOR B 3
65.	Corporation's statement of regularity, propriety and compliance, and regularity self-assessment questionnaire should inform reporting accountant's work	Duty	ACOP 80	Audit Committee	Recommendation	ACOP SO/TOR B 3
66.	Corporations register with OfS obliged to follow the requirements of the OfS Accounts Direction as well as ACOP	Duty	ACOP 100	Corporation or committees as applicable	Approval, delegated or recommendation as applicable	ACOP
67.	Colleges registered with OfS and their auditors to build both a use of funds and regularity aspect into letters of engagement	Duty	ACOP 105	Corporation	Approval	ACOP
68.	The Corporation is responsible for: <ul style="list-style-type: none"> • complying with the requirements of ESFA's and any other public funder's grant funding agreements and contracts, including provision of information as required • producing annual accounts to 31 July each year in accordance with the requirements of the extant College Accounts Direction • having these accounts audited by a registered auditor and the regularity 	Duty	ACOP appendix B 2	Corporation	Approval	ACOP SO/TOR B 3

	<p>assurance engagement completed by the auditor in their role as reporting accountant</p> <ul style="list-style-type: none"> submitting audited accounts to ESFA by ESFA's required deadline ensuring the statement of corporate governance and internal control is accurate and comprehensive maintaining proper records complying with the terms of any legislation or regulatory requirements and the terms and conditions of funding 					
69.	Risk Management Policy. Risk Register with links to Strategic Plan	Duty	FM 18 ACOP 22	Audit Committee	Recommendation	FM, ACOP SO/TOR B 3
70.	Accounting Officer to ensure compliance with ESFA Financial Memorandum	Duty	FM 9, 10 Delegated by the Board	Principal	Delegated	FM Principal's JD
71.	Approve Chair to sign letter of representation for submission to ESFA	Duty	ESFA	Audit Committee	Recommendation	ESFA SO/TOR B 3
72.	Approve annual College budget	Duty	ESFA	F&GP Committee	Recommendation	SO/TOR B 2
73.	Review ESFA's response to financial plan and confirmation of financial health		ESFA Delegated by the Board	F&GP Committee	Delegated	SO/TOR B 2
74.	Set a budget timetable	Good practice	Delegated by the Board	F&GP Committee	Delegated	SO/TOR B 2
75.	Ensure Auditors adhere to professional standards by monitoring against performance indicators	Duty	ACOP 62 Delegated by the Board	Audit Committee	Delegated	ACOP SO/TOR B 3
76.	Approve Access and Participation Plan for students	Duty	OfS condition A1	AQ&S Committee	Recommendation	OfS SO/TOR B 5
77.	Publish/update/republish Access and Participation Plan annually	Duty	OfS condition A2	AQ&S Committee	Recommendation	OfS SO/TOR B 5
78.	The college must participate in the Teaching Excellence and Student Outcomes Framework (TEF)	Duty	OfS condition B6	AQ&S Committee	Recommendation	OfS

79.	The college must demonstrate that in developing and implementing its policies, procedures and terms and conditions it has given due regard to relevant guidance about how to comply with consumer protection law	Duty	OfS condition C1	AQ&S Committee	Delegated	OfS
80.	The college must cooperate with the requirements of the student complaints scheme run by the Office of the Independent Adjudicator for Higher Education, including the subscription requirements	Duty	OfS condition C2i	AQ&S Committee	Delegated	OfS
81.	Have in force and publish a student protection plan which has been approved by the OfS as appropriate for its assessment of the regulatory risk presented by the college and for the risk to continuation of study of all of its students	Duty	OfS condition C3i	F&GP Committee	Recommendation	OfS
82.	Inform the OfS of events, except for the closure of an individual course, that require the implementation of the provisions of the plan.	Duty	OfS condition C3iii	Board	As required	OfS
83.	The college must be financially viable/sustainable	Duty	OfS condition Di/ii	F&GP Committee	Recommendation	OfS
84.	The governing documents must uphold the public interest governance principles that are applicable to the college	Duty	OfS condition E1	S&G Committee	Recommendation	OfS SO/TOR B 4
85.	The provider must have in place adequate and effective management and governance arrangements to: <ul style="list-style-type: none"> • Operate in accordance with its governing documents. • Deliver, in practice, the public interest governance principles that are applicable to it. • Provide and fully deliver the higher education courses advertised. • Continue to comply with all conditions of its registration 	Duty	OfS condition E2	S&G Committee / AQ&S Committee	Delegated/ Recommendation as applicable	OfS SO/TOR B 4, B 5
86.	The Board must accept responsibility for the interactions between the provider and the OfS and its designated bodies	Duty	OfS Condition E3i	Board	As applicable	OfS

87.	The Board must ensure the provider's compliance with all of its conditions of registration and with the OfS's accounts direction	Duty	OfS Condition E3ii	Board	As applicable	OfS
88.	The Board must nominate to the OfS a senior officer as the 'accountable officer' who has the responsibilities set out by the OfS for an accountable officer from time to time	Duty	OfS Condition E3iii	Board	As applicable	OfS
89.	For the purpose of assisting the OfS in performing any function, or exercising any power, conferred on the OfS under any legislation, the Board must provide the OfS, or a person nominated by the OfS, with such information as the OfS specifies at the time and in the manner and form specified	Duty	OfS Condition F3i	Board	As applicable	OfS
90.	For the purpose of assisting the OfS in performing any function, or exercising any power, conferred on the OfS under any legislation, the Board must permit the OfS to verify, or arrange for the independent verification by a person nominated by the OfS of such information as the OfS specifies at the time and in the manner specified, and must notify the OfS of the outcome of any independent verification at the time and in the manner and form specified.	Duty	OfS Condition F3ii	Board	As applicable	OfS
91.	For the purpose of assisting the OfS in performing any function, or exercising any power, conferred on the OfS under any legislation, the Board must take such steps as the OfS reasonably requests to co-operate with any monitoring or investigation by the OfS, in particular, but not limited to, providing explanations or making available documents to the OfS or a person nominated by it or making available members of staff to meet with the OfS or a person nominated by it.	Duty	OfS Condition F3iii	Board	As applicable	OfS
92.	Succession planning to maintain appropriate balance of skills, experience and progressive refreshing of key roles.	Adopted	Delegated by the Board	S&G Committee	Delegated	SO/TOR B 4 Code
93.	Monitor attendance of Governors and Committee Members	Duty	Instrument clause 10 (2)(b)	S&G Committee	Delegated	I&As SO/TOR B 1

			ESFA.			
94.	Approve the College's Self Assessment Report	Duty	ESFA, Ofsted	AQ&S Committee	Recommendation	SO/TOR B 5
95.	Comply with funding agencies' Financial Memorandum and meet funding conditions	Duty in FM	FM	F&GP Committee Audit Committee	Delegated	SO/TOR B 2, B 3
96.	Establish robust arrangements for accurate and timely monthly financial reporting and control	Duty	Articles 3(1)	F&GP Committee	Recommendation	I&As SO/TOR B 2
97.	Establish robust arrangements for HR practices and workforce strategy	Duty	Articles 3(1)(d), 13 Legislation	F&GP Committee Principal	Delegated	I&As Legal requirement SO/TOR B 2
98.	Establish robust health and safety practices and procedures	Duty	ESFA and legislation Delegated by the Board	F&GP Committee Principal	Delegated	Legal requirement SO/TOR B 2, C 4
99.	Comply to General Data Protection Regulation	Duty	Legislation Delegated by the Board	Finance Director	Delegated	Legal requirement SO/TOR C 4
100.	Intent – Leaders construct curriculum design, coverage and appropriateness	Duty	Ofsted EIF	Board AQ&S Committee	Oversight Delegated	SO/TOR B 5
101.	Implementation – curriculum delivery, teaching and assessment	Duty	Ofsted EIF	AQ&S Committee Principal/ Deputy Principal	Oversight Delegated	SO/TOR B 5
102.	Impact – Leaders monitor attainment, progress, knowledge and skills development, and destinations	Duty	Ofsted EIF	Board AQ&S Committee	Oversight Delegated	SO/TOR B 5
103.	Behaviour and attitudes – Expectations for attitudes to learning, behaviour, employability, attendance and punctuality, and respect	Duty	Ofsted EIF	AQ&S Committee	Delegated	SO/TOR B 5
104.	Personal development – Expectations for enrichment, careers guidance, health and wellbeing, citizenship, equality and diversity, and preparation for next steps	Duty	Ofsted EIF	AQ&S Committee	Delegated	SO/TOR B 5
105.	Leadership and management – Set vision and ethos, staff development, staff workload and wellbeing, student experience, governance and oversight, and safeguarding	Duty	Ofsted EIF	Board and Committees as applicable	As applicable	SO/TOR B

106.	Establish robust business continuity planning arrangements	Adopted	Internal Auditors (advisory) Delegated by the Board	Audit Committee	Delegated	SO/TOR B 3
107.	Ensure fair and appropriate remuneration	Adopted	AoC Remuneration Code Dec 2018	Remuneration Committee	Delegated Recommendation	SO/TOR B 6
108.	Produce a Remuneration Committee Annual Report to the governing body	Adopted	AoC Remuneration Code Dec 2018	Remuneration Committee	Delegated	SO/TOR B
109.	Provide overall strategic leadership, formulate and agree mission and strategy, including defining the ethos of the College and oversight of corporate social responsibility	Adopted	Code 1.1. 1.5 Sept 2021	Board	Approval	I&As SO/TOR B Code
110.	Approve strategic plan based on assessment of need, reflecting interests and needs of students, staff, employers and other stakeholders which is realistic and underpinned by affordable financial strategy	Adopted	Code 1.2 Sept 2021	Board	Approval	SO/TOR B Code
111.	Ensure affective underpinning policies and systems, including effective executive management. The Board must endorse appropriate policies that describe how the strategy is being implemented	Adopted	Code 1.3 Sept 2021	Principal/SLT/Clerk Committees Board	Delegated Approval Recommendation (As applicable)	I&As SO/TOR B Code
112.	Through constructive and supportive challenge of the executive, monitor policy implementation	Adopted	Code 1.4 Sept 2021	Board/Committees Board Sept 2022	Delegated Approval Recommendation (as applicable)	SO/TOR B Code
113.	Where there is evidence of serious issues that could affect future sustainability, the Board must ensure all options are considered and, where appropriate, expert independent advice should be sought	Adopted	Code 1.5 Sept 2021	Board	Approval	SO/TOR B Code
114.	Consider approach to, and have oversight of, its corporate social responsibility and may wish to amplify the mission in a statement describing how the college adds value to the social, economic and physical well-being of the communities it serves	Adopted	Code 1.6 Sept 2021	Board	Approval	Code

115.	Be clear how performance will be measured. Identify and adopt KPIs covering financial health, teaching and learning, student experience and outcomes, staff performance and stakeholder opinions	Adopted	Code 1.7 Sept 2021	Board	Approval	SO/TOR B Code
116.	Establish annual operating plan identifying aspects of strategic plan being implemented each year	Adopted	Code 1.8 Sept 2021	Board Principal/DP/FINANCE DIRECTOR/ DOP	Recommendation	SO/TOR B Code
117.	Monitor and scrutinise College's activities using external benchmarks, challenge shortfalls in performance and ensure weaknesses are addressed	Adopted	Code 1.9 Sept 2021	Board/Committees Sept 2021	Delegated	SO/TOR B Code
118.	Widely publish mission and strategy, reviewing annually, and review at least every three years through a process that involves key stakeholders	Adopted	Code 1.10 Sept 2021	Board	Approval	SO/TOR B 1 Code
119.	Collectively accountable for the business of the College, taking all decisions on all matters within its duties and responsibilities, and always acting in the interests of the corporation. Governors must abide by the principle of collective decision-making and stand by the decisions of the Board	Adopted	Code 2.1 Sept 2021	Board, Committees Clerk	Approval, delegated or recommendation as applicable	SO/TOR C Code
120.	Members of boards must comply with the legislation relevant to their legal form of incorporation, including charity legislation and case law	Adopted	Code 2.2 Sept 2021	Board, Committees, Clerk	Approval, delegated or recommendation as applicable	SO/TOR B, C Code
121.	The Board must set out its primary responsibilities in the Instrument and Articles of Government, which should be published widely and be known to all Governors. These responsibilities should be supported by a schedule of delegation which sets out how each responsibility is to be met and by whom, including those items with the Board delegates to the Principal	Adopted	Code 2.3 Sept 2021	S&G Committee July 2015, Sept 21	Recommendation	I&As Code SO/TOR B
122.	The Board must seek assurance that it meets all legal and regulatory requirements imposed on it as a corporate body, and College compliance should be kept under regular review	Adopted	Code 2.4 Sept 2021	Board, Committees, Clerk	Approval, delegated or recommendation as applicable	Code SO/TOR B

123.	The Board must have the necessary information in an appropriate format and where relevant, challenge the executive. This information must be provided in sufficient time before meetings and at least cover the areas required to meet the college's conditions of funding	Adopted	Code 2.5 Sept 2021	Board, Committees, Clerk	Approval, delegated or recommendation as applicable	Code SO/TOR B
124.	The Board should conduct its affairs as openly and transparently as possible; consulting fully on its plans and delivery. The general principles and requirements of the Freedom of Information Act must apply, so that staff, students, and other stakeholders have access to all appropriate information about the board's proceedings	Adopted	ESFA FM 26 Code 2.6 Sept 2021	Board, Committees, Clerk	Approval, delegated or recommendation as applicable	Legal requirement, FM, SO/TOR B, C Code
125.	Annual members' report and audited financial statements must be made widely available both internally and externally and should include a section that sets out the governance arrangements – including the extent to which this code has been adopted – and the policies on public disclosure	Adopted	Code 2.7 Sept 2021	Board, F&GP Committee, Audit Committee, FD, Clerk	Approval with recommendation as applicable	Code SO/TOR B
126.	The Board must ensure that students and the public are given honest, accurate, and timely information on aspects of the provision	Adopted	Code 2.8 Sept 2021	Board, Committees	Approval, delegated or recommendation as applicable	Code SO/TOR B 5
127.	There must be clear and published complaints and whistleblowing procedures. The Board or audit committee should be aware of all whistleblowing complaints and should receive timely reports on how complaints have been resolved	Duty Adopted	Legislation ACOP 25 Code 2.9 Sept 2021	Board, Audit Committee	Recommendation	ACOP Code SO/TOR B 3
128.	The Board must provide a safe environment and have a robust and regularly assessed and monitored Safeguarding policy	Duty Adopted	Legislation KCSIE Code 3.1 Sept 2021	AQ&S Committee	Recommendation	KCSIE Code SO/TOR B 5
129.	The Board must ensure that a senior member of staff is appointed as designated safeguarding lead and must be assured that arrangements are in place to monitor and implement regulatory changes and developments in safeguarding	Duty Adopted	Legislation KCSIE Code 3.2 Sept 2021	Principal	Delegated	KCSIE Code

130.	The Board should be able to access training and development to acquire up-to-date knowledge of safeguarding and mechanisms should be in place for the board to have oversight of safeguarding arrangements	Duty Adopted	Legislation KCSIE Code 3.3 Sept 2021	Clerk	Delegated	KCSIE Code SO/TOR C 2.7
131.	The Board must, at least annually, review the effectiveness of safeguarding arrangements approved by the board	Duty Adopted	Legislation KCSIE Code 3.4 Sept 2021	AQ&S Committee	Delegated	KCSIE Code SO/TOR B 5
132.	The Board must have close regard to the voice of its students and the quality of the student experience, which should be central to all Board decisions	Duty Adopted	Code 3.5 Sept 2021	Principal	Delegated	KCSIE Code SO/TOR B 5
133.	Students should be actively engaged in the college and ways should be found to ensure that the student voice is heard through both college and student led processes. The board should receive regular reports on how students are being engaged and what impact their voice is having on college life	Adopted	Code 3.6 Sept 2021	AQ&S Committee	Delegated	Code SO/TOR B 5
134.	The Board must see the results of student surveys and be able to monitor improvement plans	Adopted	Code 3.7 Sept 2021	AQ&S Committee	Delegated	Code SO/TOR B 5
135.	The Board should ensure student complaints or reports of abuse are effectively investigated and addressed, and that summary reports are considered (at least annually) on the outcomes of student complaints and appeals	Adopted	Code 3.8 Sept 2021	AQ&S Committee	Delegated	Code SO/TOR B 5
136.	The Board must ensure appropriate mechanisms are in place for effective oversight of the quality and inclusivity of the learning experience including curriculum strategies which show intent, implementation, and impact	Adopted	Code 4.1 Sept 2021	AQ&S Committee	Delegated	Code SO/TOR B 5
137.	The Board must also ensure that any subcontracting arrangements or off-site provision deliver education, training and/or learning experience of equivalent quality	Adopted	Code 4.1.1 Sept 2021	AQ&S Committee	Delegated	Code SO/TOR B 5

138.	The Board must, where appropriate, seek to secure coherent provision for students based on prior learning and that leads to further learning or apprenticeships and/or employment.	Adopted	Code 4.2 Sept 2021	AQ&S Committee	Delegated	Code SO/TOR B 5
139.	The Board should be assured that all learners, particularly the most disadvantaged and those with special educational needs and/or disabilities (SEND) or high needs have access to a curriculum and career advice and guidance that meet their needs	Adopted	Code 4.3 Sept 2021	AQ&S Committee	Delegated	Code SO/TOR B 5
140.	The Board should ensure the college's self-assessment report is benchmarked against national norms and is detailed enough to provide governors with the assurance they need that the learning experience is being monitored and the appropriate learning resources have been made available	Adopted	Code 4.4 Sept 2021	AQ&S Committee	Delegated	Code SO/TOR B 5
141.	The Board should be provided with regular external validation of internal observation of the quality of teaching and learning, and where weaknesses are found, take prompt action	Adopted	Code 4.5 Sept 2021	AQ&S Committee	Delegated	Code SO/TOR B 5
142.	The Board should be alert to college issues and use various methods to meet with and/or understand the needs of students, staff, parents (as appropriate) and employers, such as learning walks, link governors, and/or relevant committees	Adopted	Code 4.6 Sept 2021	AQ&S Committee	Delegated	Code SO/TOR B 5
143.	In agreeing the human resource/workforce strategy, the Board should ensure it is affordable, it reflects the ethos of the college, the needs of the student population and local context, and aids excellence in quality, teaching, learning and assessment	Adopted	Code 4.7 Sept 2021	AQ&S Committee F&GP Committee	Delegated	Code SO/TOR B2, B 5
144.	The Board must be aware of the expectations of external bodies and in particular their expectations of good quality. Board members should be able to explain how they benchmark quality and student achievement	Adopted	Code 4.8 Sept 2021	AQ&S Committee	Delegated	Code SO/TOR B 5

145.	The Board must be assured that there are management-led systems in place to provide and monitor the best financially sustainable learning experience for every student including those undertaking learning activity off-site or provided under a subsidiary or partnership arrangement	Adopted	Code 4.9 Sept 2021	AQ&S Committee F&GP Committee	Delegated	Code SO/TOR B 2 B 5
146.	The Board must ensure that the College is responsive to the community and relevant employment trends, including building strong two-way relationships with its stakeholders	Adopted	Code 5.1 Sept 2021	Board and AQ&S Committee	Approval or delegated as applicable	Code
147.	The Board should ensure the college has in place a range of strategies for engaging with employers and other stakeholders in order to facilitate student progression to further study or employment.	Adopted	Code 5.2 Sept 2021	AQ&S Committee	Delegated	Code SO/TOR B 5
148.	The Board should ensure that the college is well informed about its various local, national and business stakeholders including having a dialogue with the colleges and universities that are engaged in partnership and progression	Adopted	Code 5.3 Sept 2021	AQ&S Committee	Delegated	Code SO/TOR B 5
149.	The Board should publish on the college website (at least annually) an account of the college's engagement with the main communities that it serves; the progress made towards meeting their needs for education and training and how it aims to meet future needs	Adopted	Code 5.4 Sept 2021	Principal	Delegated	Code
150.	The Board should ensure that arrangements are in place to assess the extent to which the stakeholders served by the college are satisfied with the services provided	Adopted	Code 5.5 Sept 2021	Principal AQ&S Committee	Delegated	Code
151.	Colleges should publicise to the communities they serve and other stakeholders, the coverage and timing of its reporting, and should offer opportunities to engage with the college on reports or other areas of concern	Adopted	Code 5.6 Sept 2021	Principal	Delegated	Code
152.	The Board must adopt an affordable financial strategy and plans which are compatible with the duty to ensure sustainability and solvency of the	Adopted	Code 6.1 Sept 2021	F&GP Committee	Recommendation	Code SO/TOR B 2

	College. This should include conducting multi-year financial planning					
153.	The Board must set and approve the annual budget which not only sets out income and expenses but includes the underlying assumptions. Responsibility for its approval must be reserved for the collective decision of the Board, without delegation	Adopted	Code 6.2 Sept 2021	F&GP Committee	Recommendation	Code SO/TOR B 2
154.	The Board must adopt effective systems of control and risk management are implemented and maintained, that promote value for money, efficient use of the capital estate and technology, meet mandatory audit requirements, and produce accurate and quality-assured college data	Adopted	Code 6.3 Sept 2021	Audit Committee F&GP Committee	Recommendation	Code SO/TOR B 2, B 3
155.	The Board must ensure compliance with the funding agencies' financial memoranda and must understand and meet the conditions of funding, as set by the funding agencies and other funders	Adopted	Code 6.4 Sept 2021	F&GP Committee Finance Director	Recommendation	Code SO/TOR B 2
156.	Colleges must have financial regulations and appropriately documented delegations and procedures, approved by the Board, which specify its financial responsibilities and authority and those of its committees and its staff	Adopted	Code 6.5 Sept 2021	F&GP Committee	Recommendation	Code SO/TOR B 2
157.	The Board should ensure that they have confidence in the arrangements for providing them with accurate and timely financial information and, therefore, also in the financial systems use to generate such information	Adopted	Code 6.6 Sept 2021	Finance Director	Delegated	Code SO/TOR B
158.	The Board must ensure that a statement on internal controls, explaining the risk management arrangements that are in operation, is contained in the corporate governance section of the audited financial statements	Adopted	Code 6.7 Sept 2021	Audit Committee	Recommendation	Code SO/TOR B 3
159.	The Board must comply with the funding agencies' mandatory requirements relating to audit, including adherence to the Audit Code of Practice (ACOP) which sets out the minimum requirements. The Board should approve an	Adopted	Code 6.8 Sept 2021	Audit Committee	Recommendation	Code SO/TOR B 3

	annual audit plan linked to the College's risk register and be confident in the expertise and quality of any internal auditors engaged by the College					
160.	The Audit Committee must support the Board and the Principal by reviewing comprehensiveness, reliability and integrity of assurances, including the College's governance, risk management and internal control framework, and produce an annual audit report for the Board	Adopted	Code 6.9 Sept 2021	Audit Committee	Delegated	Code SO/TOR B 3
161.	The Board must ensure that effective arrangements are in place for the management and quality assurance of data. This assurance should include a statement on data quality from the Audit Committee	Adopted	Code 6.10 Sept 2021	Audit Committee	Delegated	Code SO/TOR B 3
162.	The Board should use the college corporation annual report, as a means of accountability, to all stakeholders for the performance and prospects of the college as well as to demonstrate compliance with statutory and regulatory requirements	Adopted	Code 6.11 Sept 2021	Board	Approval	Code SO/TOR B
163.	Colleges should grow, innovate and adapt to the changing circumstances. This requires responsiveness and going forward, collaborative and partnership relationships will be central to ensuring the college's financial sustainability. The board should facilitate and enable this activity	Adopted	Code 7.1 Sept 2021	Board/Committees	Approval Delegated Recommendation (as applicable)	Code SO/TOR B
164.	In establishing partnerships or new business acquisitions, the Board must ensure effective governance arrangements and put in place appropriate control, reporting and delegation systems	Adopted	Code 7.2 Sept 2021	Board/Committees	Approval Delegated Recommendation (as applicable)	Code SO/TOR B
165.	The Board should ensure that particular scrutiny is exercised on new and external activities with significant potential financial or reputational risks. Where such activities involve commercial transactions, care must be taken to ensure that	Adopted	Code 7.3 Sept 2021	Board/Committees	Approval Delegated Recommendation (as applicable)	Code SO/TOR B

	arrangements conform to the requirements of charity law and regulation					
166.	New strategic developments present colleges with both opportunities and significant challenges and risks. The Board must be assured proportional due diligence is exercised and if approved, it must ensure that the Executive produces regular reports on the performance of all strategic partnerships and external businesses for scrutiny and challenge	Adopted	Code 7.4 Sept 2021	Board/Committees	Approval Delegated Recommendation (as applicable)	Code SO/TOR Appendix 4
167.	For all subsidiary entities and joint ventures, (for example separate operating companies or charitable trusts) the Board should: Ensure that the entity's board possesses the attributes necessary to provide proper stewardship and control; Appoint suitably qualified directors or trustees to the entity some of whom are not members of the board or staff/students of the college; Ensure that the entity's Board conducts business in accordance with a recognised and appropriate code of governance	Adopted	Code 7.5 Sept 2021		N/A	Code
168.	Where the Board governs a group structure, the Board should be clear about its responsibilities in relation to any other corporate governance arrangements and associated reporting and should document and publish these arrangements and responsibilities	Adopted	Code 7.6 Sept 2021		N/A	Code
169.	In relation to subcontracting, partnerships and other forms of college collaboration, the Board must ensure compliance with relevant funding and regulatory requirements and agree the authorisation process for approving such arrangements	Adopted	Code 7.7 Sept 2021		N/A	Code
170.	The Board must remain accountable for funding and agreement with a subcontractor must allow	ADOPTED	Code 7.8 Sept 2021		N/A	Code

	the college to have management controls over the subcontractor activity, including access by auditors appointed by either the college or the funding bod					
171.	The Board must ensure all college policies, particularly those on safeguarding are actively implemented in the subsidiaries, partnerships, and subcontracting arrangements	Adopted	Code 7.9 Sept 2021	AQ&S Committee/ Deputy Principal/ Director of Personnel	Delegated	Code SO/TOR B 5
172.	The Board must be assured that the student voice is heard through all partnership activities.	Adopted	Code 7.10 Sept 2021	AQ&S Committee/ Deputy Principal	Delegated	Code SO/TOR B 5
173.	The Board should adopt a long-term strategy for carbon reduction and improving environmental sustainability. The strategy should include a timetable, long-term targets, the environmental risks (including flood risk), milestones, and key performance indicators. In preparing the strategy, the college should consult students, staff, partner providers, employers and the other relevant communities it serves	Adopted	Code 8.1 Sept 2021	F&GP Committee	Recommendation	Code SO/TOR B 2
174.	The strategy should take a whole-college approach and cover areas such as: (a) measures to reduce the carbon footprint of the college's own campus and commercial activities; (b) the college's delivery of the skills required to help reduce carbon emissions and improve environmental sustainability	Adopted	Code 8.2 Sept 2021	F&GP Committee	Recommendation	Code SO/TOR B 2
175.	In setting targets and KPIs for the strategy, the Board should have regard to the FE Climate Action Roadmap and established national and international standards such as the Streamlined Energy and Carbon Reporting (SECR) requirements and the UN Sustainable Development Goals	Adopted	Code 8.3 Sept 2021	F&GP Committee	Recommendation	Code SO/TOR B 2
176.	The Board should monitor and review the delivery of the strategy annually and receive an	Adopted	Code 8.4 Sept 2021	F&GP Committee	Recommendation	Code SO/TOR B 2

	environmental sustainability report. The report should set out the steps taken during the year under each of the areas covered in its strategy such as the carbon reduction achieved under Scope 1, Scope 2 and Scope 3 and progress towards its longer-term objectives. The college sustainability strategy should be updated and rolled forward in the light of the review					
177.	A summary of the progress made should be promptly published on the college website and in the Corporation's Annual Report. Reporting should be subject to the same disclosure governance as financial reporting and should have regard for the Education and Skills Funding Agency's new non-statutory guidance for FE colleges on how to report their energy and carbon impacts	Adopted	Code 8.5 Sept 2021	F&GP Committee/ Audit Committee	Recommendation	Code SO/TOR Appendix B 2
178.	The Board should ensure that there are sufficient resources in place to manage delivery of the strategy effectively, and that senior management and the Board itself can access the training and support to enable the development of sufficient skills and up-to-date knowledge of environmental sustainability to set and deliver an ambitious environmental strategy	Adopted	Code 8.6 Sept 2021	Finance Director	Delegated	Code SO/TOR B 1
179.	The Board may consider: Adopting the FE Climate Action Roadmap and agreeing within its strategy which national or international standards it will adopt. Setting clear ambitious carbon reduction targets deriving from commercial activities and collaborating with FE/HE partners and other local and national stakeholders. Establishing a cross-college sustainability committee chaired by a senior executive that reports to Governors.	Adopted	Code 8.7 Sept 2021	Finance Director/ F&GP Committee	Recommendation	Code SO/TOR B 4.2

	Commissioning and approving a coherent curriculum plan for environmental sustainability tackling the climate change and carbon reduction in consultation with students					
180.	The Board must meet, and should aim to exceed, its statutory responsibilities for equality and diversity through its own actions and behaviour in all aspects of its affairs, including through its own membership, actions, deliberations, and reporting	Adopted Duty	Code 9.1 Sept 2021 Equality Act	AQ&S Committee	Recommendation	Code SO/TOR B 4.5
181.	The Board should define its diversity and inclusion priorities in the context of its students, the communities it serves and other stakeholders. Where relevant, it should promote diversity and inclusion throughout the other principal responsibilities	Adopted	Code 9.2 Sept 2021	AQ&S Committee/	Delegated	Code SO/TOR B 4.5
182.	The Board must approve and review progress of the college's equality, diversity, and inclusion objectives and should develop a strategy in which it adopts agreed performance indicators for implementation	Adopted	Code 9.3 Sept 2021	AQ&S Committee	Recommendation	Code SO/TOR B 4.5
183.	The Board must receive an annual equality, diversity and inclusion monitoring report, identifying the achievement of agreed objectives and summarising data on equality and diversity that 'public bodies' are required to produce under the Public Sector Equality Duty	Adopted	Code 9.4 Sept 2021	AQ&S Committee	Recommendation	Code SO/TOR b 4.5
184.	The Board should, in its annual monitoring report and/or other EDI reporting outline: Equality and diversity data including at least the protected characteristics at board, leadership, staff and student levels Diversity and inclusion plans and targets relating to the above Progress towards achieving its targets and assess the extent to which it reflects the communities it serves	Adopted	Code 9.5 Sept 2021	AQ&S Committee	Recommendation	Code SO/TOR B 5

185.	The Board, when addressing the operation of its governance in the annual report, should reflect on its actions on equality, diversity and inclusion. This should include its contextualised statement on its current status, a description of its policy, any measurable objectives, and progress on implementation	Adopted	Code 9.6 Sept 2021	S&G Committee Clerk	Delegated	Code SO/TOR B 4
186.	The Board should ensure adequate resources and policies are in place to allow the Board and the executive to implement and monitor EDI related objectives and activities	Adopted	Code 9.7 Sept 2021	AQ&S Committee Director of Personnel	Delegated	Code
187.	Boards should ensure there is diversity in recruitment panels for senior post holders and other senior roles and monitor the strategies and extent to which the pools of candidates for senior roles are diverse	Adopted	Code 9.8 Sept 2021	Director of Personnel/ Clerk	Delegated	Code
188.	<p>The Board should encourage inclusive and accessible membership and participation on the Board by:</p> <p>Seeking to understand its responsibilities in this area and periodically taking part in training on diversity and inclusion.</p> <p>Actively developing inclusive boardroom culture, processes and behavior.</p> <p>Regularly reviewing the skills, experience and diversity of background of its members to find imbalances and gaps to inform governor recruitment and training.</p> <p>Making efforts to remove, reduce or prevent obstacles which obstruct individuals, from underrepresented groups or with protected characteristics, from being board members.</p> <p>Recognising the value of a diverse Board and establishing suitable diversity and inclusion objectives for itself.</p>	Adopted	Code 9.9 Sept 2021	S&G Committee	Delegated	Code SO/TOR B 4, C 1

	Ensuring that performance in diversity and inclusion is examined as part of its regular governance self-assessments and board reviews. Ensuring reviews of chair performance consider the inclusiveness of meetings and the extent to which an environment is created where board members can constructively challenge each other, and all voices are heard					
189.	The Board must ensure that there are organised and clear governance and management structures, which are subject to regular review	Adopted	Code 10.1 Sept 2021	S&G Committee	Recommendation	Code SO/TOR B 4
190.	The Board must ensure that there are well understood documented delegations and authorities that are complied with and are subject to regular review	Adopted	Code 10.2 Sept 2021	S&G Committee	Recommendation	Code SO/TOR B 4
191.	The Board must have clear and documented governance rules that include the number and category of members constituting a quorum, conduct of meetings, declaration of interests, confidentiality and terms of references for all committees	Adopted	Code 10.3 Sept 2021	S&G Committee	Recommendation	Code SO/TOR C
192.	The Board must appoint a clerk. The clerk must be allowed to provide independent advice, report directly to the Board, and have the appropriate skills and experience to facilitate effective governance	Adopted	Code 10.4 Sept 2021	Board	Approval	Code SO/TOR C 2.12
193.	The Board should be of an appropriate size comprised of a diverse mix of skills, experience and characteristics and should use appropriate structures such as working groups or committees to effectively oversee the college and meet the requirements in this code.	Adopted	Code 10.5 Sept 2021	S&G Committee	Recommendation	Code SO/TOR B 4
194.	The Board and its committees should have the balance of skills, experience and knowledge to enable them to discharge their duties and responsibilities effectively	Adopted	Code 10.6 Sept 2021	S&G Committee	Recommendation	Code SO/TOR B 4
195.	The Principal should be a governor subject to the board's governing	Adopted	Code 10.7 Sept 2021	Board	Approval	Code SO/TOR B 1

196.	The Board must include Student and Staff governors	Adopted	Code 10.8 Sept 2021	S&G Committee	Recommendation	Code SO/TOR B 1, B 4
197.	The full Board should meet as often as is required to undertake its responsibilities, this should, as a minimum, be organised on a termly basis.	Adopted	Code 10.9 Sept 2021	Board		Code SO/TOR B
198.	Boards and their committees should have a culture of inclusion, openness and engagement, with all matters open to discussion by every member, subject to exceptions provided for in the colleges governing documents	Adopted	Code 10.10 Sept 2021	Board and Committees		Code SO/TOR B
199.	The Board may delegate some of its activities to committees and/or the chair but should agree a formal schedule of matters reserved for collective decision	Adopted	Code 10.11 Sept 2021	Committees/Chair as applicable	Delegated	Code SO/TOR B
200.	The Board must adopt or must have due regard to the colleges senior postholder Remuneration code, December 2018	Adopted	Code 10.12 Sept 2021	Remuneration Committee	Recommendation	Code, SPH Code, SO/TOR B 6
201.	Where colleges are registered with the OfS, they may choose to adopt the CUC Higher Education senior staff Remuneration code without explanation. Alternatively, OfS registered colleges may adopt the AoC senior postholder Remuneration code with an explanation as prescribed by the OfS' Higher Education Regulatory Framework	Adopted AoC SPH's Remuneration Code	Code 10.13 Sept 2021	Remuneration Committee	Recommendation	Code, SPH Code, SO/TOR B 6
202.	The Board must appoint a Chair and one or more Vice-Chairs. This must be for a set period and should be subject to performance review.	Adopted	Code 10.14 Sept 2021	Board	Approval	Code SO/TOR C 2
203.	The Chair and Vice Chair(s) appointment process must be agreed by the Board as a formal part of the corporation's governance procedures	Adopted	Code 10.15 Sept 2021	S&G Committee	Recommendation	Code SO/TOR C 2
204.	The Chair and Vice Chair(s) should have a role description agreed by the board	Adopted	Code 10.16 Sept 2021	S&G Committee	Recommendation	Code SO/TOR C 2
205.	Incorporated in Standing Orders (Chair's appointment and role)	Adopted	Code 10.17-10.21	Board S&G Committee	Approval Recommendation	Code SO/TOR C 2

206.	The Board must have a policy and procedure for all Board appointments. This policy should include: (a) a regular review of the existing board to ensure that it has the appropriate diversity of skills, experience, and backgrounds to provide strong governance, and to identify any need for new governors with particular skills, (b) the process for searching for new governors and for selecting applicants (c) the process for the nominating and appointing of staff and student governors	Adopted	Code 10.22 Sept 2021	S&G Committee	Recommendation	Code SO/TOR B 4
207.	Board members behaviour incorporated in Standing Orders (Members' conduct and expectations)	Adopted	Code 10.23-10.10.28	Governors S&G Committee	Delegated as applicable	Code SO/TOR C
208.	The Board should satisfy itself that plans are in place for an orderly succession of its membership so as to maintain an appropriate balance of skills and experience, with the progressive refreshing of key roles	Adopted	Code 10.29 Sept 2021	S&G Committee	Recommendation	Code SO/TOR B 4
209.	The Board may set up a committee that undertakes a variety of search and planning functions on behalf of the board. This may include reviewing board membership and succession planning, operating the recruitment procedure, undertaking an assessment of board performance, board member development and recommending the clerk's appointment	Adopted	Code 10.30 Sept 2021	S&G Committee	Recommendation	Code SO/TOR B 4
210.	The Board, search committee, or other group delegated this function, should produce an annual statement or report which describes the work undertaken, including the board's recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation	Adopted	Code 10.31 Sept 2021	S&G Committee	Delegated	Code SO/TOR B 4

211.	All members, excluding the Principal, must be appointed for a given term, which may be renewable subject to satisfactory performance. Renewal should not be automatic and should only take place after proper consideration of the governor's attendance, contribution to the work of the corporation and assessment against the skills audit.	Adopted	Code 10.32 Sept 2021	S&G Committee	Recommendation	Code SO/TOR B 1.3
212.	Governors should not normally serve for more than two terms of four years or three terms of three years (a maximum of either eight or nine years)	Adopted	Code 10.33 Sept 2021	S&G Committee	Recommendation	Code SO/TOR B 1.3
213.	Charity trustees must not normally derive any personal benefit from their position of trust. Boards must seek Charity Commission approval if they wish to remunerate members for being a trustee/governor	Adopted	Code 10.34 Sept 2021	S&G Committee	Recommendation	Code SO/TOR C 1
214.	Boards should adopt policies and procedures for reimbursing the travel and other incidental expenses of members	Adopted	Code 10.35 Sept 2021	S&G Committee	Recommendation	Code SO/TOR C 2.4
215.	The Board should ensure that new board members receive a full induction on joining the Board and that student governors are provided with specific training and support for their role	Adopted	Code 10.36 Sept 2021	S&G Committee	Recommendation	Code SO/TOR C 2.7
216.	The Board should regularly refresh their skills and knowledge through development activities and briefing funded by the college	Adopted	Code 10.37 Sept 2021	S&G Committee	Recommendation	Code SO/TOR C 2.7
217.	All board members should ensure that individually and collectively they have or acquire sufficient understanding of the work of the college and the educational landscape to be able to engage fully in the affairs of the board	Adopted	Code 10.38 Sept 2021	S&G Committee	Delegated	Code SO/TOR B 1
218.	The Board should consider providing training and development tailored to their roles for governors who are appointed as chairs of the Board or of its Committees	Adopted	Code 10.39 Sept 2021	S&G Committee	Delegated	Code SO/TOR B 1, B 4, C 2.7
219.	The Clerk should keep records of the development activity of all board members. A	Adopted	Code 10.40 Sept 2021	S&G Committee/ Clerk	Delegated	Code SO/TOR B 1, B 4

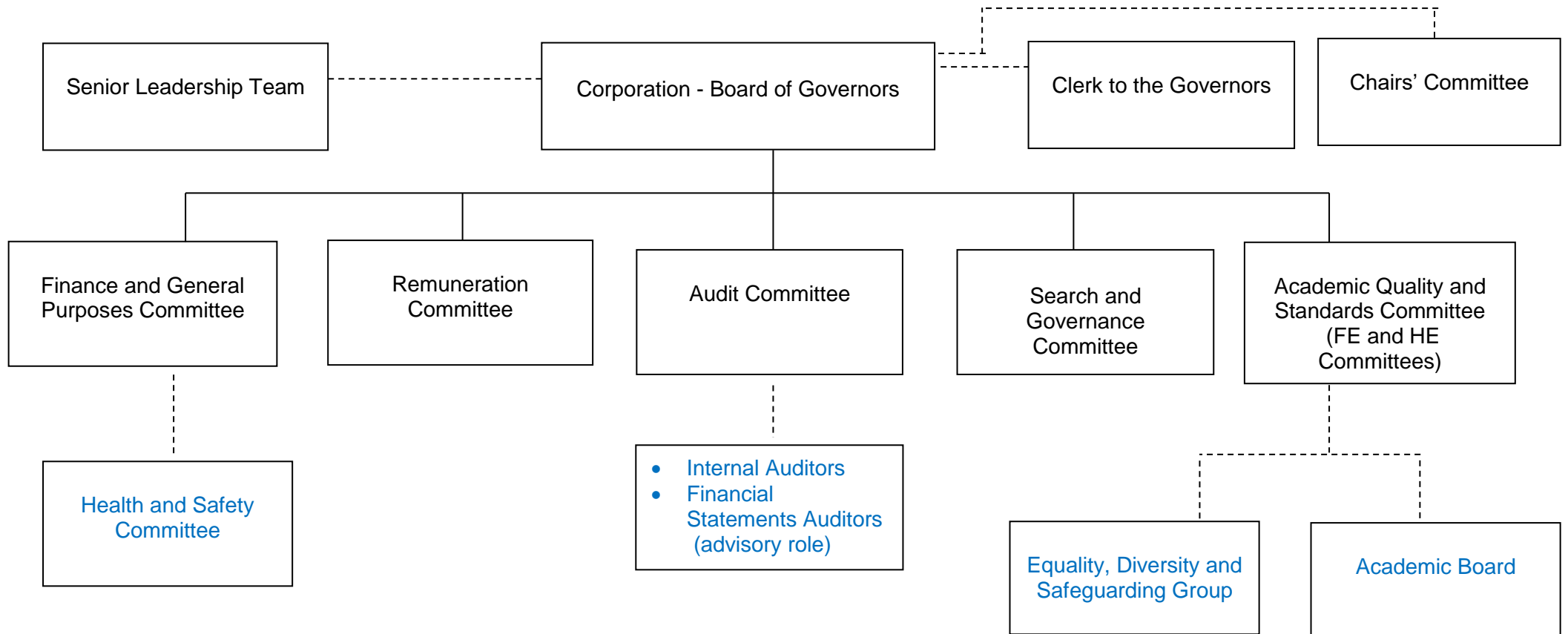
	statement on the annual training completed by governors should be included in the annual report.					
220.	The Principal must be responsible for the executive management of the College and its day-to-day direction	Adopted	Code 10.41 Sept 2021	Principal	Delegated	I&As Code SO/TOR Appendix 2 Principal's JD
221.	The Principal must respect the role of the Board and ensure that appropriate matters are brought to the Board, taking advice of the Clerk and Senior Leadership Team as necessary	Adopted	Code 10.42 Sept 2021	Principal	Delegated/ recommendation as applicable	Code SO/TOR Appendix 2
222.	The specific responsibilities of the Principal/CEO in relation to Board business must include: <ul style="list-style-type: none"> • Ensuring that Board decisions are implemented through the College's management structure • Advising the Board as required • Undertaking the role of the Accounting Officer 	Adopted	Code 10.43 Sept 2021	Principal	Delegated/ recommendation as applicable	I&As FM Code Principal's JD
223.	The Principal is responsible for prompt and coherent management reports to governors on the college's activities and prospects, including the emergence of major new risks and opportunities; and for facilitating appropriate opportunities for board members to see first-hand the work of the college and meet with students and staff	Adopted	Code 10.44 Sept 2021	Principal	Delegated/ recommendation as applicable	Code SO/TOR Appendix 2 Principal's JD
224.	The Board must appoint a person to act as the Clerk to the Corporation. This role may be given another title appropriate to the organisation but must provide an independent advisory function	Adopted	Code 10.45 Sept 2021	Selection Committee	Recommendation	Code SO/TOR C 2.12
225.	In dealing with Board business, the Clerk should be solely responsible to the Board and have a direct reporting line to its Chair. The Clerk must inform the Board of any potential conflicts of interest in any aspect of their work at the college. The Board should decide how this will be managed	Adopted	Code 10.46 Sept 2021	Clerk/Chair	Delegated	Code SO/TOR C 2.12 Clerk's JD

226.	The Board must protect the Clerk's ability to carry out their responsibilities, by ensuring adequate time and resources, including appropriate training and development and support staff where necessary, to undertake the role effectively	Adopted	Code 10.47 Sept 2021	Clerk/Chair	Delegated	Code Clerk's JD
227.	A statement on the annual training completed by the Clerk should be included in the annual report	Adopted	Code 10.48 Sept 2021	Clerk	Delegated	Code SO/TOR B 4
228.	The Clerk must not be a member of the Board	Adopted	Code 10.49 Sept 2021			Code SO/TOR C 2.12
229.	The Clerk must inform the Board if they believe that any proposed action would exceed its powers or involve regulatory risk	Adopted	Code 10.50 Sept 2021	Clerk	Recommendation	Code SO/TOR C 2.12 Clerk's JD
230.	The Board must regularly assess its effectiveness, ensuring continuous improvement, thereby not only enhancing its own performance but providing an example to the College	Adopted	Code 10.51 Sept 2021	Board and Committees	Approval/ recommendation as applicable	Code SO/TOR B 4
231.	The Board must conduct an annual governance self-assessment and at intervals of no more than 3 years, commission an external review by using a suitable external facilitator with the skills and experience to evaluate the board's performance. Actions from external reviews should also be widely published and/or included in the annual report in relevant years	Adopted	Code 10.52 Sept 2021	S&G Committee	Recommendation	Code SO/TOR B 4
232.	The governance self-assessment and/or review should include but is not limited to: (a) an assessment of performance against the values and principal responsibilities set out in this code. (b) the extent to which committees have been effective and have met their terms of reference and remain fit for purpose. (c) the extent to which the board has been effective and has met their objectives and remain fit for purpose. (d) the extent to which board members have met their remit and participated in the board and its committees.	Adopted	Code 10.53 Sept 2021	S&G Committee and Clerk	Delegated	Code SO/TOR B 4

	<p>(e) the success of the college as a whole in meeting strategic objectives and associated performance measures and the contribution the board has made to that success.</p> <p>(f) where possible, benchmark its performance and processes against other comparable colleges and/or relevant institutions outside the FE sector.</p> <p>(g) views of the executive and relevant bodies and of staff, parents, governors, employers, and student communities.</p> <p>(h) Evaluation of an inclusive boardroom culture and the environment that has been created for effective challenge</p>					
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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

