

**BOARD OF GOVERNORS**

**STANDING ORDERS FOR THE CONDUCT OF BUSINESS**

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**INTERPRETATION**

1. In these Standing Orders :

“College” means Riverside College Halton

“Board” means the Board of Governors of Riverside College Halton

“Committee” means a committee of the Board

“Chair” means the Chair of the Board or of a committee of the Board

“Vice-Chair” means the Vice-Chair of the Board

“Governor” means a member of the Board of Governors

“Co-opted non-governor member” means a person who is not a governor but who is appointed as a member of a committee

“Principal” means the Principal of Riverside College Halton

Words importing one gender shall import all genders and the singular number shall include the plural and vice versa (unless the context otherwise requires).

1. These Standing Orders are intended to be supplementary to the Instrument and Articles of Government set out in The Further Education Corporations (Former Further Education Colleges) Modification of Instruments and Articles of Government) Order 2012. In the event that any question arises as to the interpretation of these Standing Orders, any statutory provision for the time being in force affecting further education corporations shall take precedence.
2. Having first taken the advice of the Clerk, the ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Board or a committee, nor be open to discussion.

## THE COMPOSITION OF THE BOARD

## 4. In line with the Instrument of Government*,* the total number of governors determined by the Board is 15 in the following membership categories:

External 10

Staff 2

Student 2

Principal 1

**APPOINTMENT OF GOVERNORS**

5. Governors will be selected and appointed in accordance with the Policy on the Selection of Governors contained in Appendix 1.

**APPOINTMENT OF CHAIR AND VICE-CHAIR**

## 6. Unless otherwise decided by the Board, the Chair and Vice-Chair shall hold office from 1st August in the year of appointment until 31st July of the following year. This provision is subject to the right of the Board to remove the Chair or Vice-Chair from office or for either office holder to resign in accordance with the provisions set out in the Instrument of Government.

7. The procedure set out in Appendix 2 will be used for the appointment of the Chair and Vice-Chair, as appropriate.

8. At the expiry of their term of office, the Chair or Vice-Chair shall be eligible for reappointment subject, under normal circumstances, to a maximum of four consecutive terms of office.

9. If the Chair or Vice-Chair resign or are removed from office during their term of office, the appointment of his/her replacement will be made at the first Board meeting following his/her resignation/removal.

10. Whilst any governor is free at the appropriate time to nominate another governor for appointment as Chair or Vice-Chair, the Search & Governance Committee will seek to identify governors who might be appointed to these positions in the future. This is with the intention of avoiding a situation in which the Chair and the Vice-Chair either reach the end of their terms of office or decide to stand down and there is no governor available or willing to take their place.

11. The position of Vice-Chair may be used in the context of succession planning although it will not always be the case nor the intention that the Vice-Chair succeeds the Chair.

12. The role & responsibilities of the Chair are set out in Appendix 3.

**APPOINTMENT OF THE CLERK TO THE GOVERNORS**

## 13. The Board shall appoint the Clerk to the Governors on contractual terms approved by the Board. The role of the Clerk is set out in Appendix 4.

**ELIGIBILITY OF GOVERNORS TO SERVE**

14. As a condition of Board membership, governors are required to declare their eligibility to serve. This declaration shall be made before appointment as a governor and at the start of each academic year thereafter. The form of the Declaration is given in Appendix 5.

**GOVERNORS’ TERMS OF OFFICE**

15. The term of office of governors will be four years, with the following exceptions:

1. The Principal, who shall serve for the period of appointment as Principal
2. The staff governors, who shall serve for two years
3. The student governors, who shall serve for one academic year

16. In accordance with the recommendations of the Committee on Standards in Public Lifeand the AOC English Colleges’ Code of Good Governance, a governor shall not serve for more than two consecutive periods of four years or for a total of more than eight years. However, the Board may vary this general rule if there are exceptional reasons for a governor being appointed for a further term of office (such as them taking on a more senior role within the Board, for example, the chairship of a committee) or for their term of office being extended.

17. Reappointments of eligible governors will not be automatic and will be submitted for

approval by the Board on the recommendation of the Search & Governance Committee, following a rigorous assessment of performance and contribution.

**TERMINATION OF MEMBERSHIP**

18. Should the Chair, or in the Chair’s absence the Vice-Chair, consider that it may be appropriate for the Board to remove a governor from office under Clause 10(2) of the Instrument of Government, the procedure set out in Appendix 6 shall apply.

19. Similarly, should the Chair, or in the Chair’s absence the Vice-Chair, consider that it may be appropriate for the Board to remove a co-opted non-governor member of a committee from office, the procedure set out in Appendix 6 shall apply.

**GOVERNORS’ INTERESTS**

20. Governors will be required, as a condition of Board membership, to declare any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect their judgement in relation to any aspect of the College’s business. This declaration shall be made before ***their*** appointment as a governor and at the start of each academic year thereafter. The form of the Register of Interests is given in Appendix 7.

**CODE OF CONDUCT FOR GOVERNORS**

21. As a condition of Board membership, governors must agree to be bound by the Code of Conduct for Governors approved by the Board. A copy of the Code must be signed to that effect before appointment as a governor. The Code of Conduct for Governors is set out in Appendix 13.

**ROLE OF INDIVIDUAL GOVERNORS**

22. The role that an individual governor is expected to fulfil, together with an estimate of the time commitment involved, is set out in Appendix 8.

## MEETINGS OF THE BOARD

23. Only the business on the agenda will be discussed at Board meetings except for urgent matters which the Chair rules may be considered. Full details of such matters must be given to the Clerk in advance of the meeting and the Chair’s approval obtained before such items are raised.

24. Governors will sign a register of attendance, any omissions from which may be remedied by the Clerk by including the governor’s name in the minutes.

25. The Principal shall be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate.

26. Any question of attendance by any other person at a meeting of the Board shall be decided by the Board on the recommendation of the Chair after taking advice from the Principal and the Clerk.

27. Reports to the Board shall comply with the format specified at Appendix 9.

**ATTENDANCE**

28 The Clerk will include in the minutes a reference to governors who join the meeting after the start or who leave it prior to the end of business.

29 All governors are expected to achieve the agreed attendance target of 80% across all Board and Committee meetings. Regular reports on attendance at Board and committee meetings by individual governors will be made to the Search & Governance Committee, with appropriate action taken to address any issues.

30 By prior arrangement and with the approval of the relevant Chair, governors who are unable to attend the meeting in person may, by exception, participate in the meeting via telephone or video-conferencing.

## PROCEEDINGS OF MEETINGS

31. Meetings of the Board shall be conducted informally and decisions will normally be made by a vote involving a show of hands. Immediately after a vote has been taken, any governor may ask for the way in which he voted (or abstained) to be recorded in the minutes.

32 Should the Chair, or the Board by resolution, determine that it would be appropriate to conduct a debate on a specific issue formally, the rules of debate contained in Standing Orders 30-43 will apply.

**General**

33. When speaking, governors will address the Chair. If two or more governors wish to speak at the same time the Chair will decide who shall speak first. A governor who is speaking will immediately be silent if the Chair so requests or if another governor raises a point of order.

34. Every motion or amendment must be moved and seconded, except that the Chair may move a motion without the requirement for a seconder. If the Chair so requires, a motion or amendment must be submitted in writing to the Clerk and read aloud before it is put to the meeting.

## Relevance

35. Every governor who speaks must direct his or her speech strictly to the motion or matter under discussion, or to a motion or amendment which he moves, or to a point of order.

## Points of Order

36. Any governor wishing to raise a point of order must state at the outset the Standing Order which he believes has been infringed. Every point of order will be decided immediately by the Chair whose decision will be final.

## Motions and Amendments

37. A governor may not move or second more than one amendment on any motion.

38. Once moved and seconded, a motion or amendment may not be withdrawn without the consent of the Board.

39. With the consent of the Board, a governor may, with the consent of his or her seconder, alter a motion which he has moved. The alteration must be one which could be made as an amendment under Standing Order 37.

40. Every amendment must be relevant to the motion under discussion and will either:

1. move the reference of the matter back to a committee
2. leave out words
3. add words, or
4. leave out words and add others.

41. An amendment which forms the negative of the motion will not be allowed.

42. Whenever an amendment has been moved and seconded, no subsequent amendment may be moved until the first has been dealt with, unless the Chair decides otherwise.

43. If an amendment is lost, other amendments may be moved on the motion.

44. If an amendment is carried, the motion as amended will become the substantive motion, on which further amendments may be moved.

## Procedural Motions

45. Any governor may, at the close of the speech of another governor, move one of the following procedural motions:

1. That the question be now put;
2. That the Board adjourns;
3. That the debate be adjourned;
4. That the Board proceeds to the next item of business.

46. Procedural motions require a seconder. If such a motion is carried, it will be acted on without further discussion.

## DISORDERLY CONDUCT BY GOVERNORS

## 47. If at a meeting of the Board any governor in the opinion of the Chair misconducts himself by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly, or offensively, or by wilfully obstructing the business of the Board, it shall be possible for a governor to move “That (governor’s name) be not further heard” or “That (governor’s name) leaves the meeting”. Such a motion, if seconded, shall be put and determined without discussion. If passed, the named governor will be asked to comply with the Board’s decision.

48. If, after a motion under Standing Order 44has been carried, the misconduct or obstruction is continued which, in the opinion of the Chair, renders the due and orderly dispatch of business impossible, the Chair may, at his/her sole discretion, adjourn or suspend the meeting of the Board for such period as (s)he in his/her discretion shall consider expedient.

## ADJOURNMENT

49. The Chair may at any time adjourn a meeting of the Board. The decision of the Chair in this matter shall be final and shall not be open to discussion.

## PUBLIC ACCESS TO MEETINGS

50. Meetings of the Board of Governors shall not be open to members of the public and representatives of the press.

**PUBLICATION OF MINUTES AND PAPERS**

51. Agendas for Board meetings will be split into two sections as follows:

Part 1 Papers available to the public and the press

Part 2 Confidential – papers not available to the public and the press

52. Agendas and other papers for Board meetings will be organised so that they reflect this structure of business.

53. The criteria for confidentiality under Part 2 of the agenda are:

1. Consideration of strategic optionsor the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Board
2. Consideration of financial or other information relating to procurement decisions, including that relating to the College’s negotiating position
3. Items containing personal information relating to an individual
4. Information provided in confidence by a third party who has not authorised its disclosure
5. Where appropriate, professional advice received from or instructions given to the College’s professional advisers
6. Discussion of any legal proceedings in which the Board or the College is involved
7. Information planned for publication in advance of that publication
8. Any other matters the publication of which would, in the Board’s view, be detrimental to the College’s interests

54. Minutes of the non-confidential part of each meeting will be made available either in

electronic format through the College’s website or in paper format from the Clerk’s office.

**COMPLAINTS ABOUT THE BOARD OF GOVERNORS**

55. Any member of the public wishing to make a complaint against the Board or against an individual governor will be asked to put the matter in writing to the Clerk to the Governors via the College. The Clerk is authorised by the Board to arrange for any such complaint to be investigated and to report to the Education & Skills Funding Agency ~~i~~f in his/her judgement this is warranted by the nature of the complaint.

56. The Clerk will ensure that a full response is made to the complaint and, where a lengthy investigation is undertaken, that the complainant is kept advised of progress. The Board of Governors is committed to acting as openly as possible but reserves the right, acting upon the advice of its lawyers, to keep confidential any matters which should not be publicised. The Clerk will also report on the complaint and the investigation to the Chair and to the Board, as appropriate to the circumstances.

## COMMITTEES

## Constitution and Terms of Reference

57. The committees of the Board and their constitution and terms of reference shall be as set out in Appendix 10.

## Membership and Term of Office

58. Subject to Standing Order 56, a governor’s term of office as a member of a committee lasts until the expiry of his term of office as a governor unless he has been appointed for a further term of office as a governor.

59. The Board will review the membership of committees from time to time, on the advice of the Search & Governance Committee, and may change the membership of committees as it sees fit.

60. Co-opted non-governors of committees will be appointed by the Board (on the recommendation of the Search & Governance Committee) and will normally hold office for one year, which may be renewable, dependent on individual contributions and the Board’s overall skills profile. The Board may vary the length of such terms of office if appropriate and may re-appoint such co-opted members for further terms of office if it so decides.

## Committee Chairs

61. Where the constitution of a committee requires the committee to appoint a chair, he must be selected from amongst the governor members. The Principal, any staff or student governors are ineligible to be appointed as chair of a committee.

## Committee Meetings

62. Committees will meet as scheduled in the annual timetable of meetings approved by the Board. However, the committee chair has authority to rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The committee chair may also cancel a meeting if the Clerk advises that there is insufficient business requiring the committee’s attention to justify holding a meeting before the next scheduled meeting of the committee.

## Committee Minutes

63. Formal minutes of committees will be prepared by the Clerk and submitted to the next scheduled meeting of the Board. Any recommendations made by committees will be referred to specifically on the Board agenda. If the committee meeting has taken place in close proximity to the Board meeting and formal minutes are not, therefore, available, the chair of the committee will provide a verbal report to the Board on the proceedings of the committee meeting, including any recommendations and issues/concerns raised.

64. Having regard to the criteria for confidentiality set out in Standing Order 50, the Clerk will prepare separate minutes for the non-confidential and confidential items so that the minutes are submitted to the Board in the appropriate part of the Board agenda.

65. The Board’s written policy on the publication of the minutes, as required by Article 8 of the Articles of Government, is set out in Appendix 11.

## Attendance at Committee Meetings by Persons who are not Committee Members

66. The Board’s written policy on attendance at committee meetings by persons who are not committee members, as required by Article 8(a) of the Articles of Government, is set out in Appendix 11.

67. The Standing Orders of the Board set out herein shall apply to committee meetings subject to any specific provisions relating to committees contained in Standing Orders 54-63.

## URGENT ACTION

68. If, in his opinion, any matter which would otherwise be the responsibility of the Board, is of an urgent nature, the Principal may, in consultation with the Clerk, obtain the agreement in writing of the Chair of the Board (or in his absence the Vice-Chair), to take action necessary to deal with the matter**,** provided always that none of the responsibilities of the Board referred to in Articles 9 and 10 of the Articles of Government may be the subject of such action.

69. Every such decision shall be reported to the next available ordinary meeting of the Board.

## AUTHENTICATION OF DOCUMENTS

### Common Seal

70. The Common Seal of the Board must be kept in a safe place at the College and must be secured by a lock, the key to which will be kept in accordance with arrangements approved by the Clerk. The Clerk will authorise the affixing of the Common Seal to any document which requires to be sealed for the transaction of the business of the Board. The application of the Seal shall be authenticated by the signature of the Chair (or in his/her absence the Vice-Chair) together with that of any other governor.

71. A record will be kept by the Clerk of the sealing of every order, deed, or other document to which the Common Seal of the Board has been affixed.

72 An annual report on the use of the seal will be submitted to the Finance & Resources Committee.

**Signing Of Documents**

73. The Principal is authorised to sign on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the Board or its committees or any other matter in furtherance of the College’s business. Any such signatures are subject to the delegated authority limits set out in the College’s Financial Regulations.

## SUSPENSION OF STANDING ORDERS

74. Any Standing Order may be suspended at any meeting provided that a majority of the governors present and voting so decide and provided that in so doing there is no conflict with any statutory requirement.

**VARIATION OR REVOCATION**

75. Any amendment, variation, addition to or revocation of these Standing Orders shall be approved by the Board and shall take effect from the conclusion of the meeting at which the Board’s approval is given, subject to any direction to the contrary given by the Board. Any such changes to these Standing Orders shall not be made in such a way that a conflict is created with any provision of the Instrument and Articles of Government of the College which take precedence at all times.

**REVIEW AND UPDATING**

76 The Clerk to the Governors will review these Standing Orders, and any other relevant policies and procedures relating to College governance, at least annually and will recommend to the Board any necessary revisions. Any suggested amendments will be presented to the Search & Governance Committee, which will make a recommendation for their adoption to the full Board.

APPENDIX 1

**POLICY ON THE SELECTION & APPOINTMENT OF GOVERNORS**

**1. INTRODUCTION**

* 1. The Search & GovernanceCommittee has the responsibility for advising the Board on all aspects of the Board’s membership, including the appointment and reappointment of governors. The Committee will review on an annual basis those terms of office that are due to expire and will seek to ensure that periods of time when the Board is below full strength are minimised.
  2. It is the responsibility of the Clerk to the Governors to alert the Search & GovernanceCommittee when a governor’s term of office is nearing expiry. The Committee will use this policy when arranging the recruitment of a replacement or the reappointment of an existing governor. This will include keeping the Board’s skill and diversity mix under review to fill any possible gaps.

**2. Expiry of the Term of Office of an Existing Governor**

2.1 The Clerk to the Governors shall report to the Search & Governance Committee the name of any governor whose term of office is nearing its expiry. This must be done in sufficient time for the Committee to report to the Board at its last meeting before the term of office expires. When the governor under consideration is a member of the Search & Governance Committee, that governor shall withdraw from the meeting and take no part in the decision or voting in relation to his/her future membership of the Board.

2.2 The Search & Governance Committee will consider whether or not to make a recommendation to the Board that the governor be appointed to serve for a further term of office. The Committee shall base their decision on the following factors:

1. Whether the skills and experience of the governor are still required
2. Whether it would be appropriate to take the opportunity to refresh the range of skills and experience available to the Board;
3. The Board’s diversity profile;
4. The governor’s contribution and commitment to the Board’s work
5. The length of the governor’s previous service on the Board

2.3 A governor’s term of office will expire automatically unless the Search & Governance Committee decides to recommend a further appointment and the Board accepts the recommendation. In accordance with the recommendations of the Committee on Standards in Public Life and the English College’s Code of Good Governance, a governor shall not normally serve for more than two consecutive periods of four years. However, the Committee may recommend that the Board waives this general rule if there are exceptional reasons for a governor being appointed for a further term of office or for the extension of the current term of office. The Clerk shall advise the governor of the Committee’s recommendation.

2.4 A recommendation from the Committee that a governor be reappointed for a further term of office will be subject to the governor being willing to serve. The Clerk will ascertain in advance of the Board meeting whether or not the governor in question is willing to be appointed for a further term. If the governor is not so willing, a vacancy will arise and will be dealt with under paragraphs 3.1 to 3.3 of this policy.

2.5 Where the Board decides to appoint an existing governor for a further term of office ***or an extension of their current term of office***, the Board shall make the appointment in accordance with the Instrument of Government of the College.

2.6 Where the Board decides not to appoint an existing governor for a further term of office, a vacancy shall exist and shall be dealt with under paragraphs 3.1 to 3.3 of this policy.

## 3 Filling of Vacancies

3.1 When a vacancy arises for an external governor, for whatever reason, the Search & Governance Committee will approve a specification for the person ideally suited to fill the vacancy. This will be based on the current skill gaps, diversity and any other requirements specified by the Board.

3.2 ***The person/skills specification will be circulated in the most effective manner that is ~~A suitable advertisement will be approved by the Committee (or the Chair of the Board) and placed in publications~~*** likely to reach a broad cross-section of the population and persons ***~~likely~~ who may*** be able to meet the person specification. Existing governors will also be asked to bring the vacancy to the attention of any persons that they think might be suitable for appointment. Applications shall be submitted in writing or electronically to the Clerk to the Governors.

3.3 Where necessary, the Chair, the Principal and the Clerk will shortlist suitable candidates. The Search & Governance Committee will interview the shortlisted candidates and make recommendations to the Board.

**4. STAFF GOVERNORS**

4.1 When the term of office of a staff governor is nearing expiry or a vacancy arises for any

other reason, the Clerk to the Governors will oversee the arrangements for the election of

a new governor following nominations by the staff of the College. The teaching and non-teaching staff governors will be nominated and elected by all permanent staff of the College.Staff governors must be employees of the College.

4.2 When there is a vacancy for a staff governor, the selection process by the staff shall be as follows:

1. Staff ***~~(ie teaching or non-teaching)~~*** will be invited to nominate individuals ***(either teaching or non-teaching, as appropriate for the vacancy that needs to be filled)*** for election on a form prescribed by the Clerk
2. If there is only one nominee, that person’s name will be put forward to the Board of Governors who shall appoint the nominee provided that s(he) is eligible for Board membership
3. Where there is more than one nominee, a ballot will be held in which all permanent members of staff shall be entitled to vote
4. The Clerk shall determine the arrangements for the ballot and oversee the issue and receipt of ballot papers
5. The name of the member of staff selected shall be put forward to the next available meeting of the Board of Governors who shall appoint the nominee provided that s(he) is eligible for Board membership

**5. STUDENT GOVERNORS**

5.1 The student governors shall be nominated and elected by their fellow students.

5.2 The names of the students selected shall be put forward to the Board of Governors which will appoint the nominees provided that they are eligible for Board membership.

**6 THE PRINCIPAL**

6.1 In accordance with the Instrument of Government, the Principal shall be a governor of the College unless s(he) chooses otherwise.

6.2 Separate arrangements apply to the selection and appointment of the Principal.

**7 APPOINTMENTS**

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

1. Declare their interests in the form prescribed by the Board
2. Declare their eligibility for Board membership
3. Agree to be bound by the Code of Conduct approved by the Board

7.2 With the exception of the Principal and the staff and student governors, to whom separate arrangements apply, the Board shall only appoint external governors having first considered the advice of the Search ***& Governance*** Committee and shall do so in accordance with the Instrument and Articles of Government of the College.

**APPENDIX 2**

**PROCEDURE FOR THE ELECTION OF THE CHAIR & VICE-CHAIR OF THE BOARD**

**Annual Appointment**

1 At the penultimate meeting in the academic year (usually March), the Board will consider whether to apply this procedure for the election of the Chair and Vice-Chair for the following year.

2 The current Chair and Vice Chair shall both normally leave the meeting during this discussion and another governor shall be selected to chair the meeting for this item. However, if this causes quoracy difficulties, the Chair and Vice-Chair will leave the meeting separately and each will be assume the chair at the appropriate time.

3 The Board may decide to waive the application of this procedure but shall not do so for more than ***two out of*** three consecutive years.

4 The Clerk will write to all members of the Board inviting them to put their names forward if

they are willing to be appointed to the position of Chair or Vice-Chair (or ***both***) and/or to nominate other governors for these appointments. Any governor wishing to nominate another governor must first ascertain that the prospective nominee is willing to be appointed. (NB. the Instrument of Government states that the Principal and the staff and student governors are ineligible for appointment as Chair or Vice-Chair).

5 The Clerk will prepare and distribute to all governors a ballot paper containing the names of candidates for the election of the Chair. A closing date for voting will be given and responses received after that date will not be counted. If, for any reason, a candidate withdraws from the election, the process will continue with the remaining candidates.

6 The Clerk will publish to ~~the~~ **all** governors the name of the successful candidate. In the

event of a tied vote, the vote cast by the current Chair shall be counted twice (as a casting vote) provided that person is not a candidate in the election. If the Chair is a candidate in the election or did not submit a vote, the Clerk shall organise a re-election using the same procedure.

7 When the Chair has been elected, the Clerk will prepare and distribute a second ballot

paper containing the names of candidates for election as Vice-Chair. A closing date for voting will be given and responses received after that date will not be counted. If, for any reason, a candidate withdraws from the election, the process will continue with the remaining candidates.

8 The Clerk will publish to governors the name of the successful candidate. In the event of a tied vote, the vote cast by the current Chair shall be counted twice (as a casting vote). If the Chair did not submit a vote, the Clerk shall organise a re-election using the same procedure.

9 At the last meeting of the Board before the end of the academic year, the Board will formally appoint as Chair and Vice-Chair the persons elected by the governors. The governors elected shall be absent from the meeting whilst the Board conducts this item of business, unless by doing so the meeting ***would*** become inquorate. In such circumstances, the Chair and the Vice-Chair shall leave the meeting separately***,*** with each assuming the chair at the appropriate point.

**Non-routine appointments**

10 In the event of the **office of** Chair becoming vacant during the academic year, the Vice-

Chair shall assume the Chair whilst the election procedure for the Chair is undertaken as described above. However, should the Vice-Chair be a candidate for election as Chair, a governor who does not intend to stand for election shall be selected by the Board to act as Chair for the appointment of the new Chair only. (This is to avoid the Vice-Chair being able to vote for him/herself in the event of a tied vote).

11 The Clerk will write to all members of the Board inviting them to put their names forward if

they are willing to be appointed to the position of Chair and/or to nominate another governor.

12 The Clerk will prepare and distribute to all governors a ballot paper containing the names

of candidates for the election of the Chair. A closing date for voting will be given and responses received after that date will not be counted.

13 The Clerk will publish to governors the name of the successful candidate. In the event of a tied vote, the vote cast by the Vice-Chair (or by the governor selected by the Board to act as Chair for this matter under paragraph 8) shall be counted twice (as a casting vote).

14 In the event that the Vice-Chair is subsequently appointed as Chair, the Clerk shall arrange the election of a replacement Vice-Chair in accordance with the procedure set out in paragraphs 5 and 6.

15 At the earliest opportunity, the Board will appoint as Chair and Vice-Chair the persons elected by the governors. The governors elected shall be absent from the meeting whilst the Board conducts this item of business, unless by doing so the meeting ***would*** become inquorate. In such circumstances, the Chair and the Vice-Chair elect shall leave the meeting separately with each assuming the chair at the appropriate point.

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16 If the Chair or Vice-Chair resign or are removed from office during their term of office, approval of his/her replacement can be made at the first meeting following his/her resignation/removal.

**APPENDIX 3**

**ROLE AND RESPONSIBILITIES OF THE CHAIR**

1. With the support of the Clerk, to ensure:
2. That appropriate issues are brought to the Board
3. That ~~the~~ business at Board meetings is conducted efficiently and effectively
4. That issues before the Board are debated fully and that all governors have the opportunity to contribute
5. That discussions and decisions are properly summarised and recorded
6. To exercise a second or casting vote where there is an equality of votes on any issue at a Board meeting.
7. To exercise any specific authority delegated by the Board together with a general delegated authority to act, after consultation with the Principal and the Clerk, on any issue arising which is both urgent and important which would normally be dealt with by the Board but which cannot wait for the next meeting. Any such action should be reported to ***~~the Board~~*** for information at the next available ***Board*** meeting.
8. To develop an effective working relationship with the Principal and the Clerk based on a full understanding of the role of the Board in the governance of the College.
9. To provide leadership for the Board.
10. Where appropriate, to offer both general and specific support to the Principal where strategic, major or contentious issues are involved.
11. To appraise the Principal and to ensure appropriate opportunities for development and training for the Principal.
12. To instigate disciplinary action against holders of senior posts should the need arise.
13. To oversee the work of the Clerk to the Governors, review their performance and ***undertake*** their appraisal.
14. To represent the College and the Board on appropriate occasions and**,** in particular, to handle media relations on behalf of the Board.
15. To ensure that arrangements exist for the induction and development of Board members and that these are implemented for all governors.
16. To be prepared to devote sufficient time to the conduct of the Board’s business, including attendance at scheduled meetings, informal discussions with the Principal and the Clerk, participation in training and other briefings provided externally, together with reading and assimilating information relating to the College and the environment in which it operates.

**APPENDIX 4**

**ROLE OF THE CLERK TO THE GOVERNORS**

**Main Purpose:** To provide effective, independent and professional advice and support to the Board of Governors ***(and the Chair, in particular)*** and the Principal

## Main Duties and Responsibilities

1 In line with the paragraph 3(3) of the Articles of Government (2012), the Clerk will be responsible for advising the Corporation with regard to:

1. the operation of its powers;
2. procedural matters;
3. the conduct of its business; and
4. matters of governance practice
   1. To ensure compliance by the Board of Governors with statutory and non-statutory regulations and codes of practice relating to the conduct of its affairs by:
5. Providing effective and efficient professional support and advice to the members of the Board of Governors and the Principal/management of the College;
6. Facilitating the proper conduct of meetings of the Board of Governors and its committees and seeking to ensure that correct procedures are followed;
7. Ensuring that all appointments to the Board of Governors and its committees have been validly made;
8. Giving independent guidance on statutory, constitutional and procedural matters;
9. Obtaining and making available professional advice for the Board of Governors and for individual governors in accordance with their role as governors;
10. Facilitating communication on Board matters between the Board, the Principal and senior staff of the College;
11. Administering those procedures approved by the Board of Governors for making ***available*** information about the Board’s business to the public in accordance with the principle of transparent and open accountability;
12. Ensuring the proper use and recording of the Corporation Seal;
13. Facilitating the induction and training of governors in conjunction with the appropriate internal and external sources/agencies with a view to maximising the effectiveness of the Board of Governors in discharging its responsibilities;
14. Working in a manner which promotes equality & diversity;
15. Undertaking such other duties as the Board of Governors may from time to time reasonably require;

**3** In undertaking the above duties and responsibilities, the Clerk shall advise the Board if, at

any time, it is acting inappropriately or is likely to exceed its powers or infringe general or administrative law. Should the Board decline to act upon the Clerk’s advice, the following arrangements shall apply:

1. Clerk shall put his/her advice to the Board of Governors in writing, having first consulted such external agencies as he/she considers to be appropriate in the circumstances and the Clerk’s advice shall be recorded in the minutes.
2. Should the Board continue to disregard the Clerk’s advice, the Clerk is authorised, without further reference to the Board, to refer the matter to whatever external agencies he/she considers appropriate, including the College’s funding body, its internal and external auditors and the Department for ***Education, through the Education Skills Funding Agency***.

The discharge of the above functions shall not prejudice the contractual position of the holder of the post.

**4** The Clerk is authorised to arrange for any complaint by a member of the public against

the Board or against an individual governor to be investigated. The Clerk may report the matter to the ***Education*** Skills Funding Agency***~~/ Education Funding Agency~~*** if in his/her judgement this is warranted by the nature of the complaint.

Subject to any requirement for confidentiality, the Clerk will ensure that a full response is made to the complaint and, where a lengthy investigation is undertaken, that the complainant is kept advised of progress. The Clerk will also report on the complaint and the investigation to the Chair and the Board, as appropriate to the circumstances.

**APPENDIX 5**

****

**BOARD OF GOVERNORS**

**DECLARATION OF ELIGIBILITY FOR BOARD MEMBERSHIP**

I ……………………………………………………………………… declare that:

1. To the best of my knowledge, I am fit and able to discharge the functions of a member of the Board.
2. I am not currently adjudged bankrupt, nor am I the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, nor have I made a composition or arrangement with creditors, including an individual voluntary arrangement
3. (a) I have not, within the last five years, been convicted, whether in the United Kingdom or elsewhere, of any offence and received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine.

(b) I have not, within the last twenty years, been convicted as set out in paragraph (a) and received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years.

(c) I have not, at any time, been convicted as set out in paragraph (a) and received a sentence of imprisonment, whether suspended or not, of more than five years.

1. I have not, within the last ten years, been removed from office as a governor of a further education college.

**Signed: ……………………………………………**

**Date: ………………………….**

NB. If a member of the Board becomes disqualified at any time under 2 or 3 above, he/she must immediately inform the Clerk to the Governors in writing.

APPENDIX 6

**PROCEDURE FOR THE REMOVAL OF A GOVERNOR FROM OFFICE**

1. **ABSENCE FROM MEETINGS FOR A PERIOD LONGER THAN SIX MONTHS**
   1. The Clerk will be responsible for monitoring the attendance of governors at formally summoned Board and Committee meetings.
   2. If a governor has been absent from meetings of which (s)he is a member for a period of longer than six months without the Search & Governance Committee’s agreement, the Clerk will immediately notify ***~~the Principal and~~*** the Chair of the Board.
   3. The Clerk will then write on behalf of the Chair to the governor concerned explaining the position regarding his/her attendance and advising that this could result in the governor’s removal from office. The governor should be asked to provide, within seven days, written reasons for his/her non-attendance at meetings.
   4. The Clerk will then discuss the matter with the Chair who shall decide, in consultation with the Clerk, whether or not the matter should be referred to the Search & Governance Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Search & Governance Committee considers that there may be grounds for the removal of the governor from office, they shall instruct the Clerk to convene a special meeting of the Board to consider whether the governor should be removed from office.
2. **INABILITY OR UNFITNESS**
   1. Any question, regardless of its source, as to whether or not a governor may be unable or

unfit to discharge the functions of a governor must be referred to the Clerk.

* 1. When such a question is brought to the attention of the Clerk (s)he shall immediately notify the Chair of the Board. If it appears to the Chair that the matter should be pursued, (s)he will decide, in consultation with the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.
  2. The Chair will decide, in consultation with the Clerk, whether or not the matter should be

referred to the Search **& Governance** Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Search **& Governance** Committee considers that there may be grounds for the removal of the governor from office, they shall instruct the Clerk to convene a special meeting of the Board to consider whether the governor should be removed from office.

1. **MEETINGS OF THE BOARD REGARDING THE REMOVAL OF A GOVERNOR**
   1. Meetings of the Board at which the removal of a governor is to be considered shall be convened by the Clerk giving at least seven days’ notice in writing to all parties entitled to attend the meeting. The governor whose removal is being considered (“the governor”) should be provided with written notification setting out why the Board is considering taking such action.
   2. The meeting shall be attended by members of the Board, the Clerk, and the governor. The governor has the right to be accompanied and/or represented by a person of his/her choice.
   3. The governor shall be entitled to attend all parts of the meeting relating to whether (s)he should be removed from office save that (s)he shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board’s decision.
   4. At the meeting, the reasons why consideration is being given to the removal nor shall be explained to the governor and the governor shall have the opportunity to state his/her case in full. Both the governor and the Board shall have the right to examine witnesses if appropriate.
   5. The Board shall decide whether or not the governor should be removed from office. In either case the Clerk shall notify the governor of the Board’s decision in writing as soon as practicable after the meeting and, in any event, within fourteen days.
   6. A governor removed from office shall have no right of appeal against the Board’s decision.
2. **REMOVAL OF A CO-OPTED MEMBER (NON-GOVERNOR) FROM A COMMITTEE**
   1. A person co-opted by the Board to serve as a member of a committee (“the member”) may be removed from membership of that committee if he or she has failed to attend meetings of the committee for a period of six months or more, or for any other reason, at the sole discretion of the Board.
   2. In the event that the Board is considering the removal of a member, the member shall be provided with written notification setting out why the Board is considering taking such action.
   3. The member shall be notified of the time and place of the Board meeting at which the member’s removal is to be considered and the member has the right to provide written representations as to why (s)he should not be removed from membership of the relevant committee or to attend the meeting to state his/her case as to why (s)he should not be removed. The member shall not be entitled to attend any part of the meeting not relating to his/her removal and shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board’s decision.
   4. The Board shall decide whether or not the member should be removed from membership of the committee and the member shall be notified ***by the Clerk*** of the Board’s decision in writing as soon as practicable after the meeting and, in any event, within fourteen days.
   5. A co-opted member removed from membership of a committee shall have no right of appeal against the Board’s decision.

APPENDIX 7



**REGISTER OF INTERESTS OF GOVERNORS AND SENIOR STAFF**

Governors are required to register all business interests, financial or otherwise, which he or she or (so far as he or she is aware) his or her spouse/partner or close relatives may have. The Clerk to the Governors should be informed whenever their circumstances change and the register of interests should be updated accordingly. Guidance notes are provided overleaf.

I ……………………………………………………………. declare the following interests:

|  |
| --- |
| **MY INTERESTS (see notes on reverse before completion)** |
| **MY SPOUSE/PARTNER’S INTERESTS** |
| **INTERESTS OF OTHER CLOSE RELATIVES**  **Name Relationship to me Interests** |

#### Signed : ………………………………. Date : ………………………………..

**Notes on completion of Register of Interests:**

1. Senior staff, for the purposes of declaration of interests, are defined as :
2. Principal
3. Deputy Principals
4. Assistant Principals

iii. Clerk to the Corporation

* + 1. Any other member of staff designated by the Principal

1. The Register of Interest enables governors to disclose relevant financial, business or personal interests in a manner which is open and transparent, and demonstrates to the public that such interests have not influenced the Corporation’s decision-making process.
2. For guidance you should consider declaring the following interests :

### 3.1 Financial Interests

1. Remunerated employment, office, profession or other activity
2. Directorship of a company
3. Shareholdings (greater than 5%) in a company (senior staff must declare all shareholdings)
4. Partnership in a business or professional partnership
5. Consultancies (whether or not remunerated)
6. Trusteeship of a trust where you or your spouse/partner or a member of your family may be a beneficiary
7. Gifts or hospitality offered by outside bodies and arising from your position as a governor
8. All known financial interests with the College, such as provision of goods and services or remuneration for lectures or academic consultancies

### 3.2 Personal Interests

1. Membership of another public body, including :

* Local Authorities
* Health Authorities
* NHS Trusts
* School, Academy Trust or College Governing Bodies
* Education & Skills Funding Agency

1. Unremunerated posts, honorary positions and other positions that might give rise to a conflict of interest or of trust
2. Membership of closed organisations

4. Other members of your family includes father, mother, brother, sister, child, stepchild or grandchild.

5. Note that the register is open to public inspection.

**APPENDIX 8**

**ROLE AND RESPONSIBILITIES OF A GOVERNOR**

## Main Responsibilities of the Board of Governors

Under Article 3(1) of the College’s Articles of Government the Board is responsible for:

1. The determination and periodic review of the educational character and mission of the College and for the oversight of its activities.

i(i) Publishing arrangements for obtaining the views of staff and students on the

determination and periodic review of the educational character and mission of the College and for the oversight of its activities.

1. Approving the quality strategy of the institution.
2. The effective and efficient use of resources, the solvency of the College and the Corporation and for safeguarding their assets.
3. Approving annual estimates of income and expenditure.
4. The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk.
5. Setting a framework for the pay and conditions of service of all other staff.

### Responsibilities of Individual Governors

1. To attend meetings of the Board of Governors and other occasional events arranged by the College.
2. To be a member of at least one committee of the Board and to attend the necessary meetings.
3. To participate actively and constructively in meetings of the Board and the appropriate committees and, in doing so, to assist the Board in its oversight of the College’s activities and ***the*** effectiveness of College management
4. To take an active interest in further education in general and in the College in particular.
5. To sign and abide by the Code of Conduct for governors as approved by the Board and to declare any relevant financial, business and personal interests in accordance with the Register of Interests approved by the Board.
6. To contribute to the strength of the Board by bringing an external perspective and experience to the Board’s oversight of the College but to stop short of giving professional advice.
7. To act as an ambassador for the College and to foster good relations between the College and the local community.
8. Always to act in the best interests of the College and not to speak or vote as if mandated by other persons or bodies.

ix To commit an appropriate amount of time to effectively discharge his/her responsibilities as a governor, attending Board and committee meetings, training sessions and other College events.

**APPENDIX 9**

****

**(Font for this Section: Tahoma, 12 pitch)**

BOARD/COMMITTEE MEETING – DATE OF MEETING (eg 12TH OCTOBER 2016)

**TITLE OF REPORT** (This should match the agenda item title)

Report by **(Title)**

**(Font for this Section: Tahoma, 11 pitch)**

**1 INTRODUCTION**

a) Outline the purpose of the report.

b) State where the subject matter of the report has arisen from, for example, ***E***SFA requirements or to ensure compliance with the Instrument & Articles of Government.

c) Remind governors of any previous consideration they have given and the outcome.

d) If more than one point is made, each section should be numbered: 2.1, 2.2 etc. for ease of reference.

**2 ISSUES**

1. Needs to be set out clearly in a logical order.
2. Points should be numbered: 2.1, 2.2 etc. for ease of reference.
3. Sub-headings should be used if appropriate – these should be in **Bold** text and each word should be capitalised, but no underlining.

d) Areas to consider (these are not exhaustive):

* Strategic
* Curriculum
* Financial
* Policy
* Impact on learners
* Health & safety
* Risk assessment

1. Must be geared to the needs of the audience i.e. the average governor’s

likely level of understanding and be as jargon free as possible - put acronyms in full ***when first used***.

1. Draw particular attention to the key points, so that governors can quickly focus in on the main issues that will determine their decision.
2. Such issues should be expressed clearly and without bias - never be tempted to gloss over or conceal important factors.

h) Strike a balance between too much detail and the Board’s all-important requirement for enough information to enable them to reach a well-informed and well-reasoned decision.

**3 ACTION REQUIRED**

3.1 Where a decision is necessary, sum up and present a particular course of action where one is preferred by management.

3.2 If it is decided not to make a specific recommendation, just sum up and say “The Board’s instructions are requested”.

3.3 If the report is for information only, this should be stated.

|  |  |
| --- | --- |
| **MEETING** | Committee/Board meeting – Date (format: 4th July 2016) |
| **TITLE OF REPORT** | This should be the same as the agenda item |
| 1. **INTRODUCTION** |  |
| 1. **ISSUES** | Use numbers if more than one point is being made:  2.1  2.2  Leave a blank line between each point. |
| 1. **ACTION REQUIRED** | State whether the item is for information, approval or recommendation |
| 1. **AUTHOR** | Name, Job Title |
| 1. **DATE** | Date of writing the report |

**APPENDIX 10**

**CONSTITUTION &**

**TERMS OF REFERENCE OF**

**COMMITTEES**

**AUDIT COMMITTEE**

### Constitution

1. The membership of the Committee shall be **~~six~~ *five*** eligible governors or ***four*** eligible governors and one co-opted non-governor. Ineligible governors are the Chair **~~and Vice-Chair~~** of the Board, members of the Finance & ***Resources*** Committee and the Principal. No person having any interest, or perceived interest, in the College (or its advisers or suppliers) or who holds executive, management, financial or budgetary responsibilities within the College may serve on the Committee.
2. The Audit Committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Committee should have recent, relevant experience in risk management, finance, audit and assurance.
3. The Chair of the Board shall only attend the Committee when requested to do so by the Committee’s Chair.
4. At the first meeting of the Committee in each academic year, the Committee shall appoint a Chair from amongst its governor members.
5. The Committee shall be quorate when at least three members are in attendance.
6. In the temporary absence of the Chair, a Chair shall be appointed from amongst the remaining governor members for that meeting only.
7. The Committee shall meet at least once in each academic term. Additional meetings may be called as necessary in agreement with the Chair.
8. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

**Operational Matters**

1. The Committee must have the authority to investigate any activity within its terms of reference.
2. The Committee must have the right of access to obtain all the information and explanations it considers necessary to fulfil its remit, from whatever source.
3. The Committee must not adopt an executive role.

### Terms of Reference

1. To assess and provide the Board of Governors with an opinion on:

* the adequacy and effectiveness of the College’s audit arrangements;
* governance/risk management/control framework;
* the processes for the effective and efficient use of resources (value for money);
* the solvency of the institution; and
* the safeguarding of its assets.

2. To advise the Board of Governors on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.

1. To advise the Board of Governors on the scope and objectives of the work of the IAS (or equivalent) and the financial statements auditor.
2. To ensure effective coordination between the IAS and the financial statements auditor.
3. To consider and advise the Board of Governors on the audit strategy and annual internal audit plans for the IAS.
4. To advise the Board of Governors on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor (including their work on regularity) and management’s responses to these.
5. To review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.
6. To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and the financial statements and regularity auditor’s management letters.
7. To report to the Board identifying any matters ***~~in respect of which~~*** ***where*** it considers that action or improvement is needed and making recommendations as to the steps to be taken. Where services other than financial statements, audit and regularity audit are provided, the Board should explain in its Annual Report and Financial Statements how auditor objectivity and independence is nonetheless safeguarded.
8. To consider and advise the Board of Governors on relevant reports by the National Audit Office (NAO), the ***Education*** Skills Funding Agency and other funding bodies, and where appropriate management’s response to these.
9. To establish, in conjunction with College management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for ***the*** price and quality of the audit service is appropriate.
10. To produce an annual report for the Board which summarises the Committee’s activities relating to the financial year under review, including 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 contain:

* the Committee’s view of its own effectiveness and how it has fulfilled its terms of reference
* the Committee’s opinion on the adequacy and effectiveness of the College’s audit arrangements, its governance/risk management/control framework and its processes for securing economy, efficiency and effectiveness (value for money).

The report must be submitted to the Board 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.

13. To oversee the College’s policies on anti-fraud & corruption, irregularity and whistleblowing and to ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity. Investigation outcomes should be reported to the Committee and the external auditors (and internal auditors, where appointed) should be informed and appropriate follow-up action should be planned/actioned. All significant cases of fraud or suspected fraud or irregularity must be reported to the chief executive of the appropriate funding body.

14. To develop and implement arrangements on the engagement of the external auditor to supply services other than for the financial statements, audit and regularity audit, taking into account relevant ethical guidance. The Board should be informed of any additional services provided by the financial statements, regularity and other audit/assurance providers and explain how independence and objectivity were safeguarded.

**FINANCE & *RESOURCES* COMMITTEE**

### Constitution

1. The membership of the Committee shall be the Chair and/or Vice-Chair of the Board of Governors (ex-officio), the Principal, and either upto 2 other eligible governors or one eligible governor and one co-opted non-governor. Ineligible governors are those governors appointed to serve on the Audit Committee.

2. At the first meeting of the Committee in each academic year, the Committee shall appoint a Chair from amongst its governor members (excluding the staff and student governors and the Principal).

3. The Committee shall be quorate when at least three members are in attendance.

4. In the temporary absence of the Committee Chair, a Chair shall be appointed from amongst the remaining governor members for that meeting only.

5. The Committee shall meet at least once in each academic term. Additional meetings may be called as necessary in agreement with the Chair.

6. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

### Terms of Reference

1. To consider and advise the Board of Governors on any matter relating to College policy and strategy, including:
2. Strategic planning for non-academic areas
3. Quality (non-educational)
4. Self-assessment
5. Financial matters including investment and borrowing
6. Major capital projects, land, buildings and estates
7. Human resources
8. Partnership provision
9. Monitoring of financial performance
10. To monitor established College policies in relation to non-educational services (e.g. personnel policies) and to recommend changes thereto as necessary.
11. To recommend the annual estimates of income and expenditure for approval by the Board.
12. To consider at each meeting a monitoring report on the revenue finances of the College and to advise the Board on progress towards achieving its financial objectives.
13. To consider proposals for major capital expenditure and to make recommendations thereon to the Board.
14. To monitor the deployment of non-financial resources, including staff and property, with a view to advising the Board on the effectiveness of the use of such resources.
15. To advise the Board on any course of action regarding the College in any respect or, in urgent circumstances, to consider and determine such action EXCEPT where it relates to:
16. Any matter referred to under Articles 9 and 10 of the Articles of Government of the College\*
17. Any matters relating to the discipline of individual members of staff or students
18. Any matters delegated to another committee of the Board
19. To deal with any matters specifically referred by the Board or by the Principal.

\* **Articles 9 and 10** state that the following may not be delegated by the Board:

* + 1. the determination of the educational character and mission of the institution;
    2. the approval of the annual estimates of income and expenditure;
    3. the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
    4. the appointment of the Principal or holder of a senior post;
    5. the appointment or dismissal of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk’s appointment in the capacity of a member of staff); and
    6. the modification or revocation of the Articles
    7. consideration of the case for dismissal of senior postholders, other than to a committee of governors
    8. the power to determine an appeal in connection with the dismissal of senior postholders, other than to a committee of governors
    9. the power to make rules specifying the way in which a committee for the dismissal of or appeal by a senior postholder shall be established and conducted

### SEARCH & GOVERNANCE COMMITTEE

### Constitution

1. The membership of the Committee shall be the Chair of the Board of Governors (ex-officio), the Principal and upto three other governors.
2. At the first meeting of the Committee in each academic year, the Committee shall appoint a Chair from amongst its members.
3. In the temporary absence of the Committee Chair, a Chair shall be appointed from amongst the remaining governor members for that meeting only.
4. The Committee shall be quorate when at least three members are in attendance.
5. The Committee shall meet at least once in each academic year and on such other occasions, in agreement with the Committee Chair, as are necessary to fulfil the terms of reference.
6. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

### Terms of Reference

1. To advise the Board of Governors on the constitution **and membership** of the Board,

including :

1. The total number of governors
2. The number of members in each membership category and their respective terms of office
3. The membership of committees of the Board
4. The blend of skills and diversity required on the Board
5. The selection and appointment of new governors and the reappointment of existing governors
6. The criteria and procedure for ***the*** removal of existing governors.

In providing advice, the Committee shall take into account the parameters set by legislation and the guidance available on good governance from ***~~the former LSC,~~*** the ***Education*** Skills Funding Agency, the ***Skills Funding Agency and its predecessor bodies, the*** Association of Colleges (including the English Colleges’ Code of Good Governance) and other bodies such as the Committee on Standards in Public Life.

1. To review and make recommendations on governance policies and procedures, including ***the*** Code of Conduct, Standing Orders, governor training and Board/committee/individual governor performance evaluation.

3. Before the expiry of the term of office of existing governors or upon a vacancy arising on the Board, to conduct the approved selection procedure and to recommend to the Board a person or choice of persons to fill the vacancy.

4. To consider proactively and on an ongoing basis the blend of skills required on the Board and to search actively for potential new governors.

5. In the event that it appears to the Committee that there are grounds for removing a governor, to conduct the appropriate procedure and make a recommendation to the Board.

6. To ***consider how ~~ensure that~~*** the Board and its committees ***can*** follow best practice in relation to their business, policies and procedures***, and to make recommendations to this effect.***.

## QUALITY & STANDARDS COMMITTEE

## Constitution

1 The membership of the Committee shall be six governors or five governors plus one co-opted non-governor and shall include the academic staff governor and two student governors.

2 At the first meeting of the Committee in each academic year, the Committee shall appoint

a Chair from amongst its external governor members. (Ineligible governors are the staff and student members.)

In the temporary absence of the Chair, a Chair shall be appointed from amongst the remaining governor members for that meeting only. (Ineligible governors are the staff and student members.)

1. The Committee shall be quorate when at least three members are in attendance, provided

that the staff and student governors do not constitute a majority.

1. The Committee shall meet at least once in each academic term. Additional meetings may

be called as necessary in agreement with the Chair of the Committee.

1. Decisions to be made at meetings of the Committee shall be determined by a majority of

the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

### Terms of Reference

1. To monitor and consider the effectiveness of the College’s quality assurance systems in ensuring measurable ***~~gains~~ improvements*** in educational performance and any associated action.
2. To monitor the College’s preparations for external validation, including Ofsted inspections, and to ensure satisfactory and timely progress against any resulting actions from any such validation processes.
3. To recommend to the Board of Governors and to keep under review methods for assessing educational quality.
4. To monitor the outcomes of learner and employer voice strategies.
5. To receive assessment reports on the quality of all of the educational services provided by the College and advise the Board on any necessary actions undertaken.
6. To monitor the outcome of lesson observations (or their equivalent) and to address with College management any areas of the College where performance is unsatisfactory.
7. To contribute to the setting of educational performance indicators for the College and to monitor and assess performance, with a particular emphasis on student recruitment, retention**, achievement, success and progression**.
8. To monitor progress towards the achievement of educational performance targets set by the Board and to address with College management any areas of the College where performance is unsatisfactory.
9. To oversee the College**’s** self-assessment processes**,** seeking to ensure regular and rigorous assessment of educational performance which identifies strengths and weaknesses, informs strategic planning and leads to continued improvement.
10. To monitor the effectiveness of the standards of service that can be expected by students and other users of College services.
11. To monitor the effectiveness of systems for teaching staff appraisal and professional development.
12. To monitor the effectiveness of the College’s policies and procedures on Equality & Diversity, the Prevent Agenda and Safeguarding and ensur***e*** that these are in accordance with current legislation, published guidance and best practice.
13. ***To receive updates to existing policies or new College policies relating to teaching, learning and assessment and to recommend their approval to the Board.***

**REMUNERATION COMMITTEE**

### Constitution

1. The membership of the Committee shall be the Chair of the Board (ex-officio), the Vice-Chair (ex-officio) and two other eligible ***~~members~~ governors***. Ineligible members are the staff and student governors and the Principal.
2. The Chair of the Board shall act as Chair of the Committee.
3. The Committee shall be quorate when at least threemembers are in attendance.
4. The Committee shall meet at least once in each academic year.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

### Terms of Reference

1. To advise on the remuneration and conditions of service, including disciplinary and grievance procedures, of the holders of senior posts\*.
2. To undertake, or to make suitable arrangements for, the annual appraisal of the Principal and to ensure that appraisal arrangements are in place for other senior postholders.
3. To advise on the remuneration and conditions of service, appraisal, disciplinary and grievance procedure of the Clerk to the Governors.
4. Senior post means the post of Principal and such other posts as the Board may from time to time determine for the purposes of the Articles of Government.

**APPENDIX 11**

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**BOARD OF GOVERNORS**

**POLICY ON:**

**A. Attendance at *Board/C*ommittee Meetings by Persons who are not Governors *~~committee members~~***

**B. The publication of the minutes of *Board/*committee meetings**

1. **Attendance at *Board/C*ommittee Meetings by Persons who are not *Governors***
   1. Meetings of committees of the Board shall not be open to members of the public and representatives of the press.
   2. With the exception of the Audit Committee, the Chair of the Board of Governors shall be entitled to attend and speak (but not to vote) at meetings of any committees of which he/she is not a member. The Chair of the Board of Governors is only entitled to attend meetings of the Audit Committee when requested to do so by the Committee Chair.
   3. Subject to paragraph ***1.8*** below, the Principal shall be entitled to attend meetings of any committee of which he/she is not a member except for the Audit Committee which he/she shall attend only if requested to do so by the Chair of the Committee.
   4. The Clerk to the Governors shall be entitled and expected to attend meetings of all committees except that he/she shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
   5. The Principal is authorised to invite other members of staff to attend committee meetings, subject to the agreement of the Chair of the Committee and in consultation with the Clerk.
   6. The Chair of any committee may invite the attendance of any other person at a committee meeting after having taken the advice of the Principal and the Clerk.
   7. ***The Extended Assurance and Financial Statements Auditors are invited to attend all meetings of the Audit Committee, except where either there are no relevant items on the agenda or the Committee is considering their contract, appointment, dismissal or performance.***
   8. All committees shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered. However, a committee may not exclude the Clerk to the Governors unless the provisions of paragraph 1.4 apply.
2. **Minutes of Committee Meetings** 
   1. Formal minutes of committee meetings will be prepared ***by the Clerk*** and submitted to the next ordinary meeting ***for approval.***
   2. Usually, the Board will receive a report from the relevant committee chair on the items

discussed at the meeting and any recommendations for action by the Board. ***This will be verbal and may be accompanied by the draft minutes (if available at the time of the Board meeting).***

* 1. ***Reports on i***tems which are confidential in terms of the following criteria are prepared separately and submitted in the appropriate part of the Board agenda.

1. Consideration of **strategic options or** the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Board
2. Consideration of financial or other information relating to procurement decisions, including that relating to the College’s negotiating position
3. Items containing personal information relating to an individual
4. Information provided in confidence by a third party who has not authorised its disclosure
5. Where appropriate, professional advice ***is*** received from or instructions given to the College’s professional advisers
6. Discussion of any legal proceedings in which the Board is involved
7. Information planned for publication in advance of that publication
8. Any other matters the publication of which would, in the Board’s view, be detrimental to the College’s interests

2.4 Minutes of the non-confidential part of each meeting will be made available either in

electronic format through the College’s website or in paper format from the Clerk’s office.

**APPENDIX 12**

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**PUBLIC VALUE STATEMENT**

The College believes that its Public Value Statement is contained in its Strategic Plan for 2017/2018. The extracts below form the relevant sections and the full document is available on the website (<http://www.riversidecollege.ac.uk/website/index.php/about-riverside/>) or during office hours from Anne Dunning, PA to the Principalship, at the Kingsway Campus.

**Strategic Objectives for 2017/2018**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 1 | | To achieve high **quality** outcomes for our students by prioritising teaching and learning.  We will do this by: | | |
|  | | 1.1 | Prioritising the delivery of **outstanding quality** in terms of teaching, learning and assessment and the student experience so that all our students reach their full potential. | |
|  | | 1.2 | Striving to create a college community with core values at its heart. | |
|  | | 1.3 | Nurturing our students and staff so that we have high levels of morale and wellbeing, together with creativity, innovation and excellence. | |
|  | | 1.4 | Providing exceptional levels of student care with an emphasis on good citizenship, employability skills and positive progression outcomes. | |
|  | | 1.5 | Investing in our staff to sustain high quality provision. | |
| 2 | | To continue to improve levels of **efficiency** and remain in outstanding financial health.  We will do this by: | | |
|  | | 2.1 | Maintaining financial stability through effective cost control and creating funds to grow. | |
|  | | 2.2 | Investing in and modernising our centres to meet regional priorities. | |
| 3 | To maximise opportunities for **growth**.  We will do this by: | | |
|  | 3.1 | | Investing in growth areas, particularly 16-18, Higher Education, apprenticeships and full cost recovery courses. |
|  | 3.2 | | Prioritising the needs of the people of Halton and the Liverpool City Region. |
|  | 3.3 | | Continuing to be the first choice for school leavers, adult learners and employers while maintaining a market-led, regionally responsive college with an exciting and engaging curriculum. |
|  | 3.4 | | Working in partnership to engage those who traditionally do not participate in education and training. |
|  | 3.5 | | Working with employers to develop a responsive curriculum to close the skills gap and provide a highly skilled local workforce. |

**APPENDIX 13**

**CODE OF CONDUCT**

**FOR GOVERNORS**

**CODE OF CONDUCT FOR GOVERNORS**

1. INTRODUCTION
   1. This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of governors, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Board and Principal as the Chief Executive. This Code is, therefore, aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.
   2. In addition to this Code, governors are recommended to familiarise themselves with the following:
      1. the College’s Instrument & Articles of Government;
      2. the Standing Orders and terms of reference of the Corporation and its committees;
      3. the Financial Memorandum entered into by the College with the ***Education*** Skills Funding Agency***~~/ Education Funding Agency~~***;
      4. the College’s Vision, Values and Strategic Objectives;
      5. the College’s Strategic Plan;

1.2.6 the principles laid down by the Committee on Standards in Public Life (Nolan

Committee) for those holding public office, namely:

* + - selflessness;
    - integrity;
    - objectivity;
    - accountability;
    - openness;
    - honesty; and
    - leadership

An extract from the report of the Nolan Committee setting out these Principles in more detail is set out at Annex 1;

* + 1. the ***~~Joint~~*** Audit Code of Practice issued by the and the ***Education*** Skills Funding Agency);
    2. the UK Corporate Governance Code2012
    3. the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Good Governance Standard).

An extract from the Good Governance Standard setting out the six core principles of good governance is set out at Annex 2;

* + 1. The Governor Training Materials’ (2012) issued by the Learning & Skills Improvement Service as advisory documents or their equivalent.
    2. AoC English Colleges’ Code of Good Governance

All Annexes are available on the governor intranet or from the Clerk to the Governors.

They should not be read as an exhaustive statement of duties, powers or provisions, and governors should refer to the source documents listed above. If a governor is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a governor of the College and for any act or omission in that capacity rests with the individual governor.

* 1. This Code applies to every committee or working party of the Board and to every subsidiary company or joint venture of the College to which governors may be appointed.
  2. By accepting appointment to the Board, each governor agrees to accept the provisions of this Code.

1. INTERPRETATION

In this Code:-

* 1. ‘College’ means Riverside College Halton;
  2. ‘College Vision and Values’ means the statement referred to at paragraph 3.1 of this Code or such other mission statement as may be agreed by the Board from time to time;

2.3 ‘Relevant Funding Agency’ means the ***Education*** Skills Funding Agency and/or ***its predecessor bodies***;

* 1. ‘Board’ means the further education corporation which was established for the purpose of conducting the College;
  2. ‘Governor’, ‘Chair’, ‘Principal’ and ‘Clerk’ mean respectively the member of the Corporation of the College, the Chair of the Board, the Principal of the College and the Clerk to the Governors;
  3. all other definitions have the same meanings as given in the College’s Instrument and Articles of Government; and
  4. words importing one gender import any gender.

1. AIMS AND VALUES
   1. The College’s Vision and Values, together with the strategic objectives of the College agreed by the Board from time to time, seek to encapsulate the core purposes and aims of the College. Governors should have due regard to these purposes and aims when conducting the business of the Board and considering the activities and proposed activities of the College.

The Board recognises its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Board is committed to combating any discrimination within the College on the grounds of any of the protected characteristics set out in the Equality Act 2010 and to the principles set out in the Department for Education & Skill’s (now DfE)Charter for Further Education.

* 1. The Board is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code.

1. DUTIES
   1. Governors owe a fiduciary duty to the College. This means that they should show it the highest loyalty**,** act in good faith and in its best interests. Each governor should act honestly, diligently and (subject to the provisions appearing in paragraph 10 of this Code relating to collective responsibility) independently. The actions of governors should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.
   2. Decisions taken by governors at meetings of the Board and its committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds. Accordingly, governors must not be bound in their speaking and voting by mandates given to them by other bodies or persons.
   3. Governors must observe the provisions of the College’s Instrument and Articles of Government and in particular the responsibilities given to the Board by the College’s Articles of Government. Those responsibilities, including a list of “reserved” responsibilities which are so important that they must not be delegated, are set out in Annex 3.
   4. Governors should comply with the Standing Orders and terms of reference of the Board and its committees to ensure that the Board conducts itself in an orderly, fair, open and transparent manner. Governors and the Clerk must keep those Standing Orders and terms of reference under periodic review.
   5. Governors should also have regard to the different, but complementary, responsibilities given to the Principal as the College’s Chief Executive. The responsibilities under the College’s Articles of Government are set out in Annex 4. Whereas it is the Board’s function to decide strategic policy and overall direction and to monitor executive performance, it is the Principal’s role to implement the Board’s decisions and to manage the College’s affairs within the budgets and framework fixed by the Board. Both parties should work together so that the Board and the Chief Executive perform their respective roles effectively.
2. STATUTORY ACCOUNTABILITY
   1. Governors are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the ***Education*** Skills Funding Agency/ Education Funding Agency as a condition of receiving public funds. A summary of some of the more important requirements of the Financial Memorandum is set out in Annex 5.
   2. Although the ***ESFA is*** the main provider of funds to the College, governors should note that they are also responsible for the proper use of income derived from other sources, such as the Higher Education Funding Council for England (HEFCE) and the European Union (EU) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit.

As accounting officer for the ***ESFA***~~,~~ the Principal is directly responsible and accountable to Parliament for ensuring that the uses ***ESFA*** funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The Principal may be required to appear before the Committee of Public Accounts, alongside the Chief Executive of the relevant

Funding Agency, to give an account of the use made by the College of such funds. The Board is accountable to Parliament for ensuring the financial health of the College and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

1. PUBLIC SERVICE VALUES
   1. Public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in paragraph 1.2.6 and Annex 1 of this Code, and the recognition that students and other users of the College’s services come first, are a requirement of being a governor and should underpin all decisions taken by the Board.
   2. The College’s Public Value Statement is attached at Appendix 13 and is also available on its website.
2. SKILL, CARE AND DILIGENCE

A governor should**,** in all his or her work for the College**,** exercise such skill as he or she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when governors act as agents of the College, for example, when functions are delegated to a committee of the Board or to the Chair. Governors should be careful to act within the terms of reference of any committees on which they serve.

1. POWERS

Governors are responsible for taking decisions which are within the powers given to the Board by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992 as amended by the Learning and Skills Act 2000, the Further Education & Training Act 2007 and the Education Act 2011. A summary of those powers is set out in Annex 6. If a governor thinks that the Board is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk for advice.

1. CONFLICTS OF INTEREST
   1. Like other persons who owe a fiduciary duty, governors should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Board. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
   2. Governors are reminded that under the College’s Instrument of Government they must not take or hold any interest in any property held or used for the purposes of the College or receive any remuneration for their services (save as a member of the College’s staff) without the written approval of the appropriate Secretary of State ***and/or the Charities Commission.***
   3. Under the College’s Instrument of Government governors must disclose to the Board any direct or indirect financial interest they have, or may have, in the supply of work or goods to or for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a description specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Board.
   4. If an interest of any kind (including an interest of a spouse or partner of a governor or of

a close relative of the governor or his or her partner or spouse***)*** is likely to or would, if publicly known, be perceived as interfering with the exercise of a governor’s independent judgement, then the interest (financial or otherwise) should:

* + 1. be reported to the Clerk; and
    2. be fully disclosed to the Board before the matter giving rise to the interest is considered.

9.5 Governors should withdraw from that part of the meeting at which the matter giving rise to the interest is considered if required to do so by a majority of governors present at the meeting. On no account should they vote in relation to the matter or be counted in the quorum.

* 1. For the purposes of paragraph 9.4 “close relative” includes, but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/ brother/sister/child.
  2. Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
  3. The Clerk will maintain a Register of Governors’ Interests which will be open for public inspection. Governors must disclose routinely to the Board all business interests, financial or otherwise, which they may have and the Clerk will enter such interests on the Register. Governors must give sufficient details to allow the nature of the interests to be understood by enquirers. Governors should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, governors should have regard to the meaning given to “interest” in paragraphs 9.1 to 9.3 of this Code.

1. COLLECTIVE RESPONSIBILITY
   1. The Board operates by governors taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the governors collectively and each individual governor has a duty to stand by it, whether or not he or she was present at the meeting of the Board when the decision was taken.
   2. If a governor disagrees with a decision taken by the Board, his or her first duty is to have any disagreement discussed and minuted. If the governor strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Board when it next meets. If no meeting is scheduled, the governor should refer to the power of the Chair or any five governors under the College’s Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the governor’s views in advance to the other governors. Alternatively, as a final resort, the governor may decide to offer his or her resignation from office, after consulting the Chair.
2. OPENNESS AND CONFIDENTIALITY
   1. Because of the Board’s public accountability and the importance of conducting its business openly and transparently, governors should ensure that, as a general principle, students**,** staff and the general public have free access to information about the proceedings of the Board. Accordingly, agendas, minutes and other papers relating to meetings of the Board are normally available for public inspection when they have been approved for publication by the Chair.
   2. There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Board considers sensitive issues or named individuals and for other good reasons. Such excluded items will be circulated to governors in confidence. Some confidential items are likely to be of a sensitive nature for a limited period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Board should specify how long such items should be treated as confidential or, if this is not possible, such items should be reviewed from time to time to consider whether the confidential status should be removed and the item made available for public inspection. When considering such issues the governors must also consider the College’s publication scheme issued under the Freedom of Information Act 2000.
   3. Staff and student governors have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College’s Instrument of Government.
   4. It is important that the Board and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Board are satisfied should be dealt with on a confidential basis.
   5. Governors should not make statements to the press or media or at any public meeting relating to the proceedings of the Board or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice-Chair. It is unethical for governors to criticise publicly, canvass or reveal the views of other governors which have been expressed at meetings of the Board or its committees.
3. COMPLAINTS

In order to ensure that the affairs of the College are conducted in an open and transparent manner, to facilitate accountability for its use of public funds and also to its employees, its students and the community it serves, it is important for there to be an appropriate complaints procedure in place and for this to be well publicised. Governors are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress

of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised by students, former students and third parties and of the legal requirement to have a whistle blowing procedure in place. Under the Charter for Further Education, students, employees and other third parties have a right to make a complaint to the relevant Funding Agency in respect of the College or of any of its decisions and this right is referred to in the College’s relevant complaints and disciplinary procedures. Copies of these procedures can be obtained from the Principal’s office.

1. ATTENDANCE AT MEETINGS
   1. An overall attendance target for Board and committee meetings of 80% has been set so that governors can perform their functions properly.

13.2 If a governor is unable to attend a Board or committee meeting, they should notify the Clerk as much in advance as possible, giving the reasons for their absence. Such reasons will be submitted to the meeting of the Board or committee for acceptance by governors.

13.3 The Search & Governance Committee will receive an annual report on attendance and ***regular updates. T***he Chair and the Clerk will seek to address any issues relating to individuals in the most effective way possible.

1. GOVERNANCE DEVELOPMENT
   1. The Board shall seek to ensure that all governors are appointed on merit, in accordance with an open selection procedure carried out by the Board’s Search & Governance Committee. The aim is to ensure that governors are drawn widely from the community which the College serves so as to be representative of that community, having regard to provisions relating to the membership of the Board in the College’s Instrument of Government, the need to combat discrimination and to promote equality, and the need to ensure a range of appropriate skills and interests.
   2. Governors must obtain a thorough grounding in their duties and responsibilities by participating in the College’s governance induction and training programmes, including regular refresher workshops.
   3. In order to promote more effective governance, governors will carry out an annual review of the performance by the Board and its committeesas part of a continuing and critical process of self-evaluation**.**
   4. ***Annual evaluations of*** individual *governor***s, *committees and the Chair*** will be undertaken to inform future recruitment, the skills profile and training plans.

**15. GOVERNANCE WEBSITE**

15.1 As being a governor is a public service-type role and to improve accountability to stakeholders and the community in general, all governors are expected to supply biographical details and a recent photograph, for posting on the relevant section of the College’s website.

15.2 In line with the Instrument of Government, copies of all approved minutes of

non-confidential Board and committee meetings will be published on the website.

15.3 The College has a Freedom of Information Publication Scheme, through which any individual can request information relating to the Board’s activities. Details are available on the website at <http://www.riversidecollege.ac.uk/?_id=781>

15.4 All governors have access to an “information bank”, designed to hold all key documents relating to governance, together with information on strategic planning and current educational initiatives. The Clerk is responsible for ensuring that the content of these pages is maintained and updated as appropriate.

**ANNEX 1**

**The Seven Principles of Public Life**

The following is an extract from the Second Report of the Nolan Committee on Standards in Public Life, May 1996

SELFLESSNESS

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

**INTEGRITY**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

**OBJECTIVITY**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**ACCOUNTABILITY**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**OPENNESS**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**HONESTY**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**LEADERSHIP**

Holders of public office should promote and support these principles by leadership and example.

**ANNEX 2**

**Six Core Principles of Good Governance**

The following is an extract from the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services, January 2005:

1. Good governance means focusing on the organisation’s purposes and on outcomes for citizens and service users
   1. Being clear about the organisation’s purposes and its intended outcomes for citizens and service users;
   2. Making sure that users receive a high quality service;
   3. Making sure that taxpayers receive value for money.
2. Good governance means performing effectively in clearly defined functions and roles
   1. Being clear about the functions of the governing body;
   2. Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
   3. Being clear about relationships between the governors and the public.
3. Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour
   1. Putting organisational values into practice;
   2. Individual governors behaving in ways that uphold and exemplify effective governance.
4. Good Governance means taking informed, transparent decisions and managing risk
   1. Being rigorous and transparent about how decisions are taken;
   2. Having and using good quality information, advice and support;
   3. Making sure that an effective risk management systems is in operation.
5. **Good governance mean developing the capacity and capability of the governing body to be effective**
   1. Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;
   2. Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;
   3. Striking a balance, in the membership of the governing body, between continuity and renewal.
6. Good governance means engaging stakeholders and making accountability real
   1. Understanding formal and informal accountability relationships;
   2. Taking an active and planned approach to dialogue with accountability to the public;
   3. Taking an active and planned approach to responsibility to staff;
   4. Engaging effectively with institutional stakeholders.

**ANNEX 3**

**Summary of Main Responsibilities of governors under the Articles of Government Responsibilities**

Under the College’s Articles of Government the Board shall be responsible:

1. for the determination and periodic review of the educational character and mission of the institution and for oversight of its activities;

**aa)** 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;

1. approving the quality strategy of the institution;
2. for the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
3. for approving annual estimates of income and expenditure;
4. for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk (including, where the Clerk is, or is to be, appointed as, a member of staff, his appointment, grading,

suspension, dismissal and determination of pay in his capacity as a member of staff);

1. for setting a framework for the pay and conditions of service of all other staff; and
2. for setting the policy by which the tuition and other fees payable to the College are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the relevant Funding Agency).

“Senior Post” means the post of Principal and such other senior posts as the governors may determine for the purposes of the Articles.

**Responsibilities which must not be delegated**

The Articles of Government prohibit the Board from delegating the following:-

* the determination of the educational character and mission of the institution;
* the approval of the annual estimates of income and expenditure;
* the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
* the appointment of the Principal or holder of a senior post;
* the appointment or dismissal of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk’s appointment in the capacity of a member of staff); and
* the modification or revocation of the Articles
* consideration of the case for dismissal of senior postholders, other than to a committee of governors
* the power to determine an appeal in connection with the dismissal of senior postholders, other than to a committee of governors
* the power to make rules specifying the way in which a committee for the dismissal of or appeal by a senior postholder shall be established and conducted

The Board may, from time to time, resolve to add other functions which must not be delegated to this list of “reserved” responsibilities.

**ANNEX 4**

**Summary of main responsibilities of the Principal under the Articles of Government**

Under the College’s Articles of Government the Principal shall be the Chief Executive of the College and shall be responsible for:

* + - * 1. making proposals to the Board about the educational character and mission of the institution, and for implementing the decisions of the Board;
        2. the determination of the College’s academic activities and other activities;
        3. preparing annual estimates of income and expenditure, for consideration and approval by the Board, and for the management of budget and resources within the estimates approved by the Board;
        4. the organisation, direction and management of the institution and leadership of the staff;
        5. the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Board, of the pay and conditions of service of staff other than the holders of senior posts or the Clerk where the Clerk is also a member of the staff;
        6. maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

**ANNEX 5**

**Summary of Main Provisions of the Financial Memorandum of the Funding Agency**

The Department for ***~~Business, Innovation and Skills (BIS)~~*** **Education** requires the Funding Agency to enter into an agreement set out in a financial memorandum with the College for the purpose of regulating its relationship in financial and related matters and setting out the terms and conditions on which public funds will be paid by the Funding Agency to the College.

A revised financial memorandum was published and became effective on **1st August 2014**, and this sets out the framework of relationships and responsibilities between colleges and the Funding Agency.

The memorandum is divided into two parts. Part 1 contains the general terms and conditions under which the Funding Agency funds colleges. A summary of the main provisions of Part 1 appears below. Part 2 consists of any specific conditions which might apply to the College and is the subject of individual annual notification.

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

1. **Responsibilities**

The Board is responsible for:

1. Overall management of the College and financial viability;
2. Any transactions that could damage the College’s viability or solvency – these should be reported to the Chief Executive of the **ESFA**;
3. Ensure that **ESFA** funds are not used where the College has already received funding;
4. Value for money in the use of public funds and clear accountability;
5. Appointment of an accounting officer, that should be in place at all times and notified to the **ESFA**.
6. Proper management and development of the College’s property to support the delivery of education and training.
7. Notify the **ESFA** of the proposed disposal, lease or rental of land or buildings that have been acquired or developed using capital grants from the **ESFA** (this may result in the **ESFA** clawing back the grants previously allocated).
8. Provide copies of the audited financial statements to the **ESFA** within 5 months of the year-end (by 31st December) and to make these publicly available.
9. Ensure that the College has effective risk management procedures
10. Ensure that the College has appropriate audit arrangements in place in line with the **~~Joint~~** Audit Code of Practice.
11. All significant instances or suspected fraud/irregularity should be investigated;
12. Termination payments are only made to staff if they form part of a contractual obligation and provide value for money. Legal advice should be sought in relation to any potential agreements to settle employment claims with senior postholders;
13. Provide information by the due deadline and in the correct format to satisfy

requests from the Chief Executive of the **ESFA**;

1. Inform the **ESFA** of changes to the Chair, Principal and Clerk.

Within this framework the Board must require the Principal to take personal responsibility, which may not be delegated, for ensuring the proper and effective operation of the financial, planning and management controls of the College, and for giving effect to the Board's policies for securing the efficient, economical and effective management of all the College's income, assets and expenditure.

The Board should specify the procedures which the Clerk and the Board should follow if the Board acts inappropriately or beyond its powers.

In line with the Education Act 2011, the College is no longer obliged to seek the **ESFA**’s consent to borrow for capital transactions where the total cost is £1.5m or 5% of annual revenue, whichever is the lesser.

**ANNEX 6**

**Summary of the Statutory Powers of the Board**

Principal Powers

Under section 18(1) of the Further and Higher Education Act 1992 a further education corporation may:-

1. provide further and higher education;
2. provide secondary education suitable to the requirements of persons who have attained the age of 14 years, or provide secondary education or participate in the provision of secondary education at a school (subject to the consultation with the appropriate local education authority); and
3. 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 the Corporation may do anything which appears to it 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:-

1. the power to acquire and dispose of land and other property;
2. the power to enter into contracts, including in particular:
   1. 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 the Corporation's principal powers; and
   2. contracts with respect to the carrying on by the Corporation of any such activities;

subscribe for or otherwise acquire shares in or securities of a company. This power may not be exercised for the purpose of conducting an educational institution, or providing education funded by the Skills Funding Agency unless the SFA consents;

1. the power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it under sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1st 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 Funding Agency, which may give its consent for a particular borrowing or for borrowing of a particular class;

power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;

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

power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding 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 1992 Act are known as “supplementary powers”.

**AS A GOVERNOR I AGREE TO OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES.**

**SIGNED: .........................................................................**

**NAME: .........................................................................**

**DATE: .........................................................**