



SUFFOLK NEW COLLEGE

STANDING ORDERS

(Adopted by the Corporation 14th December 2023)

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INTERPRETATION

1. In these Standing Orders:
 - “College” means Suffolk New College
 - “Corporation” means the Governing Corporation of Suffolk New College
 - “Committee” means a committee of the Corporation
 - “Chair” means the Chair of the Corporation or of a committee of the Corporation or of a meeting of the Corporation or a committee as the context requires
 - “Vice-Chair(s)” means the Vice-Chair of the Corporation
 - “Governor” means a member of the Corporation
 - “Co-opted non-governor member” means a person who is not a governor but who is appointed as a member of a committee
 - “Chief Executive Officer” means the Chief Executive Officer of Suffolk New College
 - “the Clerk” means the Head of Governance acting in their capacity as the Clerk to the Corporation
2. These Standing Orders set out the operational arrangements within which the Corporation of Suffolk New College operates. They supplement, but do not displace or take precedence over, the Instrument and Articles of Government, and the statutory and regulatory frameworks within which the College operates.
3. Governors, as holders of public office, shall abide by the principles recommended by the Nolan committee’s report, “Standards in Public Life”; these are contained in the Code of Conduct for Governors. All governors agree to abide by the Code of Conduct on an annual basis. The Code of Conduct is available from the Head of Governance.
4. These Standing Orders were approved by the Corporation on the date given on the title page.

APPOINTMENT OF GOVERNORS

5. Governors will be selected and appointed in accordance with the Governor Recruitment, Appointment and Succession Policy contained in Appendix 1.

GOVERNORS’ TERMS OF OFFICE

6. The first term of office of an independent governor shall be for a period of up to 4 years. The process for re-appointment is set out in Appendix 1.
7. The Corporation has determined that independent governors shall not serve for more than 8 years unless exceptional circumstances are considered applicable, and the extension is approved by the Corporation having received the advice of the Governance & Search Committee and the Clerk. Any additional appointment will be for a maximum of 1 year after which time the Governance & Search Committee will review the appointment again and provide advice to the Corporation. Any subsequent appointments should again only be made in exceptional circumstances and will also be limited to a 1-year period with a maximum term of office of no longer than 10 years in total. It is the Corporation’s expectation that steps will be taken to address any exceptional circumstances identified by either the Corporation and/or the Governance & Search Committee, to reduce such appointments to a minimum.
8. The Chief Executive Officer shall serve as a governor for the period of appointment as Chief Executive Officer.
9. Staff governors shall be appointed for a term of office of 4 years. They shall be entitled to apply for appointment for a subsequent term under the process set out in Appendix 1. Paragraph 7 shall apply to the maximum term of office permitted.
10. Student governors shall be appointed for a 1-year term of office. They shall be entitled to apply for appointment for a subsequent term under the process set out in Appendix 1.

APPOINTMENT OF CHAIR AND VICE-CHAIRS

11. Unless otherwise decided by the Corporation , the Chair and Vice-Chair(s) shall hold office for a term of 1 year from 1st August in the year of appointment. This provision is subject to the right of the Corporation to remove the Chair or Vice-Chair(s) from office or for either office holder to resign in accordance with the Instrument of Government.
12. The procedure set out in Appendix 2 will be used for the appointment of the Chair and Vice-Chairs.
13. At the expiry of their term of office, the Chair or Vice-Chairs shall be eligible for reappointment.
14. The role description of the Chair is set out in Appendix 3. The role description for the Vice Chair is included at Appendix 4.
15. Whilst any governor is free at the appropriate time to volunteer (except as set out in Appendix 2) or to nominate another governor for appointment as Chair or as a Vice-Chair, the Governance & Search 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 to take their place from within the Corporation membership. Succession planning for these roles is detailed in Appendix 1.
16. 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 a Vice-Chair succeeds the Chair.

APPOINTMENT OF THE CLERK TO THE CORPORATION

17. The Corporation shall appoint a person to serve as Clerk to the Corporation (otherwise to be known as Head of Governance) on contractual terms approved by the Corporation . The role of the Clerk is set out in Appendix 5.

ELIGIBILITY OF GOVERNORS TO SERVE

18. Governors shall be required, as a condition of Corporation membership, to declare their eligibility to serve. This declaration shall be made at the time of appointment as a governor and annually thereafter at the commencement of each academic year. The form of the Declaration is given in Appendix 6.
19. All independent governors shall be required to undergo a Disclosure & Barring Service check on appointment.

SUSPENSION & TERMINATION OF MEMBERSHIP

20. Should the Chair, or in the Chair's absence the Vice-Chair, consider that it may be appropriate for the Corporation to remove a governor from office under Clause 9 of the Instrument of Government, the procedure set out in Appendix 7 shall apply.
21. Similarly, should the Chair, or in the Chair's absence the Vice-Chair, consider that it may be appropriate for the Corporation to remove a co-opted non-governor member of a committee from office, the procedure set out in Appendix 7 shall apply.
22. The Chair, or in the Chair's absence, the Vice-Chair may for good and urgent cause suspend the membership of a governor pending a formal determination by the Corporation under Clause 9 of the Instrument of Government. In these circumstances, the Clerk will advise the governor of the suspension in writing.

GOVERNORS' INTERESTS

23. Governors shall be required, as a condition of Corporation 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 upon appointment as a governor and annually thereafter at the commencement of each academic year. Governors must also register any interests that arise during the year. The form of the Declaration of Interests is given in Appendix 8.

ROLE OF INDIVIDUAL GOVERNORS

24. The role that an individual governor is expected to fulfil is set out in Appendix 9.

MEETINGS OF THE CORPORATION

22. The Corporation shall meet at least once in every term and shall hold such other meetings as may be necessary.
23. Only the business on the agenda will be discussed at Corporation meetings except for urgent matters which the Chair rules may be considered under 'Any other business'. Full details of such matters must be given to the Clerk or the Chair 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 annotating the register and by including the governor's name in the minutes.
25. The Chief Executive Officer 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 Corporation shall be decided by the Corporation on the recommendation of the Chair after taking advice from the Chief Executive Officer and the Clerk.
27. The provision contained in Instrument 14 whereby a decision of the Corporation or a committee may be obtained by written resolution shall be used only in extreme circumstances provided that the Chair of the Corporation, or, in the case of a resolution to be considered by a committee, the committee chair, is satisfied that it is reasonable in the circumstances to make use of the written resolution procedure in consultation with the Chief Executive Officer and the Clerk. Written resolutions shall be circulated by the Clerk unless agreed otherwise by the Chair.

DISORDERLY CONDUCT BY GOVERNORS

28. If at a meeting of the Corporation 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 Corporation, it shall be permissible for a governor to move "That (governor's name) be not further heard" or "That (governor's name) leaves the meeting". Such motion, if seconded, shall be put and determined without discussion. If passed, the named governor will be asked to comply with the Corporation's decision.
29. If, after a motion under Standing Order 28 has 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 their sole discretion, adjourn or suspend the meeting of the Corporation for such period as they in their discretion shall consider expedient.

ADJOURNMENT

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

PUBLIC ACCESS TO MEETINGS

31. Meetings of the Corporation of Governors and its committees shall not be open to members of the public and representatives of the press.

PUBLICATION OF MINUTES AND PAPERS

32. In accordance with Instrument 17 there shall be excluded from any item made available for inspection any material relating to:
- (a) a named person employed at or proposed to be employed at the institution;
 - (b) a named student at, or candidate for admission to, the institution;
 - (c) the Clerk; or

- (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis, including:
- i. Consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation
 - ii. Consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position
 - iii. Information provided in confidence by a third party who has not authorised its disclosure
 - iv. Where appropriate, professional advice received from, or instructions given to the College's professional advisers
 - v. Discussion of any legal proceedings in which the Corporation is involved
 - vi. Information planned for publication in advance of that publication
 - vii. Any other matters the publication of which would, in the Corporation's view, be detrimental to the College's interests

COMPLAINTS ABOUT THE CORPORATION OF GOVERNORS

33. Any member of the public wishing to make a complaint against the Corporation or against an individual governor will be asked to put the matter in writing to the independent Clerk to the Corporation via the College. The Clerk is authorised by the Corporation to arrange for any such complaint to be investigated and to report to the appropriate regulatory authority if in their judgement this is warranted by the nature of the complaint.
34. 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 Corporation 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 the Corporation, as appropriate to the circumstances.

COMMITTEES

Terms of Reference

35. The Corporation will establish an Audit & Risk Committee, a Governance & Search Committee, an Academic Standards & Quality Committee, a Finance & Employment Committee and a Remuneration Committee. The terms of reference of these committees shall be as set out in Appendix 10.
36. The Standing Orders of the Corporation set out herein shall apply to committee meetings subject to any specific provisions relating to committees contained in Standing Orders 37-48.

Membership and Term of Office

37. Subject to paragraph 38, a governor's term of office as a member of a committee shall be reviewed on an annual basis.
38. The Corporation will review the membership of committees on an annual basis and may change the membership of committees as it sees fit.
39. Co-opted members of committees will be appointed by the Corporation on an annual basis.

Committee Chairs

40. Chairs of Committees shall be appointed annually by the Corporation at the last meeting of the academic year following consideration and recommendation by the Governance & Search Committee.

Committee Meetings

41. Committees will meet as scheduled in the annual timetable of meetings approved by the Corporation. 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

42. Formal minutes of committees will be prepared by the Clerk and submitted to the next scheduled meeting of the Corporation .
43. Having regard to the criteria for confidentiality set out in paragraph 32, the Clerk will prepare separate minutes for the non-confidential and confidential items.

Attendance at Committee Meetings by Persons who are not Committee Members

44. Meetings of committees of the Corporation shall not be open to members of the public and representatives of the press.
45. The Clerk shall be entitled and expected to attend meetings of all committees except that they shall withdraw from that part of any meeting at which their remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
46. The Chief Executive Officer is authorised to invite other members of staff to attend committee meetings.
47. The Chair of any committee may invite the attendance of any other person at a committee meeting after having taken the advice of the Chief Executive Officer and the Clerk.
48. 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 unless the provisions of paragraph 45 shall apply.

URGENT ACTION

49. If, in the Chief Executive Officer's opinion, any matter which would otherwise be the responsibility of the Corporation , is of an urgent nature, the Chief Executive Officer may, in consultation with the Clerk, obtain the agreement in writing of the Chair of the Corporation (or, in the Chair's absence, the Vice-Chair), to take action necessary to deal with the matter. Provided always that none of the responsibilities of the Corporation referred to in Article 9 of the Articles of Government may be the subject of such action.
50. Every such decision shall be reported to the next available ordinary meeting of the Corporation .

AUTHENTICATION OF DOCUMENTS

Common Seal

51. The Common Seal of the Corporation 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 Corporation . The application of the Seal shall be authenticated by the signature of the Chair (or in their absence the Vice-Chair) together with that of any other governor.

Signing of Documents

52. The Chief Executive Officer is authorised to sign on behalf of the Corporation , where appropriate, any document necessary to give effect to any decision of the Corporation or its committees or any other matter in furtherance of the College's business.

SUSPENSION OF STANDING ORDERS

53. Any Standing Order may be suspended at any meeting provided that the advice of the Clerk has been received, that a majority of the governors present and voting so decide and that, in so doing, there is no conflict with any statutory requirement.

VARIATION OR REVOCATION

54. Any amendment, variation, addition to or revocation of these Standing Orders shall be approved by the Corporation and shall take effect as from the conclusion of the meeting at which the Corporation 's approval is given, subject to any direction to the contrary given by the Corporation . 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.

SCHEME OF DELEGATION

55. The Corporation may delegate authority to Committees or individuals (within the constraints of the Instrument and Articles of Government). Where delegation has been indicated in the Standing Orders, minutes or any policy this does not prevent the Corporation taking the decision if the Chair and Clerk agree it is appropriate to refer the matter to the Corporation. Delegation of authority to take a decision does not remove the accountability for the decision from the Corporation. The Corporation accepts corporate responsibility for decisions taken. The Scheme of Delegation is included in Appendix 10.

REVIEW AND UPDATING

56. The Clerk will review these Standing Orders, and any other relevant policies and procedures relating to College governance, at least annually and will recommend to the Corporation, via the Governance & Search Committee, any necessary revisions.

ONS RECLASSIFICATION AND MANAGING PUBLIC MONEY

57. Following the reclassification of FE colleges and their subsidiaries to the government sector from 29 November 2022, the regularity framework for colleges has expanded to take into account the requirements of HMT Managing Public Money (MPM). The Corporation will have due regard to these requirements throughout the operation of its business.

APPENDIX 1

GOVERNOR RECRUITMENT, APPOINTMENT AND SUCCESSION PLANNING POLICY

1 INTRODUCTION

- 1.1 The purpose of this policy is to establish a clear framework to meet the responsibilities of the Corporation for the recruitment and appointment of new governors and succession planning for key governance roles. The Corporation recognises that to ensure continued effective governance it needs a diverse mix of talented individuals who understand and can fulfil the role of a governor of an FE college and that are committed to Suffolk New College and its learners, staff and communities. The Corporation understands the need to continue to keep recruitment, appointment and succession planning under regular review.
- 1.2 The Governance & Search Committee has the responsibility for advising the Corporation on all aspects of the Corporation's membership, including the appointment and reappointment of governors. The Committee will review at every meeting those terms of office that are due to expire within the next 12 months and will seek to ensure that periods of time when the Corporation is below full strength are minimised.
- 1.3 It is the responsibility of the Clerk to alert the Governance & Search Committee when a governor's term of office is nearing expiry, and the Committee will use this policy when arranging a reappointment or the recruitment of a replacement. This will include keeping the Corporation's skill mix under review with a view to seeking appropriate improvements and that, as far as possible, the membership of the Corporation is representative of the communities the college serves.
- 1.4 In accordance with the Code of Good Governance for English Colleges, the Corporation is mindful of the need to '*satisfy itself that plans are in place for an orderly succession of its membership, so as to maintain an appropriate balance of skills and experience with the progressive refreshing of key roles*' and that '*the Corporation should adopt a formal and open policy for recruiting governors*'. In establishing these processes, the Corporation aims to keep a balance between refreshing its membership and maintaining experience, knowledge and skills to have the right people on the Corporation to fulfil the college's strategy.
- 1.5 It will also continue to seek to have a Corporation of Governors that reflects the make-up of the communities that the college serves, and which reflects the learner, staff and employer profiles.

2 INDEPENDENT GOVERNORS

Expiry of the Term of Office of an Existing Governor

- 2.1 The Clerk shall report to the Governance & Search 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 Corporation at its last meeting before the term of office expires. When the governor under consideration is a member of the Governance & Search Committee, that governor shall withdraw from the meeting and take no part in the decision or voting in relation to their future membership of the Corporation .
- 2.2 The Governance & Search Committee will consider whether or not to make a recommendation to the Corporation that the governor be appointed to serve for a further term of office. The Committee shall base their decision on the following factors:
- (a) Whether the skills and experience of the governor are still required
 - (b) Whether it would be appropriate to take the opportunity to refresh the range of skills and experience available to the Corporation
 - (c) The governor's contribution and commitment to the Corporation 's work
 - (d) The length of the governor's previous service on the Corporation
- 2.3 A governor's term of office will expire automatically unless the Governance & Search Committee decides to recommend a further appointment and the Corporation accept the recommendation. An independent governor shall not ordinarily serve for more than two consecutive periods of four years. However, the Committee may recommend that the Corporation waives this general rule if there are exceptional reasons for a governor being appointed for a further term of office. The Clerk shall advise the governor of the Committee's decision.
- 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 Corporation meeting whether or not the governor in question is willing to be appointed for a further term. If the governor is not so willing, a vacancy arises and will be dealt with under paragraphs 2.6 to 2.8 of this policy.

- 2.5 Where the Corporation decides not to appoint an existing governor for a further term of office, a vacancy shall exist and shall be dealt with under paragraphs 2.6 to 2.8 of this policy.

Recruitment and appointment

- 2.6 When a vacancy arises for an independent governor, for whatever reason, the Governance & Search Committee will approve a specification for the person ideally suited to fill the vacancy. This will be based on the current skills required as identified by the most recent skills audit, current Corporation diversity as identified by the most recent EDI questionnaire and other issues that may arise that would lead to the Corporation identifying particular characteristics and experience as being relevant at to the Corporation.
- 2.7 To encourage applications the Governance & Search Committee will consider a number of recruitment strategies:
- Information being made available on the College website
 - Advertising via College social media channels, including LinkedIn
 - Local advertising
 - Targeted advertising via professional bodies/local companies and organisations
 - Advertising via specialist governor/Corporation recruitment website
 - Advertising via specialist recruitment consultants
 - Direct approach to individuals, business and educational establishments
 - Approaches to community groups
 - Awareness raising at College events
 - Personal recommendation
 - Use of stakeholder networks (e.g. staff and students)
- 2.8 Applicants will be expected to provide a CV and where applications are received direct (other than through a specialist recruitment consultant) references will be required. Where necessary, the Chair, the Chief Executive Officer and the Clerk will shortlist suitable candidates. Members of the Committee will interview shortlisted candidates and make recommendations to the Corporation for appointment.

3 STAFF GOVERNORS

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

4 STUDENT GOVERNORS

- 4.1
- (a) All students shall be invited to apply for the role of student governor
 - (b) A panel comprising governor(s), Clerk and [insert appropriate role in college] will shortlist applications and interview shortlisted applicants.
 - (c) From the interviewed applicants a shortlist for election by the student body will be agreed. The student body will elect two students. The Clerk shall determine the arrangements for the any election and oversee the process.

- (d) The students selected via the election shall be put forward to the Corporation of Governors who shall appoint the two students elected provided the nominees are eligible for Corporation membership. If not more than two students are shortlisted the election process shall not be necessary, the students shortlisted will be put forward to the Corporation who shall appoint them provided that they are eligible for Corporation membership

5 ALL APPOINTMENTS

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

- (a) Declare their interests in the form prescribed by the Corporation
- (b) Declare their eligibility for Corporation membership
- (c) Agree to be bound by the Code of Conduct approved by the Corporation
- (d) Undergo a Disclosure & Barring Service check (where applicable)
- (e) Undertake mandatory training as agreed by the Corporation within 2 months of appointment

6 INDUCTION

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

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

7 SUCCESSION PLANNING

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

APPENDIX 2

PROCEDURE FOR THE APPOINTMENT OF THE CHAIR & VICE-CHAIR OF THE CORPORATION

The following rules will apply to the appointment of the Chair and Vice-Chair of the Corporation .

1. The Corporation shall appoint a Chair and Vice Chair annually from among their number
2. Corporation shall hold an election for the Chair and Vice-Chair annually at its July meeting. The appointments shall take effect from 1 August in each year
3. The Clerk shall write to all Corporation Members in the first week of June seeking nominations for Chair and Vice Chair, enclosing nomination forms and asking for completed forms to be returned to the Clerk by the end of June
4. Details of nominations shall be circulated to all Corporation Members with the agenda for the Corporation's July meeting.
5. The election of Chair shall be first item on the Corporation's agenda at the Corporation's July meeting and the Clerk shall take the Chair for this item.
6. If more than one candidate is proposed for either Chair or Vice Chair a secret ballot shall be conducted at the meeting using prepared ballot papers, the outcome to be decided by a simple majority of those Members present.
7. In the case of there being an even number of votes for Chair, a further secret ballot shall be conducted; and for Vice Chair, the Chair shall have a second or casting vote.
8. Only valid nominations received in response to the Clerk's letter seeking nominations shall be considered by the Corporation.
9. In accordance with the Instrument of Government there may be no voting by proxy.
10. The Chief Executive, Staff and Student Members are not eligible to be Chair or Vice-Chair although they may participate in the process of appointment.
11. The maximum total period of office for the Chair of the Corporation shall be four years.
12. Where the membership of the Chair or Vice-Chair is terminated or suspended in accordance with the Instrument of Government or where for any reason the Corporation is satisfied that the Chair or Vice-Chair is unable or unfit to discharge their functions, the Corporation may remove them from office by notice in writing; in this case, an interim appointment shall be made at the meeting following the removal from office until such time as an application process is determined.

APPENDIX 3

ROLE DESCRIPTION OF THE CHAIR (over and above the role of a Governor in Appendix 8)

Appointment

The Chair shall normally be elected at the last Corporation meeting of the academic year and the appointment shall be made for the following academic year, in accordance with all statutory procedures, including the Instrument and Articles of Government and the Standing Orders.

Accountability

The Chair is accountable to the Corporation.

Role Summary

The role of the Corporation Chair is fundamental to its success. The Chair is responsible for providing effective leadership of the Corporation in the discharge of its duties, in accordance with the Instrument and Articles of Government.

The Chair will provide the leadership to ensure that:

- the Corporation of the college delivers highly effective governance for the college, fulfilling the highest standards of corporate governance at all times
- the Corporation functions as a unit and works closely with the Executive Team to achieve the college's strategy and objectives
- accountability is maintained for the effective and efficient use of resources, and safeguarding the college students, staff, assets and estate
- the Corporation offers appropriate challenge and support to the Executive Team
- as Chair, support, advice and guidance is provided to individual governors to assist their effective contributions to collective governance
- governors are supported as ambassadors for the college in the wider community as well as to students and staff.

The Chair will develop strong working relationships with key stakeholders, including employers, local authorities and with Chairs of neighbouring colleges and other educational institutions.

Responsibilities

1. To ensure that the Corporation meets its external accountabilities and fulfils its duties in determining the college mission, setting and monitoring corporate objectives, articulating the college's vision, and maintaining and developing its ethos.
2. To understand and focus on the main strategic issues bearing on the college, keeping always as a priority the college's responsiveness to the students, employers and communities it serves.
3. To work with the Corporation and Executive Team in setting the educational character of the college; ensuring that students and the skills needs of the local economy are central to decision-making processes, with performance measures in place to drive up quality and standards, thereby enhancing the rates of retention and success.
4. To strive to ensure that all discussions, decisions, judgements and actions are underpinned and informed by the 'seven principles of public life' established by the Nolan Committee.
5. To serve as an ambassador for the college, bringing enthusiasm and energy in promoting the college's best interests and reputation, by representing the college at external meetings, presentations, conferences in local, regional and national settings.
6. To lead the Corporation of the organisation in the effective and efficient fulfilment of its duties and responsibilities, as laid down in the Instrument & Articles of Government, the Funding Agreement and the Audit Code of Practice.
7. To provide strong leadership for the Corporation and to chair its meetings, ensuring that business is conducted efficiently, effectively and in a timely manner ensuring that matters are debated fully, so that all Governors have opportunities to engage and contribute.
8. To ensure, in liaison with the Principal/CEO and the Clerk, that appropriate issues are brought before the Corporation.

9. To ensure that the discussions and decisions of the Corporation are properly summarised and recorded in the minutes as well as following up actions to be taken.
10. To exercise any specific authority delegated by the Corporation and to act on the Corporation's behalf between meetings or, where necessary, in emergencies, in accordance with Standing Orders.
11. To build a team of governors with the right skills for the successful oversight of the college.
12. To develop a productive working relationship between the Chair, the Principal/CEO, the Clerk and the Senior Post-holders, based on a full understanding of the role of the Corporation in the governance of the college and the difference between governance and management.
13. To ensure that there is an active succession plan in place which fosters good governance and opportunities for individual governor development as laid out in the Code of Governance.
14. To delegate effectively, to provide opportunities for governor development and making best use of governors' areas of expertise.
15. To lead and to contribute to the annual self-assessment of governance.
16. To ensure that the college's agreed procedures are followed in any matter of staff discipline which falls to the Corporation to determine.
17. To discuss with the Clerk, where necessary, any matters relating to an individual Member's attendance, performance or conduct, and to agree on such action as should be taken.
18. To be willing to attend any necessary and appropriate professional development, whenever practicable.
19. To act as critical friend to the Principal/CEO in matters upon which s/he wishes to confer and, where appropriate, to offer both general and specific support to the Principal/CEO where strategic, major or contentious issues are concerned.
20. To lead the process of appointing, and setting the terms and conditions for, the Principal/CEO/Accounting Officer and other designated senior post holders.
21. To be responsible for the annual appraisal of the Principal/CEO and the Clerk.
22. To promote good working relations between members and staff through regular dialogue and engagement in specific college activities such as Student or Staff Awards events.

Personal Qualities

The qualities required of the Chair of the Corporation are:

- a strong personal commitment to Further Education and the values, aims and objectives of the college and to the critical importance of safeguarding
- be available to attend induction/training/events organised by the college and other bodies
- a willingness to devote the necessary time and effort to their duties as Chair and member of the Corporation
- an awareness and understanding of the economic, social and political dynamics of the region
- strategic vision and good, independent, judgement
- be willing and confident to challenge and engage others in debate
- honesty and integrity
- skills of networking, influencing and advocacy
- an understanding of the importance of and a commitment to equality, diversity and inclusivity
- respect for confidentiality
- to have financial acumen

APPENDIX 4

VICE CHAIR – ROLE DESCRIPTION

Objectives

- The Chair has specific responsibilities defined in the Articles of Government and, in addition, the Corporation has delegated a general power to take action in appropriate circumstances as set out in these Standing Orders.
- The Vice Chair needs to be cognisant of these and be prepared to stand in for the Chair in the event that they are not able to do so and cover the Chair's objectives of:
 - The Chair and the Corporation will hold the Chief Executive and senior Executive Team to account for the College's mission and vision and financial management.
 - The Chair will provide inclusive leadership, ensuring that each Governor fulfils their duties and responsibilities for effective governance.
 - The Chair will also support, and, where appropriate, challenge the Chief Executive and senior team. • The Chair will ensure that the Corporation functions as a unit and works closely with the entire senior team to achieve the agreed objectives.
 - The Chair will act as an ambassador and the public face of the college in partnership with the Chief Executive.

Principal responsibilities of the Vice Chair

- Develop an effective working relationship with the Chair, Chief Executive Officer and the Clerk based on a full understanding of the role of the Corporation in the governance of the College.
- Where appropriate, to offer both general and specific support to the Chief Executive Officer and Chair where strategic, major or contentious issues are involved.
- Provide effective leadership in support of the Chair, including in their absence, to ensure that the Corporation meets its statutory duties and responsibilities,
- In the absence of the Chair or where deputised to do so, the Vice Chair ensures that:
 - the governance arrangements are working in the most effective way
 - Chair meetings of the Corporation effectively and efficiently, bringing impartiality and objectivity to the decision making process
 - On an annual basis assist in the annual development conversations with governors
 - Assist in the assessment of the performance of the Chief Executive Officer and the Clerk

External Role

The Vice Chair may be asked to (in the absence of the Chair):

- Act as an ambassador both internally and externally
- Act as a spokesperson for the organisation when appropriate
- Represent the college at external functions, meetings and events
- Build relationships with external stakeholders
- Handle relations with the media on behalf of the Corporation

APPENDIX 5

ROLE OF THE CLERK (HEAD OF GOVERNANCE)

Main Purpose: To provide effective, independent and professional advice and support to the Corporation of Governors and the Chief Executive Officer

In accordance with Article 3(3) of the Articles of Government, the Clerk shall be responsible for the following functions: -

- advising the Corporation with regard to the operation of its powers;
- advising the Corporation with regard to procedural matters;
- advising the Corporation with regard to the conduct of its business; and
- advising the Corporation with regard to matters of governance practice

Main Duties and Responsibilities

1. To ensure compliance by the Corporation of Governors with statutory and non-statutory regulations and codes of practice relating to the conduct of its affairs by :
 - (a) Providing effective and efficient professional support and advice to the members of the Corporation of Governors and the Chief Executive Officer/management of the College.
 - (b) Facilitating the proper conduct of meetings of the Corporation of Governors and its committees and seeking to ensure that correct procedures are followed.
 - (c) Ensuring that all appointments to the Corporation of Governors and its committees have been validly made.
 - (d) Giving independent guidance on statutory, constitutional and procedural matters.
 - (e) Obtaining and making available professional advice for the Corporation of Governors and to individual governors in accordance with their role as governors.
 - (f) Facilitating communication on Corporation matters between the Corporation, the Chief Executive Officer and senior staff of the College.
 - (g) Administering those procedures approved by the Corporation for making information about the Corporation's business available to the public in accordance with the principle of transparent and open accountability.
 - (h) Ensuring the proper use of the Corporation Seal.
 - (i) Facilitating the induction and training of governors in conjunction with appropriate internal and external sources/agencies with a view to maximising the effectiveness of the Corporation of Governors in discharging its responsibilities.
 - (j) Working in a manner which promotes equality & diversity.
 - (k) Undertaking such other duties as the Corporation of Governors may from time to time reasonably require.
2. In undertaking the above duties and responsibilities, the Clerk shall advise the Corporation if, at any time, it is acting inappropriately or is likely to exceed its powers or infringe general or administrative law. Should the Corporation decline to act upon the Clerk's advice, the following arrangements shall apply:
 - (a) Clerk shall put their advice to the Corporation of Governors in writing, having first consulted such external agencies as they consider to be appropriate in the circumstances and the Clerk's advice shall be recorded in the minutes.
 - (b) Should the Corporation continue to disregard the Clerk's advice, the Clerk is authorised, without further reference to the Corporation, to refer the matter to whatever external agencies they

consider appropriate, including the College's funding body, its internal and external auditors and the appropriate Government Department.

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

3. The Clerk is authorised to arrange for any complaint by a member of the public against the Corporation or against an individual governor to be investigated. The Clerk may report the matter to the College's funding body 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 Corporation, as appropriate to the circumstances.

APPENDIX 6

**SUFFOLK NEW COLLEGE
CORPORATION OF GOVERNORS**

**DECLARATION OF ELIGIBILITY
FOR CORPORATION 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 Corporation.
2. I am not currently adjudged bankrupt or the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restriction 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 previous 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 previous twenty years been convicted as set out in sub-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.
4. (a) I do not have any unspent convictions for specified terrorism, money laundering or bribery offences

(b) I do not have unspent conviction for contravening a Charity Commission Order or Direction

(c) I do not have an unspent conviction for misconduct in public office, perjury or perverting the course of justice

(d) I do not have an unspent conviction for attempting, aiding or abetting any of the above offences

(e) I have not disobeyed a Charity Commission Order

(f) I am not on the sex offender's register

(g) I do not have an unspent sanction for contempt of Court

(h) I am not a designated person under specific anti-terrorist legislation
5. 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 Corporation becomes disqualified at any time under 2, 3 or 4 above, he/she must immediately inform the Clerk to the Corporation in writing.

APPENDIX 7

PROCEDURE FOR REMOVING A GOVERNOR FROM OFFICE

1. ABSENCE FROM MEETINGS FOR A PERIOD LONGER THAN SIX MONTHS OR ATTENDANCE BELOW TARGET

1.1 The Clerk will be responsible for monitoring the attendance of governors at formally summoned Corporation and Committee meetings. If a governor has -

(a) been absent from meetings of which that governor is a member for a period of longer than six months and/or

(b) not met the attendance target for governors agreed by the Corporation

without the Corporation's agreement, the Clerk will notify the Chief Executive Officer and the Chair of the Corporation .

1.2 The Clerk will then write on behalf of the Chair to the governor concerned explaining the position 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 non-attendance at meetings.

~~1.3~~ The Chair shall decide, in consultation with the Clerk, whether or not the matter should be referred to the Governance & Search Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Governance & Search Committee consider that there may be grounds for the removal of the governor from office, they shall report the matter to the Corporation who shall deal with the matter in accordance with paragraph 3.

2. INABILITY OR UNFITNESS

2.1 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.

2.2 When such a question is raised, the Clerk will immediately notify the Chair of the Corporation . If it appears to the Chair that the matter should be pursued, they will decide, in consultation with the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.

2.3 The Chair may suspend the governor's membership of the Corporation under Instrument 9(3) if, in the Chair's view, this is warranted.

2.4 The Chair will decide, in consultation with the Chief Executive Officer and the Clerk, whether or not the matter should be referred to the Governance & Search Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Governance & Search Committee consider that there may be grounds for the removal of the governor from office, they shall report the matter to the Corporation who shall deal with the matter in accordance with paragraph 3.

3. MEETINGS OF THE CORPORATION REGARDING THE REMOVAL OF A GOVERNOR

3.1 Meetings of the Corporation 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 Corporation is considering taking such action.

3.2 The meeting shall be attended by members of the Corporation , the Clerk, and the governor. The governor has the right to be accompanied and/or represented by a person of his/her choice.

3.3 The governor shall be entitled to attend all parts of the meeting relating to whether they should be removed from office save that they shall not be entitled to be present during any discussion or voting by the Corporation that takes place after the hearing of the facts relevant to the Corporation's decision.

3.4 At the meeting, the reasons why consideration is being given to the removal of the governor shall be explained to the governor and the governor shall have the opportunity to state their case in full. Both the governor and the Corporation shall have the right to examine witnesses if appropriate.

3.5 The Corporation shall decide whether or not the governor should be removed from office. In either case the Clerk shall notify the governor of the Corporation's decision in writing as soon as practicable after the meeting and, in any event, within seven days.

3.6 A governor removed from office shall have no right of appeal against the Corporation's decision.

4. REMOVAL OF A CO-OPTED MEMBER (NON-GOVERNOR) FROM A COMMITTEE

4.1 A person co-opted by the Corporation to serve as a member of a committee ("the member") may be removed from membership of that committee if the person 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 Corporation.

4.2 In the event that the Corporation is considering the removal of a member, the member shall be provided with written notification setting out why the Corporation is considering taking such action.

4.3 The member shall be notified of the time and place of the Corporation meeting at which the member's removal is to be considered and the member has the right to provide written representations as to why they 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 their removal and shall not be entitled to be present during any discussion or voting by the Corporation that takes place after the hearing of the facts relevant to the Corporation's decision.

4.4 The Corporation shall decide whether or not the member should be removed from membership of the committee and the member shall be notified of the Corporation's decision in writing as soon as practicable after the meeting, and in any event within fourteen days.

4.5 A co-opted member removed from membership of a committee shall have no right of appeal against the Corporation's decision.

APPENDIX 9

ROLE AND RESPONSIBILITIES OF A GOVERNOR

Main Responsibilities of the Corporation of Governors

Under Article 3(1) of the College's Articles of the Corporation is responsible for:

- (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (b) 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
- (c) approving the quality strategy of the institution;
- (d) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- (e) approving annual estimates of income and expenditure;
- (f) 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, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- (g) setting a framework for the pay and conditions of service of all other staff.
- (h) reviewing the appetite for risk of the institution including reviewing and approving the risk register of the institution from time to time

Responsibilities of Individual Governors

- i. To attend meetings of the Corporation and other occasional events arranged by the College.
- ii. If requested, to be a member of at least one committee of the Corporation and to attend the necessary meetings.
- iii. To participate actively and constructively in meetings of the Corporation and the appropriate committees and, in doing so, to assist the Corporation in its oversight of the College's activities and effectiveness of college management
- iv. To take an active interest in Further Education in general and in the College in particular.
- v. To abide by the Code of Conduct for governors as approved by the Corporation and to declare any relevant financial, business and personal interests in accordance with the Register of Interests approved by the Corporation .
- vi. To undertake all training required by the Corporation ;
- vii. To contribute to the strength of the Corporation by bringing an external perspective and experience to the Corporation 's oversight of the College but to stop short of giving professional advice.
- viii. To act as an ambassador for the College and to foster good relations between the College and the local community.
- ix. Always to act in the best interests of the College and not to speak or vote as if mandated by other persons or bodies.

APPENDIX 10

**TERMS OF REFERENCE OF
COMMITTEES
&
SCHEME OF DELEGATION**

TERMS OF REFERENCE - AUDIT and RISK COMMITTEE

Purpose:

The Audit and Risk committee must advise the Corporation on the adequacy and effectiveness of the Corporation's assurance framework. The audit committee must play a robust role in good stewardship and risk management. In addition, the Audit and Risk Committee advises and supports the Corporation by explaining, in its annual accounts, the measures taken to confirm it has fulfilled its statutory and regulatory responsibilities. For the avoidance of doubt, this includes (since 29 November 2022) any requirements under the regularity framework for financial management set out in "Managing Public Money (MPM)", published by HM Treasury (March 2022, or later updates), as well as subsequent central government guidance.

The College accounts direction sets out the funding bodies' specific requirements including the required format of the Corporation's statement of corporate governance and internal control.

Responsibilities:

The Audit and Risk Committee **must**:

- assess and provide the Corporation with an opinion on the adequacy and effectiveness of the Corporation's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets. The committee should take a holistic view with all aspects and systems, financial and non-financial, being in scope depending on their impact and effect on the corporation.
- consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the audit committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance.
- *advise the Corporation on the appointment, reappointment, dismissal and remuneration of the external auditor (appointment to be undertaken via a tender process at least every 5 years), reporting accountant, internal audit (as applicable) and other assurance providers and establish that all such assurance providers adhere to relevant professional standards.*
- *inform the Corporation of any additional services provided by the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers and explain how independence and objectivity were safeguarded.*
- monitor, within agreed timescales, the implementation of recommendations arising from any reports of audit and assurance providers.
- oversee the Corporation's policies and processes on fraud, irregularity, impropriety and whistleblowing, and ensure:
 - the proper proportionate and independent investigation of allegations and instances of fraud and irregularity
 - that investigations outcomes are reported to the Committee
 - that the external auditor, and internal auditor if applicable, are informed of investigation outcomes and other matters of fraud, irregularity and impropriety, and that appropriate follow-up action has been planned/actioned
 - that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, cybercrime, major weakness or breakdown in the accounting or other control framework are reported to the ESFA, and other relevant funding authority, as soon as possible
 - risks around fraud have been identified and controls put in place to mitigate them.
- produce an annual report for the Corporation, summarising the Committee's activities relating to the financial year under review, including:
 - a summary of the work undertaken by the Committee during the year
 - the number of the meetings held in the year, and attendance records for each audit committee member
 - any significant issues arising up to the date of preparation of the report
 - any significant matters of internal control included in the reports of audit and assurance providers
 - details of the date of appointment of the external auditors and the remaining term of the contract
 - 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 Corporation's assurance arrangements, assurance over subcontracting, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the

safeguarding of its asset

The annual report of the committee should be submitted to the Corporation before the statement of corporate governance and internal control in the annual accounts is signed

The Audit and Risk Committee **will**:

- *advise the Corporation on the scope and objectives of the work of assurance providers, the external auditor, and the funding auditor.*
- *give due regard to any relevant legal or regulatory requirements associated with GDPR, Data Protection, Subject Access Data Requests and Freedom of Information Requests, liaising where relevant with other committees.*
- *ensure effective coordination between assurance providers the external auditor and the funding auditor.*
- *consider and advise the Corporation on the audit strategy and annual internal audit plans for internal audit.*
- *advise the Corporation on internal audit assignment reports and annual reports and on control issues included in the external auditor's management letter and management's responses to these.*
- *establish, in conjunction with College Executive, relevant annual performance measures and indicators, and to monitor the effectiveness of the internal audit arrangements and external auditor and the funding auditor through these measures and to decide, based on this review, whether a competition for price and quality of the audit service is appropriate.*
- *regularly review the Corporation Risk Management Process on behalf of the Corporation.*

Powers:

Advisory and such specific delegated powers granted by resolution of the Corporation.
In addition, the Committee has:

- the right to scrutinise any activity within its terms of reference, which may involve engaging a third party to assist
- the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit
- a restriction not to adopt an executive role.

Membership:

The Committee membership:

- shall comprise up to six members
- include individuals with an appropriate mix of skills and experience to allow the committee to discharge its duties effectively.
- collectively, members of the committee should have recent, relevant experience in risk management, finance, and assurance. The abilities of the membership of the audit committee should reflect the needs of the corporation and should extend to expertise in all relevant financial and non-financial areas

The Committee may invite the Corporation's advisers or other third parties to attend meetings as appropriate (such persons shall be entitled to speak at the meeting, but not to vote).

The Corporation has a responsibility to ensure the Committee's independence and objectivity, as such the following people shall not be eligible to serve as members of the Committee:

- Members of the Finance and Employment Committee
- The Chair of Corporation
- The Principal and those with executive authority at a senior level within the College*
- The staff member*
- The student member*

* The Committee may invite these members of the College to attend meetings.

Quorum:

The quorum for meetings shall be three members, including Co-opted members.

Chair and Vice Chair:

The Chair of the Committee will be recommended by the Governance & Search Committee in the summer term and appointed by Corporation for a term of one year from 1st August.
 The Vice Chair will be appointed by the Committee in September for the ensuing academic year.
 The retiring Chair and Vice Chair will be eligible for re-appointment.
 In the absence of both the Chair and Vice Chair from a meeting, the Committee will appoint another member to act as Chair for that meeting.

Clerk:

The Clerk to the Corporation shall act as Clerk to the Committee.

Frequency of Meetings:

The Committee will meet not less than three times a year, or else include an explanation in their report. The internal or external auditor may request a meeting of the Committee if they consider it to be necessary, and the Committee will endeavour to comply with such requests.

Term of Office

Appointments to the Committee will be recommended by the Governance & Search Committee in the summer term and appointed by Corporation for a term of one year from 1st August.

Status of Papers

All papers will be treated as confidential until the Committee has determined their status at the end of each Committee meeting. Papers deemed by the Committee to be non-confidential will be circulated as for other Corporation and Corporation Committee reports and agendas.
 The Committee shall report to Corporation through the medium of the Committee Chair's report.

Terms of Reference Title:	Audit & Risk Committee
Author:	Clerk
Review Date:	July 2023
Renewal Date:	July 2024
Related Documents & Procedures:	Instrument and Articles of Government, Standing Orders, Code of Conduct, Business Cycle. MPM and other or subsequent central government guidance.

TERMS OF REFERENCE - FINANCE & EMPLOYMENT COMMITTEE

Purpose:

To formulate guidelines for, and advise the Corporation on, its oversight of the discharge of the Corporation's responsibilities for the proper management of the resources and assets of the College.

Responsibilities:

To determine or advise on finance or employment issues.

To make recommendations to the Corporation on the strategy on:

- Conditions of service (except those for Senior Post Holders)
- Financial management
- Annual estimates of income and expenditure
- Fees and charges
- All human resources matters excluding those for Senior Post Holders
- Health and Safety.

To monitor the achievement of financial performance indicators and advise the Corporation accordingly.

To authorise:

- 3 Monthly Management Accounts.

To consider:

- Annual Financial Statements
- Budgets
- Financial Regulations, prior to recommendation for Corporation approval.

To monitor the achievement of financial performance indicators and advise.

To consider and make recommendations to the Corporation on the financial implications of the recommendations or decisions of any other Corporation Committee.

To receive budget and financial monitoring information on the College and any subsidiary companies.

To approve non-pay expenditure of £100,000 and above, in accordance with Financial Regulations and Policies, and within the College's approved budget.

To have oversight on behalf of the Corporation and to monitor College strategy on information technology infrastructure.

Powers:

Advisory and such specific delegated powers granted by resolution of the Corporation.

Membership:

The Committee shall comprise of up to six members to include:

- Chair of Corporation (ex officio)
- The Principal
- Up to four further members which may include one co-opted member

There shall be a standing invitation for members of the Executive Team to attend. Members of the College Finance Team, or indeed other staff, may also attend on specific invitation from the Chair of the Committee.

Quorum:

The quorum for meetings of the Committee shall be three members.

Links:

A member of the Committee shall be a member of the College's Health and Safety Committee.

Chair and Vice Chair:

The Chair of the Committee will be recommended by the Governance & Search Committee in the summer term and appointed by Corporation for a term of one year from 1st August. The Vice Chair will be appointed by the Committee in September for the ensuing academic year. The Chair and Vice Chair will be eligible for re-appointment.

In the absence of both the Chair and Vice Chair from a meeting, the Committee will appoint another member to act as Chair for that meeting.

Clerk:

The Clerk to the Corporation shall act as Clerk to the Committee.

Frequency of Meetings:

The Committee will meet not less than five times per year.

Term of Office:

Appointments to the Committee will be recommended by the Governance & Search Committee in the summer term and appointed by Corporation for a term of one year from 1st August.

Status of Papers:

All papers will be treated as confidential until the Committee has determined their status at the end of each Committee meeting. Papers deemed by the Committee to be non-confidential will be circulated as for other Corporation and Corporation Committee reports and agendas. The Committee shall report to Corporation through the Committee Chair's report.

Terms of Reference Title:	Finance & Employment Committee
Author:	Clerk
Review Date:	July 2022
Renewal Date:	July 2023
Related Documents & Procedures:	Instrument and Articles of Government, Standing Orders, Code of Conduct, Business Cycle.

TERMS OF REFERENCE - GOVERNANCE & SEARCH COMMITTEE

Purpose:

To advise the Corporation on matters relating to the governance and operation of Corporation and the effective, proper and efficient discharge of its business

To advise Corporation on the appointment and reappointment of Members of the Corporation.

Responsibilities:

To advise the Corporation on the appointment and reappointment of Members of the Corporation.

To determine the process whereby candidates for consideration for Corporation Membership are nominated.

The Committee shall monitor the membership of the Corporation against the needs of the College in terms of the knowledge, experience, interests, skills and qualifications of Members. The Committee shall also take into account the need to have a balanced membership. In carrying out this monitoring exercise, the Committee shall have regard to any recent Skills Audit of Corporation Members and/or Corporation Self-Assessment.

The Committee shall identify any gaps in the knowledge, experience, skills and qualifications of current Members and endeavour to ensure that those gaps are filled through the recommendations made by the Committee to the Corporation for new Members.

To advise the Corporation on such matters relating to membership and appointments as the Corporation may remit. To evaluate the contribution made by existing individual Members before proposing any re appointment to the Corporation.

The Committee shall give consideration to succession planning.

To promote the Corporation and the College within the local community.

To ensure that the Corporation takes account of the need to reflect the local community in Corporation Membership. To monitor the skills and experience of Corporation Members to identify desired areas of expertise to be sought in the appointment of new Members.

To determine and monitor the Corporation Member Training and Development Policy.

To advise the Corporation on the appointment of co-opted non-Corporation members to Corporation Committees. To monitor the diversity profile of Corporation Members and, having due regard for the benefits of diversity in membership, making recommendations regarding appointments to remedy any under-representation when appropriate. The Committee shall have regard to the College's obligations under all aspects of discrimination legislation

To advise the Corporation on Governance issues including:

- The annual self-evaluation of Governance and monitoring the associated action plans
- Corporation Committee Structure and Committee Membership
- Performance indicators (attendance and mandatory training)
- Standing Orders
- Code of Conduct
- Members' Links.

Powers:

Advisory and such specific delegated powers granted by resolution of the Corporation.

Membership:

The Committee shall comprise of up to seven members to include:

The Chair of Corporation (ex officio)
 The Vice Chair of Corporation (ex officio)
 Independent Governors (up to 3 in addition to the Chair and Vice Chair)
 The Principal
 One co-opted member (this may be the Presiding Ambassador if required)

Quorum

The quorum for meetings of the Committee shall be three members.

Chair and Vice Chair:

The Chair of the Committee will be recommended by the Governance & Search Committee in the summer term and appointed by Corporation for a term of one year from 1st August. The Vice Chair will be appointed by the Committee in September for the ensuing academic year. The Chair and Vice Chair will be eligible for re-appointment.

In the absence of both the Chair and Vice Chair from a meeting, the Committee will appoint another member to act as Chair for that meeting.

Clerk:

The Clerk to the Corporation shall act as Clerk to the Committee.

Frequency of Meetings:

The Committee will meet at least three times per year.

Term of Office:

Appointments to the Committee will be recommended by the Governance & Search Committee in the summer term and appointed by Corporation for a term of one year from 1st August.

Status of Papers

All papers will be normally treated as non-confidential unless determined confidential by the Chair at the end of a committee meeting.

The Committee shall report to Corporation through the medium of the Committee Chair's report.

Terms of Reference Title:	Governance & Search Committee
Issue Date:	
Author:	Clerk
Review Date:	July 2022
Renewal Date:	July 2023
Related Documents & Procedures:	Instrument and Articles of Government, Standing Orders, Code of Conduct, Business Cycle.

TERMS OF REFERENCE - ACADEMIC STANDARDS & QUALITY COMMITTEE:

Purpose:

To oversee the College's Further Education and HE quality strategy and procedures and scrutinise their impact in ensuring the highest standards and continual improvement in the experience of all students and their levels of achievement.

To advise the Corporation in the discharge of its responsibilities with regard to oversight of the College's quality strategy.

To scrutinise and review the College's academic performance, and on behalf of the Corporation, to overview external inspection and self- assessment matters (excluding Self-Evaluation of Governance).

To nominate Corporation members to link to Directorates and Student Support, so that a deeper understanding of strengths and areas for improvement is gained and actions taken to bring about improvement.

To consider the implication of national policy/guidance which may be issued from time to time and advise Corporation as appropriate.

Responsibilities:

To advise the Corporation on arrangements for assuring the quality and standards of educational activities in the College and of its subsidiaries including HE.

To monitor the College curriculum at a strategic level in relation to Safeguarding as it applies to matters of Equality and Diversity and student involvement and performance.

To annually review the College's Teaching and Learning Policy, and to recommend any amendments to Corporation.

To monitor the College's performance at a strategic level in relation to:

- teaching & learning activity
- enrolment
- student retention
- achievement
- attendance
- destination
- value added

and recommend to the Corporation annual targets and Key Performance Indicators in these areas and monitor the College's progress towards achieving them. Including consideration of external inspection reports and data.

To monitor

- employer engagement activity
- the quality of sub-contracted provision
- the effectiveness of communication between Corporation, staff, students and other stakeholders of the college.

To monitor the College's performance at a strategic level in relation to the continued professional development of all College Staff.

To consider the Quality Improvement Plan and planned academic programme developments and to recommend to the Finance & Employment Committee and the Corporation for such developments to be included in the financial plans and College Strategy.

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

To consider the rigour, robustness and consistency of self-assessment reports, and supporting evidence. Review and assess the College's facilities and infrastructures that affect the teaching and learning experience and make recommendations to the Finance and Employment Committee for improvement and investment. Review the College's Strategic Plan that relate to Curriculum and Quality issues.

To receive regular reports on the College's higher education provision, including OfS (Office for Students) and QAA (Quality Assurance Agency) matters.

To consider the outcomes of surveys of customer satisfaction and resulting proposals for action, and to consider matters referred from Corporation to the committee regarding any complaints on the curriculum.

Powers:

Advisory.

In addition, the Committee has:

- The right to explore any activity within its Terms of Reference
- The right to access all the information and explanation it considers necessary, from whatever source, to fulfil its remit
- A restriction not to adopt an executive role

Membership:

The Committee shall comprise of a minimum seven members

- Chair of Corporation (ex officio)
- Chief Executive Officer/Principal
- Staff Governors
- Student Governors
- Corporation members who are linked to individual Directorates
- Such co-opted members as may be approved by Corporation on the advice of the Search Committee.

Any other member of Corporation who has formally intimated to the Clerk his or her wish to serve on the Committee.

Attendees:

- Deputy Principal*
- Director of Quality, Teacher Development and Student Progress *
- Director of English and Maths*

*These members can speak at meetings but do not have any voting rights.

Quorum:

The quorum for meetings shall be three members.

Chair:

The Chair of the Committee will be recommended by the Governance & Search Committee and appointed by Corporation for a term of one year.

Vice Chair

The Vice Chair will be appointed by the Committee in September for the ensuing academic year.

The retiring Chair and Vice Chair will be eligible for re-appointment.

In the absence of both the Chair and Vice Chair from a meeting, the Committee will appoint another member to act as Chair for that meeting.

Clerk:

The Clerk to the Corporation shall act as Clerk to the Committee.

Frequency of Meetings

The Committee will meet not less than four times a year.

Term of Office

Appointments of members of the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed. Co-opted members will

be appointed for a term of one year and will be eligible for re-appointment if their membership is approved by the Corporation. Members may terminate their membership by notice of resignation to the Clerk to the Corporation.

Status of Papers

All papers will be treated as confidential until the Committee has determined their status at the end of each Committee meeting.

Papers deemed by the Committee to be non-confidential will be circulated as for other Corporation and Corporation Committee reports and agendas.

The Committee shall report to Corporation through the medium of the Committee Chair's report.

Terms of Reference Title:	Academic Standards & Quality Committee
Issue Date:	
Author:	Clerk
Review Date:	
Renewal Date:	
Related Documents & Procedures:	Instrument and Articles of Government, Standing Orders, Code of Conduct, Business Cycle.

TERMS OF REFERENCE - REMUNERATION COMMITTEE

Purpose:

To advise the Corporation on actions to be taken under Article 12 of the Articles of Government in respect of any vacancy amongst the Senior Post Holders.

To advise the Corporation on the appointment, grading, and appraisal of the Principal, other Senior Post Holders, and the Clerk, and to determine the pay and conditions of service of the Principal, other Senior Post Holders and the Clerk.

Responsibilities:

To determine the salary and other terms and conditions of service of the Principal, other Senior Post Holders and the Clerk.

To establish annual performance targets for the Principal and Clerk and to consider the post holders' performance against these.

To approve the performance targets for other Senior Post Holders, determined by the Principal and to consider the Principal's recommendations regarding the outcomes against those targets.

The Corporation has adopted The College's Senior Post Holder Remuneration Code; under the provisions of the Code the Committee must provide an annual report to the Corporation. The report must contain:

- a list of Senior Post Holders within the remit of Remuneration Committee;
- the policy on the remuneration for post holders within the remit of Remuneration Committee;
- the policy on income derived from external activities;
- the pay multiple of the Chief Executive / Principal and the median earnings of the institution's whole workforce, illustrating how that multiple has changed 5 over time and, if it is significantly above any published average, an explanation of why. The report should also contain:
 - the choice of comparator college(s)/organisation(s);
 - an explanation of any significant changes.

Powers:

The Committee is an internal body which is part of Corporation, with no executive duties and which is appointed for informational and consulting purposes, and which has duties to inform, advise, and propose as set out in the section under 'Purpose'.

Membership:

Chair of Corporation (ex officio)
Vice Chair of Corporation (ex officio) Chair
Chair of Finance and Employment Committee (ex officio)
Chair of Audit and Risk Committee (ex officio)
Chair of Academic Standards and Quality Committee (ex officio)

Any other Corporation Member (excluding Staff and Student Members and the Principal), who has formally intimated to the Clerk of his or her wish to serve on the Committee (as agreed by the Corporation).

Any other Corporation Member (excluding Staff and Student Members and the Principal) may request to attend any specific meeting.

Quorum

The quorum for meetings of the Committee shall be four members.

Chair:

The Chair of the Committee will be the Vice Chair of Corporation.
In the absence of the Chair from a meeting, the Committee will appoint another member to act as Chair for that meeting.

Clerk:

The Clerk to the Corporation shall act as Clerk to the Committee.

Frequency of Meetings:

The Committee will meet at least once per year and as required by the Chair of Corporation.

Term of Office:

Status of Papers

All papers will be treated as confidential. The Committee shall report to Corporation through the medium of the Committee Chair's report.

Terms of Reference Title:	Remuneration Committee
Issue Date:	30 July 2020
Author:	Clerk
Review Date:	September 2021
Renewal Date:	September 2021
Related Documents & Procedures:	Instrument and Articles of Government, Standing Orders, Code of Conduct, Business Cycle.

Scheme of delegation

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

KEY:	Level 1: Corporation	Level 4: CEO/Deputy CEO
	Level 2: Committee	Level 5: Executive
	Level 3: Chair	Level 6: Clerk (Head of Governance)

No	Key Function/Task	Decision Level					
		1	2	3	4	5	6
FINANCIAL							
1	Annually approve the College budget	√					
2	Monitor income and expenditure	√	√F&E				
3	Approve the tuition fees policy		√F&E				
4	Approve expenditure outside the agreed budget	√					
5	Ensure compliance with all funding agreements	√					
6	Approve the Financial Regulations	√					
7	Approve the Treasury Management Policy		√F&E				
8	Assess the Performance of the Internal Auditors		√ A&R				
9	Assess the Performance of the Financial Statements Auditors		√ A&R				
10	Appoint the internal and external auditors	√	√ A&R rec				
11	Recommend the Letter of Representation to the Corporation		√ A&R				
12	Approve the Letter of Representation	√					
13	Sign the Letter of Representation			√	√		
14	Recommend the College's Financial Statements for signature		√ A&R F&E				
15	Approve the College's Financial Statements for signature	√					
16	Sign off the College's Financial Statements			√	√		
17	Appointment of the college bankers and approve the opening/closing of bank accounts	√					
18	Follow up all allegations of fraud and irregularity		√ A&R				

No	Key Function/Task	Decision Level					
		1	2	3	4	5	6
HUMAN RESOURCES							
19	Appoint the Chief Executive Officer and other Senior Post Holders and the Clerk	√					
20	Approve a framework for the salaries and conditions of service of all staff within the College	√					
21	Determine staffing levels				√		
22	Appoint teaching staff				√	√	
23	Appoint non-teaching staff other than Senior Post Holders						
24	Review salary structure				√		
25	Annually appraise the Chief Executive Officer, the Clerk and other Senior Post Holders (other SPHs by the Chief Executive Officer, then shared with the REM)			√	√		
26	Annually appraise all staff and determine the level of annual pay awards (Performance Development Review Procedures)				√		
27	Formulate disciplinary, capability and performance review policies (Staff Capability and Disciplinary Procedures)					√	
28	Dismissal/suspension of the CEO/Principal/other Senior Post Holders/the Clerk	√					
29	Dismiss and suspend staff				√	√	
CURRICULUM							
30	Approve the Self-Assessment Report (SAR)	√					
31	Formulate a Quality Improvement Plan (QIP)				√		

32	Monitor performance against the QIP		√ASQ				
33	Monitor any Post-Inspection Action Plan		√ASQ				
34	Monitor the standards of teaching and learning		√ASQ				
35	Monitor achievement, retention and attendance rates	√	√ASQ				
36	Annual review and reporting of complaints	√	√ASQ				
ESTATES & FACILITIES, HEALTH & SAFETY, SAFEGUARDING AND EQUALITY & DIVERSITY, RISK MANAGEMENT							
37	Approve the Estates Strategy	√					
38	Insurance and personal liability					√	
39	Maintain the buildings, including developing a properly funded maintenance plan					√	
40	Approve a Health & Safety Policy	√					
41	Ensure compliance with regulations				√		
42	Approve the annual report on Health & Safety	√					
43	Approve the Safeguarding Policy	√					
44	Approve the Annual Report on Safeguarding	√					
45	Monitor Safeguarding including Safe Recruitment						√
46	Monitor Safeguarding, EDI and Prevent Action Plans as appropriate	√			√	√	
47	Formulate and update the Strategic Risk Register				√	√	
48	Monitor the Strategic Risk Register	√	√A&R				

KEY:	Level 1: Corporation	Level 4: Group CEO/Deputy Group CEO
	Level 2: Corporation Committee	Level 5: Executive
	Level 3: Chair	Level 6: Governance Director

No	Key Function/Task	Decision Level					
		1	2	3	4	5	6
GOVERNANCE							
49	Provide appropriate assurance monitoring/ reporting on the adequacy and effectiveness of the College's systems of internal control, its arrangements for risk management/ control and governance processes, and for ensuring VFM		√A&R				
50	Annually review the Instrument and Articles of Government, the Standing Orders and the terms of reference of Committees						√
51	Approve any amendments to the I&A, the Standing Orders and the terms of reference of the Committees	√					
52	Appoint the Chair and Vice Chair of Corporation	√					
54	Appoint or remove members of the Corporation	√					
55	Hold special meetings as determined by the Corporation	√					
56	Establish and maintain a Register of Interests						√
57	Act as Chief Accounting Officer				√		
58	Monitor the College's KPIs	√					
59	Advise on the appointment of members	√	√G&S				√
60	Advise on the skills profile of the Corporation	√	√G&S				√
61	Approve the Corporation Calendar including the meetings schedule	√					√
62	Monitor Members' attendance	√	√G&S				√
63	Publish the minutes of non-confidential Corporation and Committee meetings on the website						√
64	Approve minutes of Corporation and Committee meetings as accurate	√	√ All Cttees				
65	Maintain records and report on the use of the College Seal to Corporation						√
66	Annually review the Policy Framework	√					

67	Annually review the operation of Data Protection, Freedom of Information and Whistleblowing Policies		√A&R				
68	Keep the Senior Post Holder Disciplinary and Grievance Policies under review	√					
69	Governor Training and Development		√G&S				√
70	Code of Conduct for Corporation Members	√	√G&S				√
71	Approve the Accountability Agreement	√					
72	Complete annual Self-Assessment of Governance (English Colleges Code of Good Governance)	√					√

Committees:

Audit (A&R); Finance and Employment (F&E); Governance and Search (G&S); Academic Standards and Quality (ASQ); Remuneration (R)