



**NOTTINGHAM COLLEGE**

**STANDING ORDERS**

**(Adopted by the Corporation 3 July 2023)**

## TABLE OF CONTENTS

INTERPRETATION .....	4
APPOINTMENT OF GOVERNORS.....	4
GOVERNORS' TERMS OF OFFICE .....	4
APPOINTMENT OF CHAIR AND VICE-CHAIRS.....	5
APPOINTMENT OF THE CLERK TO THE CORPORATION .....	5
ELIGIBILITY OF GOVERNORS TO SERVE.....	5
SUSPENSION & TERMINATION OF MEMBERSHIP .....	5
GOVERNORS' INTERESTS .....	5
ROLE OF INDIVIDUAL GOVERNORS .....	5
MEETINGS OF THE BOARD .....	6
DISORDERLY CONDUCT BY GOVERNORS .....	6
ADJOURNMENT .....	6
PUBLIC ACCESS TO MEETINGS.....	6
PUBLICATION OF MINUTES AND PAPERS .....	6
COMPLAINTS ABOUT THE BOARD OF GOVERNORS.....	7
COMMITTEES .....	7
TERMS OF REFERENCE .....	7
MEMBERSHIP AND TERM OF OFFICE .....	7
COMMITTEE CHAIRS .....	7
COMMITTEE MEETINGS.....	7
COMMITTEE MINUTES .....	7
ATTENDANCE AT COMMITTEE MEETINGS BY PERSONS WHO ARE NOT COMMITTEE MEMBERS.....	8
URGENT ACTION.....	8
AUTHENTICATION OF DOCUMENTS .....	8
SUSPENSION OF STANDING ORDERS .....	8
VARIATION OR REVOCATION .....	8
SCHEME OF DELEGATION .....	8
REVIEW AND UPDATING.....	9
ONS RECLASSIFICATION AND MANAGING PUBLIC MONEY .....	9

## APPENDICES

<b>APPENDIX 1</b>	<b>10</b>
GOVERNOR RECRUITMENT, APPOINTMENT AND SUCCESSION PLANNING POLICY	10
<b>APPENDIX 2</b>	<b>13</b>
PROCEDURE FOR THE APPOINTMENT OF THE CHAIR & VICE-CHAIR(S) OF THE BOARD	13
<b>APPENDIX 3</b>	<b>14</b>
ROLE AND RESPONSIBILITIES OF THE CHAIR	14
<b>APPENDIX 4</b>	<b>16</b>
CHAIR – PERSON SPECIFICATION	16
<b>APPENDIX 5</b>	<b>17</b>
VICE CHAIR(S) – ROLE DESCRIPTION	17
<b>APPENDIX 6</b>	<b>18</b>
ROLE OF THE CLERK (DIRECTOR OF GOVERNANCE)	18
<b>APPENDIX 7</b>	<b>20</b>
DECLARATION OF ELIGIBILITY FOR BOARD MEMBERSHIP	20
<b>APPENDIX 8</b>	<b>21</b>
PROCEDURE FOR REMOVING A GOVERNOR FROM OFFICE	21
<b>APPENDIX 9</b>	<b>23</b>
DECLARATION OF INTERESTS OF GOVERNORS AND SENIOR STAFF	23
<b>APPENDIX 10</b>	<b>25</b>
ROLE AND RESPONSIBILITIES OF A GOVERNOR	25
<b>APPENDIX 11</b>	<b>26</b>
TERMS OF REFERENCE OF COMMITTEES & SCHEME OF DELEGATION	26
<i>Audit Committee</i>	27
<i>Finance &amp; Assets Committee</i>	30
<i>Governance &amp; Search Committee</i>	32
<i>Learning and Quality Committee</i>	34
<i>Remuneration Committee</i>	36
<i>Scheme of delegation</i>	38

## **INTERPRETATION**

1. In these Standing Orders:

“College” means Nottingham College

“Board” means the Board of Governors (otherwise referred to as the Corporation) of Nottingham College

“Committee” means a committee of the Board

“Chair” means the Chair of the Board or of a committee of the Board or of a meeting of the Board or a committee as the context requires

“Vice-Chair(s)” means the Vice-Chair(s) of the Board

“Governor” means a member of the Board

“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 Nottingham College

“the Clerk” means the Director 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 Nottingham 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 Director of Governance.
4. These Standing Orders were approved by the Board 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 external governor shall be for a period of up to 4 years. The process for re-appointment is set out in Appendix 1.
7. The Board has determined that external governors shall not serve for more than 8 years unless exceptional circumstances are considered applicable, and the extension is approved by the Board 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 Board. 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 Board’s expectation that steps will be taken to address any exceptional circumstances identified by either the Board and/or the Governance & Search Committee, to reduce such appointments to a minimum.
8. The Chief Executive Officer shall serve for the period of appointment as Chief Executive Officer.
9. Staff governors shall be appointed for a term of office of 2 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 Board, the Chair and Vice-Chair(s) shall hold office for a term of up to 2 years from 1st August in the year of appointment. This provision is subject to the right of the Board 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 & responsibilities of the Chair are set out in Appendix 3. The Chair specification is set out in Appendix 4. The role description for the Vice Chair(s) is included at Appendix 5.
15. Whilst any governor is free at the appropriate time to volunteer 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(s) 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 Board 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 Board shall appoint a person to serve as Clerk to the Corporation (otherwise to be known as Director of Governance) on contractual terms approved by the Board. The role of the Clerk is set out in Appendix 6.

## **ELIGIBILITY OF GOVERNORS TO SERVE**

18. Governors shall be required, as a condition of Board 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 7.
19. All 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 a Vice-Chair, consider that it may be appropriate for the Board to remove a governor from office under Clause 9 of the Instrument of Government, the procedure set out in Appendix 8 shall apply.
21. Similarly, should the Chair, or in the Chair's absence a 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 8 shall apply.
22. The Chair, or in the Chair's absence, a Vice-Chair may for good and urgent cause suspend the membership of a governor pending a formal determination by the Board under Clause 9(4) 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 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 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 9.

## **ROLE OF INDIVIDUAL GOVERNORS**

24. The role that an individual governor is expected to fulfil is set out in Appendix 10.

## **MEETINGS OF THE BOARD**

22. The Board 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 Board 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 Board shall be decided by the Board 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 Board or a committee may be obtained by written resolution shall be used only in extreme circumstances provided that the Chair of the Board, 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.

## **DISORDERLY CONDUCT BY GOVERNORS**

28. 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 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 Board'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 Board for such period as they in their discretion shall consider expedient.

## **ADJOURNMENT**

30. 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**

31. Meetings of the Board 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 Board 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 Board

- 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 Board is involved
- vi. Information planned for publication in advance of that publication
- vii. Any other matters the publication of which would, in the Board's view, be detrimental to the College's interests

## **COMPLAINTS ABOUT THE BOARD OF GOVERNORS**

- 33. 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 independent Clerk to the Corporation via the College. The Clerk is authorised by the Board 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 Board 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 Board, as appropriate to the circumstances.

## **COMMITTEES**

### **Terms of Reference**

- 35. The Board will establish an Audit Committee, a Governance & Search Committee, a Learning & Quality Committee, a Finance & Assets Committee and a Remuneration Committee. The terms of reference of these committees shall be as set out in Appendix 11.
- 36. 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 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 Board 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 Board on an annual basis.

### **Committee Chairs**

- 40. Chairs of Committees shall be appointed annually by the Board 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 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**

- 42. Formal minutes of committees will be prepared by the Clerk and submitted to the next scheduled meeting of the Board.

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 Board 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 Board, 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 Board (or, in the Chair's absence, a Vice-Chair), to take action necessary to deal with the matter. Provided always that none of the responsibilities of the Board 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 Board.

#### **AUTHENTICATION OF DOCUMENTS**

##### **Common Seal**

51. 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 their absence a 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 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.

#### **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 Board and shall take effect as 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.

#### **SCHEME OF DELEGATION**

55. The Board 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 11

#### **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 Board, 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 Board 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 Board for the recruitment and appointment of new governors and succession planning for key governance roles. The Board 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 Nottingham College and its learners, staff and communities. The Board 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 Board on all aspects of the Board'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 Board is below full strength are minimised.
- 1.3 It is the responsibility of the Director of Governance 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 Board's skill mix under review with a view to seeking appropriate improvements and that, as far as possible, the membership of the Board is representative of the communities the college serves.
- 1.4 In accordance with the Code of Good Governance for English Colleges, the Board 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 board should adopt a formal and open policy for recruiting governors'*. In establishing these processes, the Board aims to keep a balance between refreshing its membership and maintaining experience, knowledge and skills to have the right people on the Board to fulfil the college's strategy.
- 1.5 It will also continue to seek to have a Board of Governors that reflects the make-up of the communities that the college serves, and which reflects the learner, staff and employer profiles.

#### 2 EXTERNAL GOVERNORS

##### Expiry of the Term of Office of an Existing Governor

- 2.1 The Clerk to the Corporation 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 Board 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 Board.
- 2.2 The Governance & Search 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:
  - (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 Board
  - (c) The governor's contribution and commitment to the Board's work
  - (d) The length of the governor's previous service on the Board
- 2.3 A governor's term of office will expire automatically unless the Governance & Search Committee decides to recommend a further appointment and the Board accept the recommendation. An external governor shall not ordinarily 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. The Director of Governance 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 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 arises and will be dealt with under paragraphs 2.6 to 2.8 of this policy.

- 2.5 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 2.6 to 2.8 of this policy.

### **Recruitment and appointment**

- 2.6 When a vacancy arises for an external 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 Board diversity as identified by the most recent EDI questionnaire and other issues that may arise that would lead to the Board identifying particular characteristics and experience as being relevant at to the Board.
- 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/board recruitment websites e.g. Women on Boards (WOB)
  - 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 Director of Governance will shortlist suitable candidates. Members of the Committee will interview shortlisted candidates and make recommendations to the Board 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 Director of Governance will oversee the arrangements for the appointment of a new governor following selection by the staff of the College. The academic staff governor will be nominated and elected by all of the permanent academic staff of the College and the non-academic staff governor by all of the permanent non-academic 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. academic or non-academic) will be invited to nominate staff for selection on a form prescribed by the Director of Governance
  - (b) If there is only one nominee, that person's name will be put forward to the Board who shall appoint the nominee provided that the person is eligible for Board 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 Director of Governance 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 Board who shall appoint the nominee provided that the person is eligible for Board 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), the Director of Governance and the Wellbeing Coordinator – Student Voice 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 Director of Governance shall determine the arrangements for the election and oversee the process.

- (d) The students selected via the election shall be put forward to the Board of Governors who shall appoint the two students elected provided the nominees are eligible for Board 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 Board who shall appoint them provided that they are eligible for Board 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 Board
- (b) Declare their eligibility for Board membership
- (c) Agree to be bound by the Code of Conduct approved by the Board
- (d) Undergo a Disclosure & Barring Service check (where applicable)
- (e) Undertake mandatory training as agreed by the Board within 2 months of appointment and renewed every 3 years (Safeguarding, Prevent, EDI and GDPR)

## **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 Director of Governance, 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 Board agrees that there must be an on-going review of succession planning for the positions of Chair, Vice-Chair and Chairs of Committees.
- The Board 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 Board 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 Board 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 Board may be considered as possibilities for development.
- If there are no governors within the Board 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 Board agrees that there should be an on-going review of succession planning. The Director of Governance 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(S) OF THE BOARD**

The following rules will apply to the appointment of the Chair and Vice-Chair(s) of the Board.

1. The appointment of Chair and Vice Chair shall be for a period up to two years. The Governance & Search Committee may recommend to the Board that external candidates for the role of Chair should be considered, and the process shall be determined by the Governance & Search Committee, under the Policy at Appendix 1.
2. The Chief Executive Officer, staff and student governors are not eligible to stand but may participate in the process of appointment.
3. Where external candidates are included in the application process all candidates (internal and external) will follow the same application process.
4. Where external candidates are not included in the application process determined then; -
  - (a) The Clerk will seek nominations from Board members at least four weeks prior to the appointment date
  - (b) Where there is more than one nomination a secret ballot will be arranged by the Clerk
5. If both the Chair and Vice-Chair(s) are absent from any meetings of the Corporation, the members present shall choose one of their number to act as Chair
6. The Chair or Vice-Chair(s) may resign their office at any time by giving notice in writing to the Director of Governance
7. 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 Board is satisfied that the Chair or Vice-Chair(s) is unable or unfit to discharge their functions, the Board 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 AND RESPONSIBILITIES OF THE CHAIR** (over and above the role of a Governor in Appendix 8)

#### **OBJECTIVES**

The Chair and the Board 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 Board 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.

#### **CHAIR'S PRINCIPAL RESPONSIBILITIES**

##### **Strategic leadership**

- Provide leadership to the college and its Board, ensuring that the college has maximum impact for its students, businesses and communities
- Ensure that Governors fulfil their duties and responsibilities for the effective governance of the college.
- Ensure that the Board operates within its objectives, and provides a clear strategic direction
- Ensure that the Board is able to regularly review major risks and associated opportunities, and satisfy itself that systems are in place to take advantage of opportunities, and manage and mitigate the risks
- Ensure that the Board fulfils its duties to ensure sound financial health, with systems in place to ensure financial accountability
- Ensure that the Board oversees the vision and mission of the College and that this is regularly reviewed

##### **Governance**

- Ensure that the governance arrangements are working in the most effective way
- Develop the knowledge and capability of the Board
- Encourage positive change where appropriate
- Address and resolve any conflicts within the Board
- Undertake annual development conversations with governors to support the annual self-assessment process
- Ensure that the Board is regularly refreshed and incorporates the right balance of skills, knowledge and experience needed to govern and lead effectively, and which also reflects the wider population
- Work within any agreed policies adopted by the College and the Corporation

##### **External Relations**

- 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

### **Efficiency and effectiveness**

- Chair meetings of the Board effectively and efficiently, bringing impartiality and objectivity to the decision making process
- Ensure that Governors are fully engaged
- Ensure that decisions are taken in the best, long-term interests of the College
- Ensure that the Board takes collective ownership
- Foster, maintain and ensure that constructive relationships exist with and between the Governors
- Work closely with the Chief Executive and Director of Governance to give direction to Board policymaking and to ensure that meetings are well planned, meaningful and reflect the responsibilities of trustees
- Monitor that decisions taken at meetings are implemented

### **Relationship with the Chief Executive, Director of Governance and the wider management team**

- Establish and build a strong, effective and a constructive working relationship with the Chief Executive, ensuring s/he is held to account for achieving agreed strategic objectives
- Support the Chief Executive, whilst respecting the boundaries which exist between the two roles
- Establish and build a strong, effective and a constructive working relationship with the Director of Governance to help ensure the good governance of the college
- Ensure regular contact with the Chief Executive and Director of Governance and develop and maintain an open and supportive relationship within which each can speak openly about concerns, worries and challenges
- Liaise with the Chief Executive to maintain an overview of the College's affairs, providing support as necessary
- Conduct an annual appraisal and remuneration review for the Chief Executive, Senior Post Holders and Director of Governance in consultation with other Governors and the Board
- Ensure that the Chief Executive, Senior Post Holders and Director of Governance have the opportunity for professional development and appropriate external professional support

### **Additional information**

The Chair will be supported in their role by the Director of Governance. A description of the Director of Governance's role and responsibilities can be found in these standing orders. The Vice-Chair(s) acts for the Chair when the Chair is not available and undertakes assignments at the request of the Chair. The above list is indicative only and not exhaustive. The Chair will be expected to perform all such additional duties as are reasonably commensurate with the role.

## **APPENDIX 4**

### **CHAIR – PERSON SPECIFICATION**

In addition to the qualities required as a Governor, the Chair must also meet the following requirements:-

#### **Personal Qualities**

- Demonstrate a strong and visible passion and commitment to the college, its strategic objectives and cause
- Have a strong connection to Nottingham, with an understanding of local politics and dynamics
- Personal gravitas to lead a significant organisation
- Exhibit strong inter-personal and relationship building abilities and be comfortable in an ambassadorial role
- Demonstrate tact and diplomacy, with the ability to listen and engage effectively
- Strong networking capabilities that can be utilised for the benefit of the college
- Ability to foster and promote a collaborative team environment
- Ability to commit time to conduct the role well, including travel and attending events out of office hours (Corporation meetings are generally held in the evening)

#### **Experience**

- Experience of operating at a senior strategic leadership level within an organisation
- Successful track record of achievement through their career and/or volunteer work
- Experience of governance and working with or as part of a Board
- Experience of working or Board membership within the public sector
- Experience of external representation, delivering presentations and engaging with stakeholders
- Significant experience of chairing meetings and events

#### **Knowledge and skills**

- Broad knowledge and understanding of the Further Education and Sixth Form sector and current issues affecting it
- Strong leadership skills, ability to motivate staff and volunteers and bring people together
- Financial management expertise and a broad understanding of educational finance issues
- Good understanding of governance issues

#### **Terms**

- The College's Chair will normally serve a two-year term, subject to a successful annual review and will be eligible for re-appointment.



## **APPENDIX 5**

### **VICE CHAIR(S) – 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(s) 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 Board 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 Board 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(s)**

- Develop an effective working relationship with the Chair, Principal and the Director of Governance 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 Principal 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(s) ensures that:
  - the governance arrangements are working in the most effective way
  - Chair meetings of the Board 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 Principal and the Director of Governance

#### **External Role**

The Vice Chair(s) 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 6

### ROLE OF THE CLERK (DIRECTOR OF GOVERNANCE)

**Main Purpose:** To provide effective, independent and professional advice and support to the Board 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 Board 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 Board of Governors and the Chief Executive Officer/management of the College.
  - (b) Facilitating the proper conduct of meetings of the Board of Governors and its committees and seeking to ensure that correct procedures are followed.
  - (c) Ensuring that all appointments to the Board 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 Board of Governors and to individual governors in accordance with their role as governors.
  - (f) Facilitating communication on Board matters between the Board, the Chief Executive Officer and senior staff of the College.
  - (g) Administering those procedures approved by the Board of Governors for making information about the Board'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 Board of Governors in discharging its responsibilities.
  - (j) Working in a manner which promotes equality & diversity.
  - (k) Undertaking such other duties as the Board of Governors may from time to time reasonably require.
2. 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:
  - (a) 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.
  - (b) 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 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 Board 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 Board, as appropriate to the circumstances.

## APPENDIX 7

### NOTTINGHAM COLLEGE 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 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 Board becomes disqualified at any time under any of the above, that governor must immediately inform the Clerk to the Corporation in writing.

## **APPENDIX 8**

### **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 Board 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 Board

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

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.

~~4.3~~ 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 Board 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 Board. 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 Board under Instrument 9(4) 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 Board who shall deal with the matter in accordance with paragraph 3.

#### **3. MEETINGS OF THE BOARD REGARDING THE REMOVAL OF A GOVERNOR**

3.1 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.

3.2 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.

3.3 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 Board that takes place after the hearing of the facts relevant to the Board'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 Board shall have the right to examine witnesses if appropriate.

- 3.5 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 seven days.
- 3.6 A governor removed from office shall have no right of appeal against the Board's decision.
- 4. REMOVAL OF A CO-OPTED MEMBER (NON-GOVERNOR) FROM A COMMITTEE**
- 4.1 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 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 Board.
- 4.2 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.
- 4.3 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 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 Board that takes place after the hearing of the facts relevant to the Board's decision.
- 4.4 The Board shall decide whether or not the member should be removed from membership of the committee and the member shall be notified of the Board'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 Board's decision.

**APPENDIX 9**

**NOTTINGHAM COLLEGE  
BOARD OF GOVERNORS**

**DECLARATION OF INTERESTS OF GOVERNORS AND SENIOR STAFF**

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 Declaration of Interests:

1. Senior staff, for the purposes of declaration of interests, are defined as :
  - i. Chief Executive Officer
  - ii. Senior post holders
  - iii. Any other member of staff designated by the Chief Executive Officer
2. Interests to be declared are any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect your judgement in relation to any aspect of the College's business. For guidance you should consider declaring the following interests:

### Financial Interests

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

### Personal Interests

- i. Membership of another public body, including:
  - Local Authorities
  - Health Authorities
  - NHS Trusts
  - School or College Governing Bodies
  - Academies and academy trusts
  - Local Enterprise Partnerships
- ii. Unremunerated posts, honorary positions and other positions that might give rise to a conflict of interest or of trust
- iii. Membership of closed organisations
- iv. Interests of any business associates, your spouse/partner and other family members (including father, mother, brother, sister, child, grandchild and stepfather/mother/brother/sister/child).



## **APPENDIX 10**

### **ROLE AND RESPONSIBILITIES OF A GOVERNOR**

#### **Main Responsibilities of the Board of Governors**

Under Article 3(1) of the College's Articles of the Board 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 Board and other occasional events arranged by the College.
- ii. If requested, to be a member of at least one committee of the Board and to attend the necessary meetings.
- iii. 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 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 Board and to declare any relevant financial, business and personal interests in accordance with the Register of Interests approved by the Board.
- vi. To undertake all training required by the Board;
- vii. 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.
- 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 11**

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

## Audit Committee

### Terms of Reference

**Membership:** Up to five and no less than three eligible governors and up to two co-opted members. Ineligible governors are the Chair of the Board and the Chief Executive Officer. No person having any interest, or perceived interest, in the college (or its advisers or suppliers) or who is the holder of a senior post (as defined by the Articles of Government) may serve on the committee.

When appointing members to the committee the Board has a responsibility to maintain the committee's independence and objectivity.

The 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 and audit and assurance.

Members shall serve for a period of one college year and shall be eligible for re-appointment.

Membership of the committee will usually be determined at the final meeting of the Board in the previous college year.

Persons who are not members of the Board but are deemed to have the skills required to enhance the responsibilities of the committee may be appointed as co-opted members on the Audit Committee but may not hold the position of Chair.

Co-opted Members will abide by the Code of Conduct for Governors, have voting rights at the committee, and will count towards quoracy for the committee.

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.

**Quorum:** minimum 3, including at least 2 independent governors

**Meeting Frequency:** At least 3 meetings per year, timed to facilitate the committee's schedule of business. Additional meetings may be called as necessary in agreement with the Chair.

### Responsibilities:

The committee must not adopt an executive role.

The committee shall consider and advise the Board on:

1. To assess and provide the Board with an opinion on the adequacy and effectiveness of the college's assurance arrangements, framework of governance, risk management and control and processes for the effective and efficient use of resources, solvency and the safeguarding of assets.
2. To advise the Board on the appointment, reappointment, dismissal, remuneration and terms of engagement of the financial statements and regularity auditors (via a tender process at least every 5 years) and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.
3. To advise the Board on the provision of any additional services by the financial statements, regularity and other audit and assurance providers and to explain how independence and objectivity have been safeguarded.
4. To review and monitor the financial statements and regularity auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.
5. To advise the Board on matters of internal control and other issues included in the management letters and reports of the financial statements and regularity auditor and of any reports submitted by other providers of audit and assurance services to the college and management's responses to these.
6. To receive and review the Annual Financial Statements and Accounts, a recommendation to this committee will be made ahead of this review from the Finance and Assets Committee on the accounts following their review and reconciliation against the July management accounts. To recommend to the Board for approval the Annual Statements and Accounts.

7. To advise the Board on the application of and adherence to the accounting policies, making recommendations to Finance and Assets Committee on any proposed changes to those policies ahead the review and recommendation to Board by that Committee.
8. To review and consider the reports of the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and monitor the implementation of recommendations to agreed timescales.
9. To ensure the effective coordination between the internal auditors and external auditors, the funding auditor (where appointed) and the financial statements auditor, including whether the work of the funding auditor should be relied upon for internal audit purposes.
10. To receive and consider the subcontracting assurance report and to minute the consideration of that report.
11. To produce an Annual Report for the Board to include:
  - a summary of the work undertaken by the committee during the year
  - including 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, and the safeguarding of assets

The Annual Report of the Committee should be submitted to the Board before the statement of corporate governance and internal control in the annual accounts is signed.
12. To oversee the college's policies on and processes around fraud, irregularity, impropriety and whistleblowing and ensure:
  - the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity
  - that investigation outcomes are reported to the committee
  - that the external auditors (and internal auditors where appropriate) have been 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 body as soon as possible
  - risks around fraud are identified and controls put in place to mitigate them
13. Where appropriate, to advise the Board on the audit strategy and annual internal audit plans and to monitor and review the effectiveness of the college's internal audit function.
14. The committee shall have the right to investigate any activity within its terms of reference and shall have a right to access all information and explanations it considers necessary, from whatever source, to fulfil its remit.
15. To have overall responsibility for monitoring and review of the college risk register.
16. To consider the development of members of the committee 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.

**Attendance at meetings:** The CFO/Deputy CEO shall normally attend and speak at all meetings of the committee (they will have no voting rights). The CEO/Principal shall have a standing invitation to attend meetings of the committee.

Senior managers shall attend and speak at meetings of the committee where business relevant to them is being discussed or where their attendance has been requested by the committee (they will have no voting rights).

The committee has the authority to arrange for external individuals with relevant expertise to be in attendance to provide an independent voice and insight for the committee.

The committee has delegated authority from the Board to commission external reviews of any 'areas of concern' to the committee. Such commissioning will be consistent with the Financial Regulations and Procedures of Nottingham College and any specific guidance from the Board.

**Election of Chair/Vice Chair:** The Chair will be appointed by the board at the last meeting in the academic year. The Vice Chair will be elected by the committee membership at the first meeting of the committee in each college year and will be external governors. In the absence of the Chair and Vice Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.

**Clerking the Committee:** The Director of Governance will provide the governance administration, advice, and guidance to the committee.

*[Reviewed by Committee 12<sup>th</sup> June 2023  
Approved by Board 3<sup>rd</sup> July 2023]*

## **Finance & Assets Committee**

### **Terms of Reference**

*The Corporation is responsible for the approval of the annual estimates of income and expenditure ensuring solvency of the Corporation and safeguarding its assets. Responsibility is devolved by the Corporation to the Finance & Assets Committee to undertake the duties below on its behalf.*

**Membership:** 5 - 7 Members (including up to 2 co-opted members if required). The CEO is eligible to be a member of the committee. Members of the Audit Committee shall not serve on the Finance & Assets Committee.

Members shall serve for a period of one College year and shall be eligible for re-appointment.

Membership of the Committee will usually be determined at the final meeting of the Board of Governors in the previous college year.

The Committee has the authority to co-opt up to 2 External Co-opted Members with expertise relevant to the responsibilities of the Committee.

Co-opted Members will abide by the Code of Conduct for Governors, have voting rights at the Committee, and will count towards quoracy for the Committee.

Staff and Student governors may not be members of this Committee.

**Quorum:** 40% (minimum 3, at least 2 independent governors)

**Meeting Frequency:** At least 3 meetings per year, timed to facilitate the Committee's schedule of business. Additional meetings may be called as necessary in agreement with the Chair.

### **Responsibilities:**

**The Committee shall consider and advise the Corporation Board on:**

1. Financial performance
  - 1.1. the annual estimates of income and expenditure and cashflow forecasts.
  - 1.2. revised forecasts throughout the year and on any revisions to budget required as a result
  - 1.3. the periodic management accounts of the Corporation and of any subsidiary trading companies or joint ventures.
  - 1.4. key balance sheet indicators.
  - 1.5. ESFA Financial Health Assessment
2. Financial reporting
  - 2.1. the year-end accounts of the College (from a financial perspective based on the committee's ongoing scrutiny of management accounts). A recommendation from this committee on the accounts, based on the review and reconciliation against the July management accounts, will be made to the Audit Committee, ahead of that committee's review and recommendation to Board on the approval of the Annual Statements and Accounts.
  - 2.2. the accounting policies – to review and recommend to the Board changes to the accounting policies taking account of any recommendations received from the Audit Committee based on their review of the previous application and adherence to these policies.
  - 2.3. the content of the Financial Regulations and to undertake an annual review of the same, with recommendation to the Board for approval.
  - 2.4. any relevant taxation issues.
  - 2.5. the financial position of the Students' Union and its annual accounts.
3. Funding
  - 3.1. the College's reserves and strategic re-investment policy.
  - 3.2. investments and borrowings, seeking appropriate advice from external sources as appropriate.
  - 3.3. banking arrangements and any appropriate credit arrangements over the short and long term.
4. **Capital Investment**
  - 4.1. the strategic framework for capital expenditure.
  - 4.2. the progress of delivery of current capital projects.
5. **Risk**
  - 5.1. the financial elements of the risk management policies in the College, including insurances.

6. **Value**
  - 6.1. the College's arrangements for securing value for money, its solvency and the safeguarding of its assets.
  - 6.2. the providers with which the College proposes to enter into franchise and direct contracts.
  - 6.3. the policy by which the tuition and other fees payable to the Corporation are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the ESFA or any successor body).
7. **Estates**
  - 7.1. the College's Property Strategy and associated strategic issues arising from use of the College's estate.
  - 7.2. any proposed building projects and financial implications.
  - 7.3. the schedule of works under the Planned Maintenance Programme.
  - 7.4. the progress of delivery and usage against the estates delivery plan.
8. **Health and Safety**
  - 8.1. monitoring of Health and Safety at each meeting on behalf of the Board of Governors (the Link Governor for Health & Safety is Chair of this Committee) and annual reporting on this to the Board of Governors, making recommendations when required.
9. **IT and MIS**
  - 9.1 the College's IT Strategy and the implementation of any action plans
  - 9.2 the College's Management Information System by the review of the implementation of the annual development plan
10. **College Workforce**
  - 10.1 all matters connected to the College workforce including current and projected staffing needs, performance management of staff (not senior post holders), recruitment and retention policy, and pay and working conditions

**Attendance at meetings:** The Committee will invite relevant College staff and other members of the Board of Governors to attend meetings according to agenda matters.

The Committee has the authority to arrange for external individuals with relevant expertise to be in attendance to provide an independent voice and insight for the Committee.

The Committee has delegated authority from the Board of Governors to commission external reviews of any 'areas of concern' to the Committee. Such commissioning will be consistent with the Financial Regulations and Procedures of Nottingham College and any specific guidance from the Board of Governors.

**Election of Chair/Vice Chair:** The Chair will be appointed by the board at the last meeting in the academic year. The Vice Chair will be elected by the committee membership at the first meeting of the committee in each college year and will be external governors. In the absence of the Chair and Vice Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.

**Clerking the Committee:** The Director of Governance will provide the governance administration, advice and guidance to the Committee.

*[Reviewed by Committee 26<sup>th</sup> June 2023  
Approved by Board 3<sup>rd</sup> July 2023]*

## **Governance & Search Committee**

### **Terms of Reference**

*(Nothing in these terms of reference shall override or replace the statutory duty of the Clerk to advise the Board under Article 3(3) of the Articles of Government)*

**Membership:** Membership of the Committee shall be the Chair of the Board of Governors, the Chief Executive Officer (both ex-officio) and up to four other external governors.

Members shall serve for a period of one College year and shall be eligible for re-appointment.

Membership of the Committee will usually be determined at the final meeting of the Board of Governors in the previous college year.

**Quorum:** 50% (minimum 3)

**Meeting Frequency:** At least 3 meetings per year, timed to facilitate the Committee's schedule of business. Additional meetings may be called as necessary in agreement with the Chair.

### **Responsibilities:**

**The Committee shall consider and advise the Corporation Board on:**

1. The constitution of the Board, including:
  - i. The total number of members of the Board
  - ii. The number of members in each membership category
  - iii. The blend of skills required on the Board
  - iv. The procedure for the selection of new governors
  - v. The criteria and procedure for removal of existing governors
  - vi. Governors' terms of office
  - vii. The code of conduct for governors
  - viii. The register of governors' interests
  - ix. Governor training
  - x. Board and individual governor performance evaluation
  - xi. The membership of committees of the Board
  - xii. The appointment and appraisal of the Clerk to the Corporation

In providing their advice, the Committee shall take into account the requirements of the Code of Good Governance for English Colleges.
2. 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.
3. To consider proactively and on an ongoing basis the blend of skills required on the Board and to search actively for potential new Board members.
4. 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.
5. To engage in succession planning for the Chair, Vice-Chair and Chair of the Audit Committee.
6. To oversee any arrangements for governors' links with managers of the College for familiarisation with the work of the College.



**Attendance at meetings:** The Committee will invite relevant College staff and other members of the Board of Governors to attend meetings according to agenda matters.

The Committee has the authority to arrange for external individuals with relevant expertise to be in attendance to provide an independent voice and insight for the Committee.

The Committee has delegated authority from the Board of Governors to commission external reviews of any 'areas of concern' to the Committee. Such commissioning will be consistent with the Financial Regulations and Procedures of Nottingham College and any specific guidance from the Board of Governors.

**Election of Chair/Vice Chair:** The Chair will be appointed by the board at the last meeting in the academic year. The Vice Chair will be elected by the committee membership at the first meeting of the committee in each college year and will be external governors. In the absence of the Chair and Vice Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.

**Clerking the Committee:** The Director of Governance will provide the governance administration, advice and guidance to the Committee.

*[Reviewed by Committee 21st June 2023  
Approved by Board 3<sup>rd</sup> July 2023]*

## Learning and Quality Committee

### Terms of Reference

**Membership:** The membership of the committee shall be up to 10 members including up to 6 external governors, plus 1 co-opted member if required

Members shall serve for a period of one college year and shall be eligible for re-appointment.

Membership of the committee will usually be determined at the final meeting of the Board of Governors in the previous college year.

Membership of the committee will include the staff governors

Membership of the committee will include at least one student governor.

Membership of the Committee may include the Principal/CEO of Nottingham College.

The Committee has the authority to co-opt an external co-opted member with expertise relevant to the responsibilities of the committee.

The co-opted member will abide by the Code of Conduct for Governors, have voting rights at the committee, and will count towards quoracy for the committee.

**Quorum:** The quorum for a meeting of the committee shall be 40% of committee members in post, with at least two who are external governors.

**Meeting Frequency:** The committee shall meet at least five times per year but may have additional meetings as required

### Responsibilities:

The role of the committee is to gain assurance on behalf of the Board of Governors, in relation to all provision, that:

1. The curriculum responds to and meets the needs of learners, employers, and other key stakeholders at local, regional, and national levels.
2. Teaching, learning, and assessment are being monitored, that appropriate improvement actions are in place where needed and that those actions deliver the improvements required to the benefit of our learners.
3. Attendance, retention, achievement, success and the rate of learner progress meets agreed targets.
4. Teaching, learning and assessment throughout all areas of provision consistently provide an excellent learning experience.
5. The College has robust processes and systems in place for curriculum planning, recruitment of learners, quality assurance, self-assessment, quality improvement, strategic planning, and receiving learner feedback.
6. The college's self-assessment report and quality improvement plan are robust and fit for purpose, and when satisfied, to recommend to the Board for approval. To monitor the progress of the college in the completion of its quality improvement plan.
7. Provision delivered by subcontractors is appropriately monitored using the same quality assurance indicators as for all other provision.
8. The college's reaction to and improvement of any provision that falls below the agreed set minimum level of performance is robust and effective.
9. The college is seeking, achieving and maintaining appropriate quality marks.
10. The college's response to outcomes from formal external inspection processes is robust and effective and addresses any areas in need of further development.
11. The quality of teaching, learning and assessment is appropriately monitored and reviewed, and that quality improvement actions and mechanisms to improve the quality of teaching, learning and assessment address shortfalls in performance and narrow any gaps in performance between different groups of learners.
12. The physical and human resources needed to support high standards of teaching and learning are monitored and improved where needed.
13. All learners are provided with timely and effective support to enable them to reach their full potential.

14. Appropriate processes are in place to capture stakeholder views through, inter alia, on course surveys, the learner voice forums and employers' surveys and that they are analysed and responded to effectively. This will include ensuring that learner voice practice is established, with effective systems and controls, and is used to enable learners to positively influence their experience at the college
15. Arrangements for learners during their induction period are appropriate and effective and help to maximise learner retention and achievement.
16. The curriculum offered and the delivery of that curriculum is appropriate and meets the needs of learners, employers, and the wider community.
17. The college has a robust procedure in place to capture stakeholder comments and complaints which delivers timely and effective responses helping to ensure that the college acts as a learning organisation
18. Learner destinations are monitored and reviewed to help inform improvements to the preparation of learners for further study or employment.
19. High quality and relevant Information, Advice and Guidance (IAG) is provided to all learners, and prospective learners, to enable them to choose the course that is appropriate for them and to achieve positive progression outcomes.
20. Post-course feedback from learners and employers is captured, monitored and responded to.
21. The college's Admissions Policy reflects current legislation and best practice. This will include recommendation of the Admissions Policy annually to the Board.
22. The college's approach (in relations to its learners) to equality, diversity, inclusion and the promotion of British Values (as defined by legislation) reflects current legislation and best practice. This will include the recommendation of key policies and reports to the Board.
23. The college's response to safeguarding children and vulnerable adults reflects current legislation and best practice and is robust and effective. This will include informing the Board of key and pertinent information when appropriate and the recommendation of key policies.
24. The college follows best practice in complying with the Counter Terrorism and Security Act 2015, having regard to the need, when exercising its functions, to prevent people from being drawn into terrorism. This will include recommending key policies to the Board.
25. Appropriate mechanisms are in place to support learners' wellbeing.
26. Attendance, retention, achievement, success, progression, and satisfaction levels are monitored for different groups of learners including those with protected characteristics, and, where required, actions are in place to narrow and reduce gaps.
27. The college is fulfilling its obligation to undertake regular reviews of how well the education or training provided by the college meets local needs, in particular needs relating to local employment. This will include the regular review of the college's progress in meeting the aims and objectives stated in the annual accountability agreement.

**Attendance at meetings:** The Committee will invite relevant College staff and other members of the Board of Governors to attend meetings according to agenda matters.

The Committee has the authority to arrange for external individuals with relevant expertise to be in attendance to provide an independent voice and insight for the Committee.

The Committee has delegated authority from the Board of Governors to commission external reviews of any 'areas of concern' to the Committee. Such commissioning will be consistent with the Financial Regulations and Procedures of Nottingham College and any specific guidance from the Board of Governors.

**Chair/Vice Chair:** The Chair will be appointed by the board at the last meeting in the academic year. The Vice Chair will be elected by the committee membership at the first meeting of the committee in each college year and will be external governors. In the absence of the Chair and Vice Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.

**Clerking:** The Director of Governance will provide the governance administration, advice, and guidance to the committee.

**Reporting:** The minutes of the committee will be presented to the next scheduled meeting of the Board of Governors.

**Review:** The committee will review its performance in relation to these terms of reference at the final meeting of the committee in the college year.

*[Reviewed by Committee 19<sup>th</sup> June 2023  
Approved by Board 3<sup>rd</sup> July 2023]*

## Remuneration Committee

### Terms of Reference

To consider the terms, conditions, performance and pay of the CEO/Principal, any other designated senior postholders and the Director of Governance (where they are not a senior postholder) (collectively referred to in this Terms of Reference as SPHs); and to make recommendations to Corporation as appropriate.

**Membership:** Chair of Governors, Vice Chair(s) of Governors, Chair of Audit, one other external Governor

Members shall serve for a period of one College year and shall be eligible for re-appointment.

Membership of the Committee will usually be determined at the final meeting of the Corporation in the previous college year.

The CEO/Principal, Staff and Student governors may not be members of this Committee

**Quorum:** The Committee shall be quorate when at least three members are in attendance.

**Meeting Frequency:** At least 2 meetings per year, timed to facilitate the Committee's schedule of business. Additional meetings may be called as necessary in agreement with the Chair.

### Responsibilities:

The Committee shall:

- Make recommendations, as appropriate, to the Corporation on the appointment, suspension, dismissal and levels of salary and benefits payable to SPHs
- Recommend to the Corporation approval of SPHs' annual performance targets.
- Ensure that annual appraisals are conducted effectively and the extent to which performance targets have been met are monitored
- Recommend to the Corporation the remuneration of SPHs in accordance with SPH Remuneration Code and having regard to comparative data from the Association of Colleges and/or any other relevant organisations for benchmarking purposes
- Recommend to the Corporation the policies/revised policies for the conduct, discipline, grievance, and dismissal of SPHs
- In accordance with the SPH Remuneration Code provide an Annual Report on the activities of the Remuneration Committee to the Corporation
- Recommend to the Corporation the designation of senior postholders.

**Attendance at meetings:** All Corporation Members shall have the right of attendance with the exception of staff and student members

The CEO shall usually be in attendance at all meetings of the committee. At any point where the salary for the CEO is being determined, or where requested to do so by the committee, the CEO shall withdraw from the meeting.

At any point where the salary for the Director of Governance is being determined, the Director of Governance shall withdraw from the meeting.

The committee will invite relevant college staff to attend meetings according to agenda matters.

The Committee has the authority to arrange for external individuals with relevant expertise to be in attendance to provide an independent voice and insight for the Committee.

The Committee has delegated authority from the Corporation to commission external reviews of any 'areas of concern' to the Committee. Such commissioning will be consistent with the Financial Regulations and Procedures of Nottingham College and any specific guidance from the Corporation.

**Election of Chair:**

The Chair will be appointed by the Board at the last meeting in the academic year and will not be the Chair of the Corporation.

**Clerking the Committee:**

The Director of Governance will provide the governance administration, advice, and guidance to the Committee.

*Reviewed by Committee 27<sup>th</sup> June 2023*

*Approved by Corporation 3<sup>rd</sup> July 2023*

## Scheme of delegation

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

<b>KEY:</b>	Level 1: Board	Level 4: CEO/Deputy CEO
	Level 2: Committee	Level 5: Executive
	Level 3: Chair	Level 6: Governance Director

No	Key Function/Task	Decision Level					
		1	2	3	4	5	6
	<b>FINANCIAL</b>						
1	Annually approve the College budget	√					
2	Monitor income and expenditure	√	√F&A				
3	Approve the tuition fees policy	√					
4	Approve expenditure in excess of £180k	√					
5	Approve expenditure in excess of £50k and up to £180k				√		
6	Approve expenditure outside the agreed budget	√					
7	Approve all contracts for sub-contracted education and training	√					
8	Ensure compliance with all funding agreements	√					
9	Monitor the performance of College Companies	√	√F&A				
10	Review the Annual Accounts of College Companies		√F&A				
11	Approve the Financial Regulations	√					
12	Approve the Treasury Management Policy	√					
13	Assess the Performance of the Internal Auditors		√ A				
14	Assess the Performance of the Financial Statements Auditors		√ A				
15	Appoint the internal and external auditors	√	√ A rec				
16	Recommend the Letter of Representation to the Corporation		√ A				
17	Approve the Letter of Representation	√					
18	Sign the Letter of Representation			√	√		
19	Recommend the College's Financial Statements for signature		√ A				
20	Approve the College's Financial Statements for signature	√					
21	Sign off the College's Financial Statements			√	√		
22	Appointment of the Group's bankers and approve the opening/closing of bank accounts	√					
23	Follow up all allegations of fraud and irregularity		√ A				
24	Annually approve the rationale for subcontracting and publication statement (management fee structure and subcontracting partners)	√					

<b>KEY:</b>	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
	HUMAN RESOURCES						
25	Appoint the Chief Executive Officer and other Senior Post Holders	√					
26	Approve a framework for the salaries and conditions of service of all staff within the College	√					
27	Determine staffing levels				√		
28	Appoint teaching staff				√	√	
29	Appoint non-teaching staff other than Senior Post Holders						
30	Review salary structure				√		
31	Annually appraise the Chief Executive Officer (by the Chair) and other Senior Post Holders (by the Chief Executive Officer, then shared with the Chair)			√	√		
32	Annually appraise all staff and determine the level of annual pay awards (Performance Development Review Procedures)				√		
33	Formulate disciplinary, capability and performance review policies (Staff Capability and Disciplinary Procedures)					√	
34	Dismissal/suspension of the CEO/Principal/other Senior Post Holders	√					
35	Dismiss and suspend staff				√	√	
	CURRICULUM						
36	Approve the Self-Assessment Report (SAR)	√					
37	Formulate a Quality Improvement Plan (QIP)				√		
38	Monitor performance against the QIP		√L&Q				
39	Monitor any Post-Inspection Action Plan		√L&Q				
40	Monitor the standards of teaching and learning		√L&Q				
44	Monitor achievement, retention and attendance rates	√	√L&Q				
42	Annual review and reporting of complaints	√	√L&Q				
	ESTATES & FACILITIES, HEALTH & SAFETY, SAFEGUARDING AND EQUALITY & DIVERSITY, RISK MANAGEMENT						
43	Approve the Estates Strategy	√					
44	Insurance and personal liability					√	
45	Maintain the buildings, including developing a properly funded maintenance plan					√	
46	Approve a Health & Safety Policy	√					
47	Ensure compliance with regulations				√		
48	Approve the annual report on Health & Safety	√					
49	Approve the Safeguarding Policy	√					
50	Approve the Annual Report on Safeguarding	√					
51	Monitor Safeguarding including Safe Recruitment					√	
52	Monitor Safeguarding, EDI and Prevent Action Plans as appropriate	√	√L&Q		√	√	
53	Formulate and update the Strategic Risk Register				√	√	
54	Monitor the Strategic Risk Register	√	√A				

<b>KEY:</b>	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
	<b>GOVERNANCE</b>						
55	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				
56	Annually review the Instrument and Articles of Government, the Standing Orders and the terms of reference of Committees						√
57	Approve any amendments to the I&A, the Standing Orders and the terms of reference of the Committees	√					
58	Appoint the Chair and Vice Chair of Corporation	√					
59	Appoint or remove members of the Corporation	√					
60	Hold special meetings as determined by the Corporation	√					
61	Establish and maintain a Register of Interests						√
62	Act as Chief Accounting Officer				√		
63	Monitor the College's KPIs	√					
64	Advise on the appointment of members	√	√G&S				√
65	Advise on the skills profile of the Board	√	√G&S				√
66	Approve the Corporation Calendar including the meetings schedule	√					√
67	Monitor Members' attendance	√	√G&S				√
68	Publish the minutes of non-confidential Corporation and Committee meetings on the website						√
69	Approve minutes of Board and Committee meetings as accurate	√	√ All Cttees				
70	Maintain records and report on the use of the College Seal to Board						√
71	Annually review the Policy Framework	√					
72	Annually review the operation of Data Protection, Freedom of Information and Whistleblowing Policies		√A				
73	Keep the Senior Post Holder Disciplinary and Grievance Policies under review	√					
74	Governor Training and Development		√G&S				√
75	Code of Conduct for Corporation Members	√	√G&S				√
76	Approve the Accountability Agreement	√					
77	Complete annual Self-Assessment of Governance (English Colleges Code of Good Governance)	√					

**Committees:**

Audit (A); Finance and Assets (F&A); Governance and Search (G&S); Learning and Quality (L&Q); Remuneration (R)