

NOTTINGHAM COLLEGE

BOARD OF GOVERNORS

STANDING ORDERS FOR THE CONDUCT OF BUSINESS

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INTERPRETATION

1. In these Standing Orders:
 - "College" means Nottingham College
 - "Board" means the Board of Governors 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 of Governors
 - "Co-opted non-governor member" means a person who is not a governor but who is appointed as a member of a committee
 - "Chief Executive Officer" means the Chief Executive Officer of Nottingham College
2. These Standing Orders are intended to be supplementary to the Instrument and Articles of Government made by the Board under the Education Act 2011. In the event that any question arises as to the interpretation of these Standing Orders, any statutory provision for the time being in force affecting further education corporations shall take precedence.
3. Having first taken the advice of the Clerk, the ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Board or a committee, nor open to discussion.

APPOINTMENT OF GOVERNORS

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

APPOINTMENT OF CHAIR AND VICE-CHAIRS

5. Unless otherwise decided by the Board, the Chair and Vice-Chairs shall hold office from 1st August in the year of appointment until 31st July of the following year. This provision is subject to the right of the Board to remove the Chair or Vice-Chairs from office or for either office holder to resign in accordance with the Instrument of Government.
6. The procedure set out in Appendix 2 will be used for the appointment of the Chair and Vice-Chairs.
7. At the expiry of their term of office, the Chair or Vice-Chairs shall be eligible for reappointment.
8. The role & responsibilities of the Chair are set out in Appendix 3.
9. 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.
10. 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

11. The Board shall appoint a person to serve as Clerk to the Corporation on contractual terms approved by the Board. The role of the Clerk is set out in Appendix 4.

ELIGIBILITY OF GOVERNORS TO SERVE

12. 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 5.
13. All governors shall be required to undergo a Disclosure & Barring Service check prior to appointment.

GOVERNORS' TERMS OF OFFICE

14. The Board will determine the term of office of individual governors, subject to a maximum term of four years with the exception of the Chief Executive Officer, who shall serve for the period of appointment as Chief Executive Officer.
15. An external governor shall not ordinarily serve for more than two consecutive periods of four years. However, the Board may vary this general rule if there are exceptional reasons for a governor being appointed for a further term of office.

SUSPENSION & TERMINATION OF MEMBERSHIP

16. 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 6 of the Instrument of Government, the procedure set out in Appendix 6 shall apply.
17. 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 6 shall apply.
18. 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 8(4) of the Instrument of Government. In these circumstances, the Clerk will advise the governor of the suspension in writing.

GOVERNORS' INTERESTS

19. 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 Register of Interests is given in Appendix 7.

CODE OF CONDUCT FOR GOVERNORS

20. Governors must agree, as a condition of Board membership, to be bound by the Code of Conduct for Governors approved by the Board (separate document).

ROLE OF INDIVIDUAL GOVERNORS

21. The role that an individual governor is expected to fulfil is set out in Appendix 8.

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. Full details of such matters must be given to 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 clause 10(7) of the Instrument of Government whereby a decision of the Board or a committee may be obtained by written resolution shall be used only in extreme circumstances as determined by the Chair of the Board 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 his/her sole discretion, adjourn or suspend the meeting of the Board for such period as (s)he in his/her discretion shall consider expedient.

ADJOURNMENT

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 shall not be open to members of the public and representatives of the press.

PUBLICATION OF MINUTES AND PAPERS

32. In accordance with clause 15(2) of the Instrument of Government, 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 his/her 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 of Governors is committed to acting as openly as possible but reserves the right, acting upon the advice of its lawyers, to keep confidential any matters which should not be publicised. The Clerk will also report on the complaint and the investigation to the Chair and the Board, as appropriate to the circumstances.

COMMITTEES

Constitution and Terms of Reference

- 35. The Board will establish an Audit Committee, a Governance & Search Committee and a Remuneration Committee. The constitution and terms of reference of these committees shall be as set out in Appendix 9.
- 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 37-45.

Membership and Term of Office

- 37. Subject to paragraph 38, a governor's term of office as a member of a committee lasts until the expiry of that person's term of office as a governor unless appointed for a further term of office as a governor.
- 38. The Board will review the membership of committees from time to time and may change the membership of committees as they see fit.
- 39. Co-opted members of committees will be appointed by the Board and will hold office for four years. The Board may re-appoint such co-opted members for further terms of office if they so decide.

Committee Chairs

- 40. Where the constitution of a committee requires the committee to appoint a Chair, the person must be selected from amongst the members who are governors except that the Chief Executive Officer or any staff or student governors shall be ineligible to be appointed as Chair.

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 31, 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 to the Governors shall be entitled and expected to attend meetings of all committees except that he/she shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
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 to the Governors unless the provisions of paragraph 1.4 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 Articles 9 & 10 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 his/her 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.

REVIEW AND UPDATING

55. The Clerk to the Corporation will review these Standing Orders, and any other relevant policies and procedures relating to College governance, at least annually and will recommend to the Board any necessary revisions.

POLICY ON THE SELECTION OF GOVERNORS

1 INTRODUCTION

- 1.1 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 on an annual basis those terms of office that are due to expire and will seek to ensure that periods of time when the Board is below full strength are minimised.
- 1.2 It is the responsibility of the Clerk to the Corporation 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 local community.

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 his/her 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 Clerk shall advise the governor of the Committee's decision.
- 2.4 A recommendation from the Committee that a governor be reappointed for a further term of office will be subject to the governor being willing to serve. The Clerk will ascertain in advance of the 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.

Filling of Vacancies

- 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

suitable to fill the vacancy. This will be based on the current skill mix required and specified by the Board.

- 2.7 If the Committee so decides, a suitable advertisement will be approved by the Chair of the Board and placed in publications likely to reach a broad cross-section of the population and persons likely to be able to meet the person specification. Existing Board members will also be asked to bring the vacancy to the attention of any persons that they think might be suitable for appointment. Applications shall be submitted in writing to the Clerk to the Corporation.
- 2.8 Where necessary, the Chair, the Chief Executive Officer and the Clerk will shortlist suitable candidates. The Committee will interview shortlisted candidates and make recommendations to the Board.

3 STAFF GOVERNORS

- 3.1 When the term of office of a staff governor is nearing expiry or a vacancy arises for any other reason, the Clerk to the Corporation 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 Clerk
 - (b) If there is only one nominee, that person's name will be put forward to the Board of Governors who shall appoint the nominee provided that 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 Clerk shall determine the arrangements for the ballot and oversee the issue and receipt of ballot papers
 - (e) The name of the member of staff selected shall be put forward to the Board of Governors who shall appoint the nominee provided that the person is eligible for Board membership

4 STUDENT GOVERNORS

- 4.1 The student governors shall be nominated by the Students' Association.
- 4.2 The name of the students selected shall be put forward to the Board of Governors who shall appoint the nominees provided that they are eligible for Board membership.

5 THE CHIEF EXECUTIVE OFFICER

- 5.1 In accordance with the Instrument of Government, the Chief Executive Officer shall be a governor of the College unless the postholder chooses otherwise.
- 5.2 Separate arrangements apply to the selection and appointment of the Chief Executive Officer.

6 APPOINTMENTS

- 6.1 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

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

Annual appointment

1 At the penultimate meeting in the academic year, the Board will consider whether to apply this procedure for the election of the Chair and Vice-Chairs for the following year. The current Chair and Vice Chairs shall leave the meeting during this discussion and another governor shall be selected to chair the meeting for this item. Provided that the current appointees are willing to continue in office, the Board may decide to waive the application of the procedure.

2 The Clerk will write to all members of the Board inviting them to put their names forward if they are willing to be appointed to the position of Chair or Vice-Chair (or either) and/or to nominate other governors for these appointments. Any governor wishing to nominate another governor must first ascertain that the prospective nominee is willing to be appointed. In accordance with the Instrument of Government, the Chief Executive Officer and the staff and student governors are ineligible for appointment as Chair or Vice-Chairs.

3 If there is only one nominee, the person will be put forward for appointment by the Board. Where there is more than one nomination, the Clerk will advise the governors of the names of candidates for election as Chair and will invite governors to name by email the candidate for whom they wish to vote. The votes of individual governors shall be kept confidential. A closing date for voting will be given and responses received after that date will not be counted. The ballot will only be valid if the number of votes cast equals or exceeds the quorum for meetings of the Board as required by Standing Orders. If, for any reason, a candidate withdraws from the election, the process will continue with the remaining candidates.

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

5 When the Chair has been elected, the Clerk will use the process described in paragraphs 2-4 to conduct a ballot for the election of the Vice-Chairs.

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

7 At the last meeting of the Board before the end of the academic year, the Board will appoint as Chair and Vice-Chairs the persons elected by the governors. The governors elected shall be absent from the meeting whilst the Board conducts this item of business.

Non-routine appointments

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

9 The Clerk will write to all members of the Board inviting them to put their names forward if they are willing to be appointed to the position of Chair and/or to nominate another governor.

10 The Clerk will conduct the election as described in paragraph 3.

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

12 In the event that a Vice-Chair is subsequently appointed as Chair, the Clerk shall arrange the election of a replacement Vice-Chair in accordance with the procedure set out in paragraphs 2-4.

13 At the earliest opportunity, the Board will appoint as Chair and Vice-Chair the persons elected by the governors. The governors elected shall be absent from the meeting whilst the Board conducts this item of business.

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

THE ROLE

To provide the leadership that will ensure that:

- the Corporation of the College (the 'Board') delivers effective governance of the College;
- the Board offers appropriate challenge and support to the Senior Leadership Team; and
- individual governors are powerful ambassadors for the College in the wider community.

PRINCIPAL DUTIES

1. With the support of the Clerk, to ensure:
 - (a) That the governing body receives appropriate, timely and high-quality information in a form that allows it to monitor and scrutinise the College's activities effectively, and to challenge performance where required
 - (b) That the business at Board meetings is conducted efficiently and effectively
 - (c) That issues before the Board are debated fully and that all governors have the opportunity to contribute
 - (d) That discussions and decisions are properly summarised and recorded
2. To exercise a second or casting vote where there is an equality of votes on any issue at a Board meeting.
3. To exercise any specific authority delegated by the Board together with a general delegated authority to act, after consultation with the Chief Executive Officer and the Clerk, on any issue arising which is both urgent and important which would normally be dealt with by the Board but which cannot wait for the next meeting. Such action to be reported to the Board for information at the next available meeting.
4. To develop an effective working relationship with the Chief Executive Officer and the Clerk based on a full understanding of the role of the Board in the governance of the College.
5. To provide leadership for the Board.
6. Where appropriate, to offer both general and specific support to the Chief Executive Officer where strategic, major or contentious issues are involved.
7. To appraise the Chief Executive Officer and to ensure appropriate opportunities for development and training for the Chief Executive Officer.
8. To instigate disciplinary action against holders of senior posts should the need arise.
9. To oversee and arrange appraisal of the work of the Clerk to the Corporation.
10. To represent the College and the Board on appropriate occasions and in particular to handle relations with the media on behalf of the Board.
11. To ensure that arrangements exist for the recruitment, selection, induction and development of Board members.

(Estimated time commitment required: a minimum of 8 hours per month)

ROLE OF THE CLERK TO THE CORPORATION

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.

**CENTRAL COLLEGE NOTTINGHAM
BOARD OF GOVERNORS**

**DECLARATION OF ELIGIBILITY
FOR BOARD MEMBERSHIP**

I declare that:

1. To the best of my knowledge, I am fit and able to discharge the functions of a member of the Board.
2. I am not currently adjudged bankrupt, nor am I the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, nor have I made a composition or arrangement with creditors, including an individual voluntary arrangement.
3. I have not been convicted, whether in the United Kingdom or elsewhere, of any offence (except a road traffic offence not involving death or personal injury or driving under the influence of alcohol or drugs).
4. I am not disqualified from being a company director.
5. I have not previously been removed as a charity trustee by the High Court due to misconduct or mismanagement.
6. I am not disqualified or barred from acting as a trustee of this charity under the Safeguarding Vulnerable Groups Act 2006.
7. 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.

PROCEDURE FOR THE REMOVAL OF 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.

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

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, (s)he will decide, in consultation with the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.

2.3 The Chair may suspend the governor's membership of the Board under Standing Order 18 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 (s)he should be removed from office save that (s)he shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.
- 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 his/her 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 (s)he should not be removed from membership of the relevant committee or to attend the meeting to state his/her case as to why (s)he should not be removed. The member shall not be entitled to attend any part of the meeting not relating to his/her removal and shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.
- 4.4 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.

CENTRAL COLLEGE NOTTINGHAM
BOARD OF GOVERNORS

REGISTER 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		
<i>Name</i>	<i>Relationship to me</i>	<i>Interests</i>

Signed : Date :

Notes on completion of Register 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 step father/mother/brother/sister/child).

ROLE AND RESPONSIBILITIES OF A GOVERNOR

Main Responsibilities of the Board of Governors

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

- i. the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- ii. 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
- iii. approving the quality strategy of the institution;
- iv. the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- v. approving annual estimates of income and expenditure;
- vi. 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
- vii. setting a framework for the pay and conditions of service of all other staff.
- viii. 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 of Governors 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 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.
- vii. To act as an ambassador for the College and to foster good relations between the College and the local community.
- viii. Always to act in the best interests of the College and not to speak or vote as if mandated by other persons or bodies.

(Estimated time commitment required: a minimum of 4 hours per month)

**CONSTITUTION &
TERMS OF REFERENCE OF
COMMITTEES**

AUDIT COMMITTEE

Constitution

1. The membership of the Committee shall be five eligible governors. 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.
2. At the first meeting of the Committee in each academic year, the Committee shall appoint a Chair from amongst its governor members.
3. The Committee shall be quorate when at least three members are in attendance.
4. The Committee shall meet at least three times in each academic year. Additional meetings may be called as necessary in agreement with the Chair.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

Terms of Reference

1. To assess and provide the Board of Governors with an opinion on the adequacy and effectiveness of the College's audit arrangements, framework of governance, risk management and control and processes for securing economy, efficiency and effectiveness.
2. To advise the Board on the appointment, reappointment, dismissal, remuneration and terms of engagement of the financial statements and regularity auditors 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.
4. 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.
5. To monitor, within agreed timescales, the implementation of recommendations arising from 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.
6. To produce an annual report for the Board to include –
 - (a) a summary of the Committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report
 - (b) the Committee's view of its own effectiveness and how it has fulfilled its terms of reference

(c) the Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, its framework of governance, risk management and control and processes for securing economy, efficiency and effectiveness.

7. To oversee the College's policies on fraud and irregularity and whistleblowing and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity, that the external auditors (and internal auditors where appropriate) have been informed and that appropriate follow-up action has been planned/actioned and that all significant cases of fraud or irregularity are reported to the chief executive of the appropriate funding body.
8. 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.

GOVERNANCE & SEARCH COMMITTEE

Constitution

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

Terms of Reference

(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)

1. To advise the Board of Governors on 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.

REMUNERATION COMMITTEE

Constitution

1. The membership of the Committee shall be the Chair of the Board (ex-officio) and three other eligible members. Ineligible members are the staff and student governors.
2. The Chair of the Board shall act as Chair of the Committee.
3. The Committee shall be quorate when at least three members are in attendance.
4. The Committee shall meet when necessary as determined by the Chair having taken the advice of the Clerk.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

Terms of Reference

The Terms of Reference of the Committee shall be:

1. To advise on the remuneration and conditions of service, including disciplinary and grievance procedures, of the holders of senior posts*.
2. To undertake, or to make suitable arrangements for, the annual appraisal of the Chief Executive Officer and to ensure that appraisal arrangements are in place for other senior postholders.

* 'Senior post' means the post of Chief Executive Officer, the Clerk and such other posts as the Board may from time to time determine for the purposes of the Articles of Government.