



THE CORPORATION BOARD OF BROOKLANDS COLLEGE

GOVERNANCE POLICIES

*Approved by the Governing Body on 15 December 2021
Updated by Approval of the Governing Body on 13 July 2022
Reviewed and approved by the Corporation on 23 October 2024*

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INTRODUCTION

This document replaces the previous separate documents, “Corporation Standing Orders and Governing Body Procedures”, “ Scheme of Delegation”, Committee Terms of Reference and “The Code of Conduct for Members of the Corporation” and consolidates them into one volume of Governance Policies. This provides a complete guide to the rules, byelaws and principles by which the Corporation conducts and organises its business and the standards and expectations of collective and individual behaviour that the Corporation upholds.

Within these documents, the following terminology is used:

- Corporation and Corporation Board to describe the Governing Body or Board of Governors
- Members to describe the Governors of Brooklands Corporation.

Nothing in these documents overrides the provisions of the Instrument and Articles of Government of Brooklands College which are the primary authority for guidance on the conduct of the Corporation’s business. However, these documents set out supplementary rules and protocols which have been adopted by the Corporation to ensure effective and efficient governance of the College. They are the authoritative source on these matters and replaces all previous decisions of the Corporation in these respects.

These Governance Policies and Procedures shall be reviewed by the Director of Governance and the Governance, Nominations and Remuneration Committee at least every two years, or more frequently if circumstances require.



**BROOKLANDS
TECHNICAL
COLLEGE**

**BROOKLANDS COLLEGE CORPORATION
GOVERNANCE POLICIES**

PART ONE: STANDING ORDERS

STANDING ORDERS OF THE CORPORATION

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1. GENERAL EXPECTATIONS OF MEMBERS

- 1.1 Every Member of the Corporation and its committees (including co-opted members) shall be bound by these Orders and shall be expected to adhere to the seven principles of public life, as recommended by the Nolan Committee's report "Standards in Public Life". In summary, these are:
- Selflessness
 - Integrity
 - Objectivity
 - Accountability
 - Openness
 - Honesty
 - Leadership.
- 1.2 It is the responsibility of the Director of Governance to interpret the following documents and to advise the Corporation (or if appropriate the Chair of the Corporation or the Chair of one of its committees) if at any time it appears that the Corporation (or an individual member of the Corporation) is in breach of the:
- Instrument and Articles of Government
 - Standing Orders for the Conduct of Meetings
 - The Scheme of Delegation
 - The Code of Conduct for Members of the Corporation
- 1.4 A number of other documents will be taken into account when conducting Corporation business, including:
- Education & Skills Funding Agency (ESFA) Conditions of Funding
 - ESFA Post 16 Audit Code of Practice
 - Managing Public Money guidance
 - Any other regulatory guidance from the ESFA or Office for Students
 - Code of Good Governance for English Colleges
- 1.5 In addition to the documents referred to above, the Director of Governance will have regard to longstanding custom and practice as far as it relates to the work of the Corporation.

MEMBERSHIP

2. COMPOSITION OF THE CORPORATION BOARD

- 2.1 Further to the implementation of the Instruments and Articles, the Corporation has determined that the Board will comprise 18 members as follows:
- 13 Independent Governors, 2 elected Staff Governors, 2 elected Student Governors and the Principal and CEO (*ex officio*).
- 2.2 Members are appointed for a four-year term of office, apart from student governors who are appointed for the length of their time at the College.
- 2.3 The determined membership of each Committee is set out in its terms of reference
- 2.4. The Corporation can resolve to temporarily lift or reduce the determined membership to accommodate a specific membership need.

3 APPOINTMENT OF MEMBERS AND ELIGIBILITY TO SERVE

- 3.1 All members and co-opted members shall be appointed in accordance with the procedures set out in Appendix A
- 3.2 The Instrument of Government sets out the eligibility criteria for all Corporation members. All members on appointment and annually thereafter will be asked to sign a declaration of

eligibility. It is the duty of each member to advise the Director of Governance at the earliest opportunity of any changes in circumstances which may have a bearing on this declaration. If the member no longer fulfils the eligibility criteria they should resign from office

4 MEMBERS' INTERESTS

- 4.1 A Member who has any financial interest in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College or any other matter relating to the College being considered by or relevant to the operation of the committee of which they are a member shall:
- (a) disclose to the Corporation the nature and extent of their interest; and
 - (b) if they are present at any meeting at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which they are not entitled to vote.
- 4.2 Members should not allow any other conflict of interest to arise that might interfere, or be perceived to interfere, with the exercise of their independent judgment.
- 4.2 Members' duty to declare any interests shall also apply to any held by their immediate family
- 4.3 The Director of Governance shall maintain a register of interests disclosed by Members. The Register of Interests will be updated annually and made available for inspection by the public.
- 4.4 A standing item will be included on the agenda of each meeting requiring Members to confirm that they have no interests in any matter under consideration. The procedures for withdrawal from meetings set out in the Instrument of Government shall be applied.
- 4.5 Members should not accept gifts, hospitality or benefits of any kind from a third party that might be seen as compromising their personal judgment, objectivity or integrity. The policy regarding Gifts and Hospitality and the Bribery Act included in the financial regulations must be followed.

5. MEMBER ATTENDANCE

- 5.1 A Member shall attend, as far as is reasonably practicable, all meetings of the Corporation and those Committees of which they are a member. The Corporation has set a target of 80% attendance for all Members
- 5.2 If members are unable to attend a meeting, they shall notify the Director of Governance, giving as much notice as possible of their absence.
- 5.3 If the Director of Governance judges that a meeting will not be quorate, they will immediately inform the Chair (see also section 11)
- 5.4 The Director of Governance shall keep a record of attendance which shall be reported annually to the Corporation and kept under review by the Governance, Nominations and Remuneration Committee. Attendance will be published in the Annual Report.
- 5.5 The Corporation will consider removing a Member from office if they:
- (a) have been absent from meetings of the Corporation or committee for a period longer than three consecutive meetings without the permission of the Corporation; or
 - (b) are unable or unfit to discharge the functions of a Member of the committee,
- 5.6 All of the provisions 5.1 to 5.5 will apply to any co-opted Members of the Corporation or its committees

6. SABBATICAL LEAVE

- 6.1 Members may, at any time, request to undertake a period of sabbatical leave from Corporation Board membership. Requests for sabbatical should initially be made in discussion with the Chair of the Corporation and formally submitted to the Governance, Nominations and Remuneration Committee and then to the Board of the Corporation for approval.
- 6.2 Periods of sabbatical leave should normally only last for a maximum of one year, but periods of leave can be extended by approval of the Board. The remaining tenure of the Member shall be agreed by the Chair of the Corporation prior to any sabbatical approval.
- 6.3 Members who choose to undertake a period of leave will be given the option by the Director of Governance as to whether they wish to receive ongoing communications and updates during the sabbatical period.
- 6.4 Following the completion of the approved period of sabbatical leave, the Director of Governance will arrange for the Member to have a catch-up meeting to enable them to be appraised of actions and developments during their absence

7. APPOINTMENT OF THE CHAIR AND VICE CHAIR OF THE CORPORATION

NB: The Corporation may decide, through resolution, to modify or waive these procedures in the interests of the Corporation, for example in the event that it decides to fill these positions through external recruitment.

- 7.1 A new Chair/Vice-Chair shall be normally appointed at the first meeting following the Chair/Vice-Chair's resignation or removal from office. In the event of a planned or expected vacancy arising for either office, a Designate may be appointed prior to the office being vacated. The Designate will work with the incumbent Chair/Vice Chair for the remainder of their period of office and shall continue until a new Chair is appointed.
- 7.2 In the event of a planned or expected vacancy the Director of Governance will provide Members with written notice that an appointment is to be made to the role of Chair. This will normally be a minimum of four weeks. The notice will be accompanied by a role description.
- 7.3 In the event of an unexpected vacancy in the role of Chair, the Vice Chair shall deputise in the role until a permanent appointment is made.
- 7.4 Nominations, approved by the nominee(s) and proposed and seconded by two Members, for the position of Chair & Vice-Chair should be submitted to the Director of Governance who will arrange a secret ballot in the event of there being more than one nomination to either position.
- 7.5 The Chair and Vice Chair of the Corporation shall be appointed [and may also be removed] by the Corporation and shall normally hold office for two years. On the expiry of their term of office, such Chair or Vice-Chair shall be eligible for re-appointment.
- 7.6 The Principal and CEO, staff and student members shall be ineligible for appointment as Chair or Vice-Chair.
- 7.7 If both the Chair and Vice Chair of the Corporation are absent from a meeting, the Members of the Corporation who are present shall choose one of their number to act as Chair for that meeting subject to the conditions stated in para 7.8.
- 7.8 The Chair and Vice Chair of the Corporation may resign their respective position at any time by giving notice to the Director of Governance .

8. APPOINTMENT OF COMMITTEE CHAIRS

- 8.1 The Chair of a committee shall be appointed [and may also be removed] by the Corporation and shall normally hold office for up to four years or such lesser period as the Corporation may determine.

- 8.2 Co-opted committee members, the Principal and Chief Executive and Staff and Student Members will not be eligible to be appointed as Chair of a committee
- 8.3 On the expiry of their term of office, the committee Chair shall be eligible for re-appointment.
- 8.4 If the committee Chair is absent from a meeting of that committee, the members of the committee who are present shall choose one of their number to act as Chair for that meeting subject to the same restrictions stipulated in para 8.2.
- 8.5 A committee Chair may resign their position at any time by giving notice to the Director of Governance.

MEETINGS

9. CONVENING MEETINGS OF THE CORPORATION AND COMMITTEES

- 9.1 Meetings of the Corporation and its committees may be held in person, by video-link, on the telephone or by any simultaneous combination of these.
- 9.2 The Corporation shall meet at least three times a year and shall hold such other meetings as deemed necessary.
- 9.3 The calendar of Corporation and Committee meetings for each academic year shall be agreed and distributed to members before the start of the year in question.
- 9.4 The Director of Governance shall ensure that all Corporation and committee meetings are summoned with a minimum of seven days' notice to every member of the Corporation or committee as appropriate, together with a copy of the proposed agenda and supporting documents.
- 9.5 A special meeting of the Corporation may be called at any time by the Chair or Vice-Chair in his/her absence or at the request in writing to the Director of Governance of any five independent members with a minimum of seven days' notice to every member of the Corporation or committee as appropriate together with a copy of the proposed agenda and supporting documents.

10. ACCESS TO MEETINGS

- 10.1 All members of the Corporation and the Director of Governance will be entitled to attend all meetings of the Corporation.
- 10.2 Members of the Executive Group may be invited to attend Corporation meetings and relevant committee meetings to advise governors.
- 10.3 The Corporation, or the Chair on its behalf, may at its discretion, invite other persons who are not members of the Corporation to attend Corporation or committee meetings or parts of meetings. Any such invitations shall be issued through the Director of Governance who shall stipulate the portion of the meeting to which the person has been invited. Such persons may only speak if invited to do so by the Chair of the Corporation or committee. The presence of such persons and the point in the meeting at which they joined and left shall be recorded in the minutes.
- 10.4 There shall be no public right of access to meetings, unless expressly agreed by the Chair of the Corporation or Committee.
- 10.5 Subject to the provisions of paragraph 4, Corporation Members may attend any committee meeting (other than a meeting of the Special Committee or the Governance, Nominations and Remuneration Committee), provided they make such a request at least 24 hours beforehand to the Director of Governance who will advise the Chair. The Chair shall have the right to decline the request. Corporation members who are not committee members may only speak if invited to do so by the Committee Chair.

10.6 Certain meetings or parts of meetings may be deemed confidential, and business taken 'in camera'. The circumstances under which Staff and Student Members, and staff in attendance, will be required to withdraw are covered in section 16. The minutes and papers thereof will also be considered to be confidential although their continued classification as such will be reviewed in line with the College's policy on such matters.

11. QUORUM

11.1 The rules regarding whether a meeting of the Corporation is quorate are contained in paragraph 13 of the Instruments of Government, which determines that a quorum is at least 33% of the total determined number of Members.

11.2 The Corporation has determined the numbers required for a quorum for each of its committees as stated in the terms of reference of those committees.

11.3 If a Corporation meeting is not quorate the meeting shall be terminated and the Chair shall, if they see fit, order a special meeting to be summoned as soon as it is convenient. A meeting must be quorate throughout.

11.4 If a Committee meeting is not quorate, an informal meeting of those present may take place instead, with the approval of the Chair of that committee, but any decisions required will be deferred to the next Committee or Corporation meeting.

12. AGENDAS AND PAPERS

12.1 The business of a formal meeting of the Corporation or any of its committees will be clearly set out in an agenda. The agenda will be agreed by the Chair of the meeting taking account of advice and proposals from the Director of Governance and the Principal and Chief Executive (or, in the case of the Audit & Risk Committee, the Chief Operating Officer).

12.2 At every ordinary meeting of the Corporation or a committee, the minutes of the previous meeting shall be taken as an agenda item and, if agreed to be accurate, shall be approved by the meeting as a true record.

12.3 At every ordinary meeting of the Corporation or a committee, the matters arising from the previous meeting shall be reported upon and will be: cleared, remain outstanding, or considered as an agenda item at the meeting.

12.4 Any Member of the Corporation may suggest an item for inclusion on the agenda of the Corporation or its committees. Items should normally be submitted at least 10 working days before the date of the meeting to the Director of Governance who will notify the Chair of the Corporation or committee. The inclusion of any item is, however, at the discretion of the Chair of the Corporation or committee as appropriate.

12.5 Agenda for meetings of the Corporation and its Committees will include "any other items of urgent business". The Chair will determine an item of urgent business if the issue is one which meets the following criteria:

- it is the proper business of the Corporation or one of its Committees to consider having regard to the Articles of Government and/or Committee terms of reference;
- it needs urgent attention by the Corporation and cannot be deferred to the next meeting;
- It does not require a separate agenda item.

12.6 Members of the Corporation or a Committee are asked to give prior notice to the Director of Governance of their intention to raise an item of urgent business, the subject matter and the reason for the urgency.

12.7 Items for information shall not normally be considered as urgent other business, and Members are encouraged to share these outside the meeting by email.

- 12.8 The responsibility for producing supporting papers by the deadline for dispatch resides with the author. Papers should follow a standard protocol including:
- A completed cover sheet using the agreed template, providing an introduction, context to the issue, 'executive summary of key issues' and recommendations where appropriate.
 - Detailed data or background information to be added only where necessary in appendices
- 12.9 The agenda, minutes of the previous meeting and supporting papers, will normally be dispatched at least seven calendar days before the date of the meeting. Papers may only be tabled at the meeting with the permission of the Chair, when special circumstances may make this necessary.

13. MINUTES OF MEETINGS

- 13.1 Draft minutes of all meetings of the Corporation and its Committees will be prepared by the Director of Governance in consultation with the Chair of the Corporation (or the Chair of the Committee, as appropriate) and the Principal and Chief Executive or, in the case of the Audit and Risk Committee, the Chief Operating Officer.
- 13.2 It is important that there is clarity in recording the business of the Corporation and its Committees. As the statutory responsibilities of both the Corporation and the management of the College are significant, all parties to discussion need to have a common understanding of decisions and their weight. Minutes of meetings will report briefly the discussion which takes place on an issue, clearly record the course of action adopted and how Members have challenged the Senior Leadership Team in relation to the issue.
- 13.3 Discussions on agenda items that lead to a common (but often informal) understanding of the way to view an issue or the direction in which to proceed, will be signalled by the use of the word 'agreed'.
- 13.4 A conclusion to a debate on a proposed resolution notified in advance will have more weight and more precision. The decision will be signalled in the minutes by the use of the words 'resolved' and/or 'approved'. Other terms may also be appropriate from time to time, such as 'noted' or 'received'.
- 13.5 The Director of Governance shall present the unapproved minutes of the business of each Committee meeting at the next following meeting of the Corporation for approval as an accurate record.
- 13.6 The approved Minutes cannot be revoked or amended except by resolution of the Corporation.

14. DECISIONS AND VOTING

- 14.1 The statutory provisions for proceedings of meetings are covered within paragraph 12 of the Instrument of Government.
- 14.2 Resolutions at meetings of the Corporation or a committee shall be passed on the basis of a majority decision taken by either those who attend and vote (including any Governor attending remotely) or by written resolution.
- 14.3 The Chair may ask for the general consensus of the meeting to a proposal but, if there is dissent or if the matter is considered to be of sufficient importance, a formal show of hands may be required. Members may request a formal vote on any subject. If a majority of Members present so wish, the vote may be conducted by secret ballot. It is envisaged that such an arrangement will be needed only in exceptional circumstances.
- 14.4 Written resolutions may be used in circumstances where a decision is urgently required and it is impractical or unnecessary to call a Special Meeting of the Corporation or the relevant Committee. It will be a matter for the Chair, in consultation with the Director of Governance and Principal and Chief Executive to decide whether a matter needs to be dealt with using this

process. The procedure for written resolutions is set out in paragraph 13 of the Instrument of Government

- 14.5 In the case of an equal number of votes being cast in favour or against a resolution, the Chair of the meeting shall have a second and casting vote.
- 14.6 Members must declare any personal interest in subjects under discussion. (See also section 4).
- 14.7 All Members of the Corporation or a committee will comply with the principle of collective responsibility and abide by a decision, even if it was not taken unanimously, but members may request that their dissent on any vote is noted in the minutes.
- 14.8 No resolution (i.e. any formal decision by the Corporation which is recorded in the minutes) may be rescinded or varied at a subsequent meeting of the Corporation, unless, its reconsideration appears as a substantive item on the agenda for that meeting, together with an indication that there is a proposal to vary or rescind a previous decision.

15. CONDUCT OF MEETINGS

- 15.1 Discussions at meetings of the Corporation will be conducted through the Chair.
- 15.2 Members are required to respect the right of others to express their personal views although nothing should be said or done which could bring the Corporation into disrepute, or which would be considered to be in breach of College Policy relating to Equality and Diversity or any other matter.
- 15.3 At any time during a discussion, a Member may raise a point of order where it is believed that the provisions of the Instrument and Articles of Government and/or the Standing Orders and/or another recognised authority are being ignored. The Member raising the point of order will be required to explain the way in which the correct procedure is not being followed. A point of order will be dealt with immediately by the Chair. The ruling of the Chair, after the advice of the Director of Governance has been obtained, will be final and shall not be challenged further at the meeting.

16. WITHDRAWAL FROM MEETINGS

- 16.1 Staff Members and where applicable, the Principal and CEO, other Senior Postholders or the Director of Governance must withdraw from any part of a meeting which is discussing their own personal remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement.
- 16.2 At the discretion of Members present, Staff Members may be asked to withdraw when discussing the appointment, remuneration, conditions of service, promotion, conduct, suspension dismissal or retirement of any member of staff senior to themselves.
- 16.3 Student Members shall withdraw from any discussion of his/her conduct, suspension or dismissal and may be required to withdraw from discussion concerning the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of staff.
- 16.4 All members must withdraw from that part of any meeting at which that member's reappointment or the appointment of that Member's successor is to be considered.
- 16.5 Separate minutes shall be taken of those parts of meetings from which the Principal and CEO, other Senior Postholders, Director of Governance, Staff or Student Members have withdrawn. These shall not be made available to the individuals concerned.

SPECIFIC ROLES ON THE CORPORATION

17. THE CHAIR AND VICE CHAIR OF THE CORPORATION

- 17.1 The full roles and responsibilities of the Chair and Vice Chair of the Corporation are set out in the role descriptions provided as Appendix B and C
- 17.2 The Vice Chair has the authority to undertake the responsibilities of the Chair in the absence of the Chair having regard to the provisions of the Instrument and Articles of Government and the Chair's role descriptions.

18. CHAIR'S ACTION AND URGENCY POWERS

- 18.1 The Chair has the same legal authority as other members of the Corporation. There shall be no power delegated to the Chair allowing them to act on behalf of the Corporation between meetings, other than where the Corporation has agreed by resolution to grant them specific powers to deal with a particular matter. Where such specific powers have been delegated to the Chair, they shall report any action taken to the next meeting. This is not withstanding any routine action required that would not have merited discussion at a Corporation meeting.
- 18.2 The Chair shall, however, have powers to deal with any matter judged to be of such urgency and gravity that it is not possible to convene a special meeting of the Corporation in time to deal with it, and it is not appropriate to seek Corporation approval by written resolution. In such circumstances, the Chair should take the advice of the Vice Chair, the Principal and CEO, the Director of Governance and as many governors that they can contact. Any action or decision made by the Chair must be put to the next meeting of the Corporation for ratification.
- 18.3 Chairs action and urgency powers must not be applied in the case of:
- any matter which the Instrument and Articles states cannot be delegated
 - it changing the character of the college;
 - it not being lawful
 - it being in conflict with the personal interests of the Chair.

19. THE SENIOR INDEPENDENT GOVERNOR (SIG)

- 19.1 The Corporation may appoint an independent governor to act as SIG. The primary purpose of the SIG is to a) undertake the Chair's annual appraisal and b) to be an independent sounding board throughout the year, if governors have any concerns or issues that they do not wish to discuss with the Chair. A full role description is provided in Appendix D.

20. COMMITTEE CHAIRS

Committee Chairs have the following role and responsibilities:

- 20.1 To approve agendas and draft minutes prior to their distribution to other members of the committee.
- 20.2 To be well informed concerning the policy direction of the College in relation to the matters under the committee's remit.
- 20.3 To provide advice, guidance and support to the Principal and CEO and Senior Post Holders where appropriate.
- 20.4 To chair committee meetings, ensuring that the topics debated, and any decisions made are within the remit of the committee, as specified in the terms of reference and/or delegated by the Corporation.
- 20.5 To review regularly the effectiveness of the committee and its Terms of Reference

21. THE DIRECTOR OF GOVERNANCE

- 21.1 The Director of Governance is responsible for advising, servicing, supporting the Corporation, its Committees and any other groups established from time to time. The Director of Governance is a senior postholder of the College and performs the legal function of 'Director of Governance to the Corporation' as set out in the Articles of Government.
- 21.2 In accordance with the Instrument and Articles of Government, the Corporation is directly responsible for the employment, pay, terms and conditions of service, and performance of the Director of Governance. This is discharged through the Governance, Nominations and Remuneration Committee.
- 21.3 No resolutions of the Corporation should be made without the Director of Governance present to carry out the servicing and advisory role.
- 21.4 It may be appropriate for the Chair of the Corporation or Committee to require the Director of Governance to withdraw from a meeting when consideration is to be given to their conduct or remuneration. On those relatively rare occasions, the Chair will be responsible for ensuring that a note of the discussion is made for inclusion in the minutes. The Principal must not act as the Director of Governance.
- 21.5 In the absence of the Director of Governance, the Chair will make arrangements, following discussion with the Principal and Chief Executive and, if possible, the Director of Governance, for interim cover by a person having the necessary skills for the role.
- 21.6 The independence of the Director of Governance is essential to ensuring effective and compliant governance. A policy for the independence of the Director of Governance is provided in Appendix F.

22. THE PRINCIPAL AND CHIEF EXECUTIVE OFFICER

- 22.1 The Principal and CEO must be responsible for the executive management of the college and its day-to-day direction, as set out in Article 3(2) and the Corporation's Scheme of Delegation.
- 22.2 The Principal and CEO should understand the role of the Corporation Board and ensure that appropriate matters are brought to the the Corporation, taking advice of the Director of Governance, Chair and Executive Group as necessary.
- 22.3 The specific responsibilities of the Principal and CEO in relation to Corporation business must include:
 - a) Ensuring that Corporation and Committee decisions are implemented through the College's management structure.
 - b) Advising the Corporation as required.
 - c) Providing prompt and coherent management reports to governors on the college's activities and prospects, including the emergence of major new risks and opportunities; and for facilitating appropriate opportunities for Members to see first-hand the work of the college and meet with students and staff.
 - d) Undertake the role and responsibilities of the College's Accounting Officer as set out in the Funding Agency's Conditions of Funding.

23. SENIOR POSTHOLDERS

- 23.1 The following posts are designated by the Corporation and senior postholder positions, and therefore directly accountable to the Corporation.
 - Principal and Chief Executive
 - Chief Operating Officer
 - Director of Governance
- 23.2 The Corporation is responsible for the recruitment and terms and conditions of employment of the Senior Post Holders) as set out within the Instrument and Articles of Government.

23.3 When a Senior Post Holder post becomes vacant the Corporation shall determine the salary and terms and conditions of the vacant post, having received advice from the Governance, Nominations and Remuneration Committee. The process and guidelines set out in the Articles of Government will be followed to appoint a selection panel which shall have delegated authority to agree arrangements for advertising the post and selecting applicants for interview, undertaking the interviews and making a recommendation for appointment to the Corporation.

24. SENIOR POST HOLDER DISMISSALS AND THE SPECIAL COMMITTEE

24.1 If the Chair or, in his/her absence the Vice-Chair or a majority of the members of the Corporation, consider that it may be appropriate for the Corporation to dismiss a Senior Post Holder, then the Chair, Vice Chair or Corporation as appropriate shall refer the matter to a Special Committee of the Corporation which shall be convened as soon as possible to examine the case for dismissal and to make recommendations to the Corporation.

24.2 The Special Committee shall be drawn from the members and shall consist of at least three independent members. The Chair, the Principal and CEO and the staff and student members shall not be eligible for membership of the Special Committee.

OTHER PROCEDURAL MATTERS

25. TERMS OF REFERENCE

The Terms of Reference of all Committees shall be reviewed annually at the beginning of each academic year and any changes shall be approved at the next Corporation meeting. All Committees and their Members shall comply in all respects with and observe their Terms of Reference. If a Committee is doubtful over the precise scope of its authority or its remit the Chair of the Committee should raise the issue with the Chair of the Corporation and the Director of Governance in the first instance.

26. ACCESS TO CORPORATION INFORMATION

26.1 Subject to paragraph 27.1, the agenda, minutes and papers of each meeting of the Corporation and its committees will be available for inspection by the public during office hours on application to and by prior arrangement with the Director of Governance.

26.2 A copy of the approved minutes of every meeting of the Corporation and its committees shall be placed on the College's website for a minimum period of 12 months, once approved at the following meeting

26.3 A list of the names of Members of the Corporation is available on the College website, together with photographs and a short biographical profile.

26.4 Personal data, such as home addresses, email addresses and telephone numbers of Members of the Corporation, co-opted members or observers will not be made available to third parties. All communications to these individuals will be through the Director of Governance.

26.5 The Director of Governance will maintain a register of the financial and other interests of Members of the Corporation and declarations from Members that they are eligible to serve as Members at the time of their appointment and thereafter reviewed annually. This will be available during normal office hours on receipt of a written request to the Director of Governance.

27. CONFIDENTIALITY

- 27.1 The exceptions to the guidelines for public access to Corporation information are minutes and papers deemed by the Corporation to be confidential for the following reasons (not exhaustive):
- i. Personal and sensitive information relating to any individual including current and prospective staff, students and Governors;
 - ii. sensitive strategic, commercial or business information which would be disadvantageous to the College to release;
 - iii. negotiations with trades unions;
 - iv. legal advice on sensitive or confidential matters; and
 - v. Anything that pertains to possible legal action or maybe used by the college to bring and evidence such action.
 - vi. Any other matter deemed by the Corporation, by resolution, to be detrimental to the interests of the College if it were to be in the public domain.
- 27.2 The Governance, Nominations and Remuneration Committee will, on the advice of the Director of Governance and Principal and Chief Executive, have delegated authority to consider the status of said items.
- 27.3 On a regular basis, the Director of Governance will conduct a review of the confidential items from the previous academic year and determine on a case by case basis how each matter will be managed and how the flow of information will be controlled and will report on this to the Governance, Nominations and Remuneration Committee.
- 27.4 The Governance, Nominations and Remuneration Committee will endeavour to maintain transparency at all times by directing Committees to move confidential items into the public domain at the earliest appropriate time.
- 27.5 Agenda items deemed confidential by the Principal and CEO, Chair of the Corporation or its Committees, shall be marked clearly on the agenda.
- 27.6 Corporation and Committee papers and minutes classed as confidential will remain confidential for a minimum of one year, or until .
- 27.7 There may remain a number of items which the Governance, Nominations and Remuneration Committee judges still need to be classed as confidential. In making a decision for items to remain confidential they will apply the criteria for confidentiality presented above in 27.1. Anyone seeking information who disputes the decision of the Chair has a right of appeal to the Corporation.

28. PROCEDURES IF THE CORPORATION IS ACTING BEYOND ITS POWERS

- 28.1 It is the responsibility of the Director of Governance to make known any concerns that the Corporation is acting inappropriately or even beyond its powers (*ultra vires*). The Corporation has demonstrated that it wishes to enable the Director of Governance to carry out the full role and responsibilities in line with best practice. In doing so the Corporation has recognised that there may be exceptional circumstances when the Director of Governance considers that their advice is being disregarded or overlooked and because of this the proper conduct of the Corporation is being put at risk. Should the Director of Governance raise concerns, the Corporation will consider this as an immediate item of business.
- 28.2 Should the need arise, the Director of Governance may seek advice from the Funding Agency. If such action is taken, the Director of Governance will inform the Chair and Principal and Chief Executive accordingly.
- 28.3 Before the Director of Governance refers a matter to the Funding Agency, they will attempt to resolve the issue by taking some or all of the following actions:
- put any concerns in writing to the Chair and Principal and Chief Executive;
 - inform the Chair of the Committee if the issue is relevant to the terms of reference of that Committee;

- report the concerns to a meeting of the relevant Committee or the full Corporation;
- consult the college auditors
- obtain legal advice if there is a disagreement about whether an action may be unlawful.

29. COMPLAINTS AGAINST THE CORPORATION OR AGAINST INDIVIDUAL MEMBERS

- 29.1 The Chief Executive of the ESFA has a formal procedure for considering complaints against the Corporation, or against individual Members, and these should be addressed to The Chief Executive, The ESFA, Cheylesmore House, Quinton Road, Coventry, CV1 2WT. However, the ESFA will not normally deal with complaints unless they have been first registered under the College complaints procedure, and the complainant is dissatisfied with the College investigation of the complaint or the redress offered.
- 29.2 The College procedure for consideration of complaints against the Corporation or individual Members is set out in Appendix E.

30 MEMBERS' ACCESS TO INDEPENDENT ADVICE

- 30.1 A member seeking additional advice for an issue under consideration by the Corporation must do so in writing to the Director of Governance. The request will be copied by the Director of Governance to the Principal and CEO and Chair. The written request must summarise the issues and make a case for the request for independent advice. The Chair in consultation with the CEO and Director of Governance will determine whether the request and the financial cost of seeking the advice is reasonable. The request for advice will be noted in the minutes of the next committee/ Corporation meeting

31 LIABILITY AND INSURANCE

- 31.1 The Learning and Skills Act 2000 contains a clause covering liability for FE governors as non-executive directors. As the Corporation is a corporate body created by an act of parliament with its own legal status, members in principle cannot be held individually liable for the debts of the statutory body. As long as members ensure that they exercise a duty of skill and care; act reasonably, honestly and prudently, in good faith in the interests of the Corporation individuals should not be held personally liable.
- 31.2 The College's insurance provides cover to protect members in the event of an error or omission in good faith which may cause financial loss. The insurance does not protect against any intentional wrong doing and in this case, if proven, the member would be personally liable.

32. EXPENSES

Governors may be reimbursed for reasonable expenses incurred in attendance at meetings and in the performance of their duties. These expenses are claimed under procedures set out in the appropriate policy. Claim forms are available from the Director of Governance.

33. APPLICATION OF THE SEAL

- 33.1 The Director of Governance is the keeper of the seal.
- 33.2 The application of the seal of the Corporation shall be made by the Director of Governance and authenticated by the signature of both the Chair and the Principal and CEO, or any other two governors who are authorised generally or specifically by the Corporation to act for that purpose.
- 33.3 The Director of Governance shall keep a record of the details of the application of the seal for reporting to the Corporation for information.

34. COMMUNICATION ON BEHALF OF THE CORPORATION

- 34.1 Correspondence received by a Governor in their role as Governor and relating to matters of the Corporation and College should be dealt with in line with section 8 of the Scheme of Delegation. To this end the Governor(s) should pass on the correspondence to the Director of Governance within 14 days of receipt.
- 34.2 The Director of Governance shall keep a record of all such correspondence and actions taken and will report on said matters at the next available relevant meeting.

35. REVIEW OF THE STANDING ORDERS

The Director of Governance, on behalf of the Corporation, will ensure that the Standing Orders are reviewed every two years. Revisions will be discussed at the Governance, Nominations and Remuneration Committee before being recommended to the Corporation.

PROCEDURES FOR THE APPOINTMENT AND REAPPOINTMENT OF MEMBERS OF THE CORPORATION

The appointment of independent members

1. The Governance, Nominations and Remuneration Committee, following its Terms of Reference, will consider all prospective independent appointments (any member other than the Principal and CEO, staff or student governors) and will submit its advice to the Corporation. New independent members will then be appointed at that or the next meeting of the Corporation, in accordance with clause 3 of the Instrument of Government.
2. Recruitment and appointments of independent members will take into account current and future skills and diversity requirements of the Corporation.
3. Appointments will be made following an open recruitment process, which shall normally include advertising on the College website, local media and online platforms, and sharing with local partners and stakeholders. The use of a recruitment agency may be considered in specific circumstances.
4. All prospective candidates shall be provided with a copy of the governor role description and background information about the College and asked to submit a CV and covering statement about their interest in the role.
5. Candidates who appear to meet the skills needs and characteristics required will be asked to have an informal conversation with the Chair. The Chair will then decide whether to recommend the candidate for formal interview with the Governance and Nominations panel.
6. The Governance and Nominations Panel will make recommendations for appointment to the Corporation at the next opportunity or, if no meeting is scheduled within a reasonable period, via written resolution.
7. All offers of a position on the Corporation Board will be subject to satisfactory eligibility checks and DBS clearance.
8. New members will be given an induction and will be expected to participate in training offered by the College, including mandatory safeguarding training. All Members will thereafter undergo an annual performance meeting with the Chair of Corporation.

The Principal and CEO

9. The Principal and CEO shall be a member of the Corporation ex officio [unless s/he is or becomes ineligible for membership in which case s/he will be present at all Corporation meetings but without the ability to vote as a member].

Staff Governors

10. The Academic and Support Staff Governors shall be nominated and elected by academic and support staff respectively through a process involving nominations to the Director of Governance, who will organise a secret electronic ballot in the event of more than one nomination. The Director of Governance will determine the eligibility of any nominee under the respective categories.
11. Staff governor are appointed for a four year term of office, but their appointment will automatically cease should they leave their employment at the College.

Student Governors

12. The Student Governors shall be nominated and elected by their fellow students or any student body recognised by the College or via a combination of both of these avenues of election.
13. Student Governors shall be elected for a two-year term of office. The appointment will automatically cease should they cease to be an enrolled student during this period.

Procedures for the re-appointment of independent members of the Corporation

14. The Governance, Nominations and Remuneration (GNR) Committee will consider all prospective reappointments of Governors in accordance with its rules and will submit its advice to the Corporation [from which part of the meeting the prospective re-appointee shall withdraw].
15. At the GNR Committee prior to the end of a governor's first term of office, the Committee shall consider a report by the Director of Governance on the governor's attendance and contributions, including:
 - a. Attendance at Corporation and Committee meetings
 - b. Engagement with College events
 - c. Engagement with training and development
 - d. Skills, knowledge, networks.
 - e. Specific roles held on the Corporation, eg link governor positions
 - f. Feedback from one-to-one governor appraisal meetings with the Chair of Governors
 - g. Confirmation of eligibility to continue to serve
 - h. Any other issues with membership relating to adherence to the governor Code of Conduct and college values and policies.
 - i. Willingness to re-stand, including a brief supporting statement
16. The Chair of the GNR Committee will feed back the outcome of the Committee's recommendations to the individual concerned. This recommendation will be made to the subsequent Corporation meeting for approval.
17. Members who have served for eight years i.e. two consecutive four-year terms as a governor will not normally serve on the Corporation for a third four- year term of office except in exceptional circumstances that are ratified by the Corporation.
18. The College reserves the right, in exceptional circumstances, to extend the two-term rule where the GNR Committee believes it would be in the best interests of the College to retain that Member. Any Member whose term of office is extended under this clause will be reappointed on an annual basis.

Procedures for the appointment of members to committees

19. The Corporation shall decide membership of committees following the advice of the GNR Committee, individual governors' stated preferences concerning committee membership and any restrictions on Committee membership stated in the Terms of Reference.
20. Staff and Student Governors will not be eligible for appointment to the GNR Committees or the Audit and Risk Committee.
21. The Chair of the Corporation and the Principal CEO shall not be a member of the Audit and Risk Committee.
22. The Chair of the Corporation will always be a member of the GNR Committee but shall not be Chair.
23. The membership of a Special Committee convened to consider the case for dismissal of a senior postholder shall not include the Chair, Principal and CEO, Staff or Student Governors.

GOVERNOR ROLE DESCRIPTION

MAIN DUTIES AND RESPONSIBILITIES

The main duties and responsibilities of a Further Education Governor is:

- To promote the College's Mission Statement, values and strategic objectives including equality and diversity;
- To contribute to the academic direction, strategic planning and improved quality of teaching, learning and the student experience;
- To ensure strong financial stewardship and use of college resources
- To provide support and challenge to the Principal and Chief Executive and members of the Senior Leadership Team
- To ensure compliance with law, regulations and appropriate procedures as they apply to the role of members of the Corporation within:
 - the Statutory Framework;
 - the Instrument and Articles of Government;
 - the principles laid down by the Nolan Committee on Standards in Public Life) for those holding public office
 - the core principle of good governance set out in the Governors' Code of Conduct, the Code of Governance for Colleges and the Corporation Standing Orders
 - the ESFA conditions of funding, other funding contracts. financial regulation and procedures;
- To promote a safe and supportive environment for students and staff through the effective implementation of the College's equality and diversity, safeguarding and health and safety policies;
- To promote the implementation of the policies of the College;
- To act in the best interests of the whole Corporation and the College as a charity including its beneficiary learners, staff and stakeholders in the community
- To participate actively and flexibly in a range of Corporation activities, including attendance at Corporation and Committee meetings and Strategy Days, and attendance at internal College meetings and events; and
- To participate in training and Corporation development activities to develop knowledge and skills and to keep informed about the FE sector and improving educational standards.

PERSON SPECIFICATION

All Governors should have:

- an active interest and commitment to further education colleges and their students, and the issues facing the sector
- a commitment to promoting equality of opportunity and diversity;
- a commitment to raising standards and willingness to help lead on improvement strategies;
- time and commitment to the proper governance of the College;
- the ability to promote the work of the College to the community at large;
- the ability to co-operate and work with other Board Members and Senior Managers to agree policies and strategies and to ensure these are monitored and implemented;

- drive to achieve sustainable improvement and determination to overcome challenges and difficulties;
- the ability to accept the responsibilities of the Corporation; and
- the ability to make reasoned decisions and to act honestly, reasonably, diligently and in good faith.
- Experience or understanding of working in a senior role in a similar sized organisation
- Expertise in a field that is particularly relevant to the oversight of the business of a Further Education college.

We are currently particularly seeking Governors with one or more of the following skills and knowledge:

- An accountancy qualification and expertise
- Current experience of working at a management level in a Further Education College
- Knowledge of and links with employers in Surrey
- A good grasp of the principles of good governance
- Human Resources

Governors should also be able to:

- work positively with others, applying constructive inter-personal and team skills;
- Understand and interpret data, financial information and complex matters
- communicate ideas in a clear and concise manner, listen to the views of others and positively influence deliberations and decision making;
- communicate an independent view in discussion, but abide by any collective decision made, respecting due confidentiality;
- attend and actively participate in meetings of the Corporation; and
- foster good relations between the College and the community it serves, ensuring that the aims of the College are widely understood.
- avoid any conflicts of interest caused by connections to any organisation operating in competition with the College, or business relationships to the College.

OUR COMMITMENT TO DIVERSITY, EQUITY AND INCLUSION

We strive to achieve diversity in our Board membership through attracting governors from a range of backgrounds, representative of the communities served by Brooklands Technical College.

TIME COMMITMENT

The amount of time that governors give to the role varies from individual to individual. As a minimum, however, you should expect to prepare for and attend 10 – 12 evening meetings a year (usually between 6pm and 8pm) plus three strategy/development days.

Whilst optional, our governors are also strongly encouraged to attend occasional events, exhibitions and ceremonies during college hours.

REMUNERATION

The role of governor is unremunerated. We will, however, cover reasonable travel and other expenses relating to your work.

HOW TO APPLY FOR THE ROLE OF GOVERNOR

Please send your CV and a covering letter explaining your interest in becoming a governor at Brooklands College and what you will bring to the role, in terms of your experience, knowledge and skills, along with any other relevant information.

If you would like an informal conversation about the role, please do not hesitate to contact the Director of Governance, Melissa Drayson at Melissa.drayson@brooklands.ac.uk



CHAIR OF THE CORPORATION ROLE DESCRIPTION

1. Appointment

The Chair shall be an 'independent' member of the Brooklands College Corporation, appointed for a four year term as a governor and subject to all the duties and responsibilities of a college governor.

The Chair shall normally be appointed, through election, by the Board at the last Corporation meeting of the relevant calendar year for a period of two years, in accordance with all statutory procedures, including the Instrument and Articles of Government and the Standing Orders. The Chair may be re-elected for further terms of office as long as they remain a Governor of the Corporation.

2. Accountability

The Chair is accountable to the Corporation Board.

3. Role Summary

The role of the governing body Chair is fundamental to its success. The Chair is responsible for providing effective leadership of the Corporation Board in the discharge of its duties, in accordance with the Instrument and Articles of Government and the periodic review of the educational character.

The Chair will provide the leadership to ensure that:

- the Corporation of the college (the 'Board') delivers highly effective governance for the college, fulfilling the highest standards of corporate governance at all times
- the Board functions as a unit and works closely with the Senior Executive Team to achieve the college's strategy and objectives
- accountability is maintained for the effective and efficient use of resources, and safeguarding the college students, staff, assets and estate
- the Board offers appropriate challenge and support to the Senior Executive Team
- as Chair, support, advice and guidance is provided to individual governors to assist their effective contributions to collective governance
- governors are supported as powerful ambassadors for the college in the wider community as well as to students and staff.
- The Chair will develop strong working relationships with key stakeholders, including employers, local authorities and with Chairs of neighbouring colleges and other educational institutions.

4. Responsibilities

- To continue to develop the Corporation Board, which has strategic oversight of the organisation.

- To ensure that the Board meets its external accountabilities and fulfils its duties in determining the college mission, setting and monitoring corporate objectives, articulating the college's vision, and maintaining and developing its ethos.
- To understand and focus on the main strategic issues bearing on the college, keeping always as a lodestone the college's responsiveness to the students, employers and communities it serves.
- To work with the Board and Executive in setting the educational character of the college; ensuring that students and the skills needs of the local economy are central to decision-making processes, with performance measures in place to drive up quality and standards, thereby enhancing the rates of retention and success.
- To strive to ensure that all discussions, decisions, judgements and actions are underpinned and informed by the 'seven principles of public life' established by the Nolan Committee.
- To serve as the principal ambassador for the college, bringing enthusiasm and energy in promoting the college's best interests and reputation, by representing the college at external meetings, presentations, conferences in local, regional and national settings.
- To lead the Board of the organisation in the effective and efficient fulfilment of its duties and responsibilities, as laid down in the Instrument & Articles of Government, the Funding Agreement and the Audit Code of Practice.
- To provide strong leadership for the Board and to chair its meetings, ensuring that business is conducted efficiently, effectively and in a timely manner ensuring that matters are debated fully, so that all Governors have opportunities to engage and contribute.
- To ensure, in liaison with the Principal/CEO and the Director of Governance, that appropriate issues are brought before the Board.
- To ensure that the discussions and decisions of the Board are properly summarised and recorded in the minutes as well as following up actions to be taken.
- To exercise any specific authority delegated by the Board and to act on the Board's behalf when necessary, in emergencies, in accordance with Standing Orders.
- To build a team of governors with the right skills and where possible, to strive to achieve a diversity of experience, background and characteristics, reflective of the students and community populations for the successful oversight of the college.
- To develop a productive working relationship between the Chair, the Principal/CEO, the Director of Governance and the Senior Post-holders, based on a full understanding of the role of the Board in the governance of the college and the difference between governance and management.
- To ensure that there is an active succession plan in place which fosters good governance and opportunities for individual governor development as laid out in the Code of Governance.
- To delegate effectively, to provide opportunities for governor development and making best use of governors' areas of expertise.
- To lead and to contribute to the annual self-assessment of governance.
- To ensure that the college's agreed procedures are followed in any matter of staff discipline which falls to the Board to determine.
- To discuss with the Director of Governance, where necessary, any matters relating to an individual Member's attendance, performance or conduct, and to agree on such action as should be taken.
- To be willing to attend any necessary and appropriate professional development, whenever practicable.

- To act as critical friend to the Principal/CEO in matters upon which they wish to confer and, where appropriate, to offer both general and specific support to the Principal/CEO where strategic, major or contentious issues are concerned.
- To lead the process of appointing, and setting the terms and conditions for, the Principal/CEO and other designated senior post holders, including the Director of Governance.
- To be responsible for the annual appraisal of the Principal/CEO and the Director of Governance
- To undertake one-to-one appraisals with individual governors at least annually.
- To be willing to participate in an annual appraisal of the Chair.
- To promote good working relations between members and staff through regular dialogue and engagement in specific college activities such as Student or Staff Awards events.

5. Skills, Abilities and Personal Qualities

The qualities required of the Chair of the Board are:

- a strong personal commitment to Further Education and the values, aims and objectives of the college
- a willingness to devote the necessary time and effort to their duties as Chair and member of the Board
- strategic vision and sound independent, judgement



Role description for Vice Chair of the Corporation

1. Appointment

The Vice Chair is an independent Governor of the Brooklands College Corporation Board, and is expected to perform the duties of a Governor as set out in the Governor role description and the Corporation's constitutional documents, including the Instrument and Articles of Government, Standing Orders and Code of Conduct.

The Vice-Chair shall be appointed by the Board for a period of two years, in accordance with all the Corporation's approved procedures. The Vice-Chair will be eligible to stand for reappointment for a further term at the discretion of the Corporation Board.

2. Accountability

The Vice Chair is accountable to the Corporation Board.

3. Responsibilities

The Vice-Chair of the Corporation Board will support the Chair to ensure that Board observes the principles of public life and operates effectively. In doing so, the principal duties of the Vice-Chair of the Board are:

- To support the Chair of Corporation in performing their duties & responsibilities (see Chair's role description for reference)
- To perform the responsibilities of the Chair of Corporation during their absence
- To Chair meetings of the Corporation in the absence of the Chair of Corporation and ensure that it functions effectively
- To Chair the Governance, Nominations and Remuneration Committee, which is responsible for upholding good governance, recruiting new governors and all matters relating to the performance and remuneration of the Principal and Chief Executive, Director of Governance and other designated senior postholders.
- To attend training and induction as required to carry out the role of Vice-Chair and governor.

4. Skills, Abilities and Personal Qualities

The general qualities required of the Vice Chair of the Corporation are:

- a strong personal commitment to Further Education and the values, and aims of the college
- a willingness to devote the necessary time and effort to their duties as Vice Chair and Governor
- political awareness and an understanding of the economic, social and political dynamics of the region
- a strategic vision and good, independent, judgement
- to be willing and confident to offer support and challenge and engage others in debate
- honesty and integrity

- skills of networking, influencing and advocacy
- an understanding, of the importance of and a commitment to equality and diversity
- to have respect for confidentiality
- financial acumen
- an ability to communicate with college staff and students.
- the ability to analyse complex regulatory information and interpret data
- availability to attend induction/training/events organised by the college and other bodies

To meet the specific responsibilities of the role, it would be desirable for the Vice Chair to also have knowledge of:

- Good governance principles;
- Human Resources practices, especially applied to the employment, performance management and remuneration of senior staff.

5. Term of Office

The term of office shall be for a period of two years. The Vice Chair may be re-appointed for further terms of office, as long as they remain a Governor of the Corporation Board. (It should be noted, that Governors would usually serve two, four-year terms of office. Additional terms of office, may be served under exceptional circumstances, following the scrutiny and approval of the Corporation).

SENIOR INDEPENDENT GOVERNOR ROLE DESCRIPTION

Role description for Senior Independent Governor of Brooklands College Corporation

1. Appointment

The Senior Independent Governor (SIG) is an independent Governor of the Brooklands College Corporation Board, and is expected to perform the duties of a Governor as set out in the Governor role description and the Corporation's constitutional documents, including the Instrument and Articles of Government, Standing Orders and Code of Conduct.

2. Accountability

The SIG is accountable to the Corporation Board.

3. Responsibilities

The principal duties of the SIG are:

- To serve as a sounding board for the Chair and Vice Chair of the Corporation
- To act as an intermediary for Governors
- To appraise the Chair's performance, which should be informed by consultation with governors and the senior team
- When the Corporation is undergoing a period of stress, to work with the Chair, Director of Governance, governors and the senior team to resolve any major issues.
- To be available to governors, the senior team and Director of Governance to address any concerns or issues that they feel have not been dealt with adequately through the usual channels of communication.
- To be available to Governors, the senior team and Director of Governance as a source of advice and guidance in circumstances when it would not be appropriate to involve the Chair.
- To be a member of the Governance, Nominations and Remuneration Committee
- To attend training and induction as required to carry out the role of SIG

The SIG should not exercise any of the functions of the Corporation except where this is explicitly sanctioned, or outlined in the Scheme of Delegation. The SIC may act as an investigator, mediator and independent communications channel between parties, but must not normally advocate courses of action without the approval of the Corporation. Where this is not possible, the SIG in conjunction with the Director of Governance, may seek advice from specialist third-party advisers.

4. Skills, Abilities and Personal Qualities

The general qualities required of the SIG are:

- a strong personal commitment to Further Education and the values, and aims of the college
- a willingness to devote the necessary time and effort to their duties as SIG
- an understanding of, and commitment to maintaining, good governance
- experience of conducting appraisals
- the ability to exercise independent judgement
- honesty, integrity and the ability to maintain confidentiality
- listening, advocacy influencing and skills
- an understanding, of the importance of and a commitment to equality and diversity

5. Term of Office

The term of office shall be for a period of two years. The SIG may be re-appointed for further terms of office, as long as they remain a Governor of the Corporation Board. (It should be noted,

that Governors would usually serve two, four-year terms of office. Additional terms of office, may be served under exceptional circumstances, following the scrutiny and approval of the Corporation).

Procedure for Considering Complaints against the Corporation or Individual Members

1. Scope

This procedure applies to complaints against the Brooklands College Corporation alleging either

- that it has failed to discharge a statutory duty set out in Article 3(1) and Article 9 or 10 of the Articles of Government of Brooklands College Corporation (or has failed to discharge such responsibilities in a satisfactory manner),

or

- that it has failed to observe the requirements of the relevant sections of the Further and Higher Education Act 1992 (as amended by the Learning and Skills Act 2000), or any other instruction from the Chief Executive of the Skills Funding Agency or the Department for Education.

This procedure also applies to complaints against an individual Member relating to their eligibility, to any breach of the Governor Code of Conduct, any College Policy, or to misconduct which, if committed by an employee of the College, would warrant disciplinary investigation.

2. Limitation of Time and Interest

Complaints will not be considered unless they are made within six months of the alleged misconduct becoming known to the complainant, or becoming knowledge in the public domain.

3. Malicious Complaints

Complainants need not have any contractual relationship with the College, but complaints judged to be made with malice towards the College, the Corporation or an individual Member shall not be covered by privilege and the Corporation reserves the right to take legal action against malicious complainants.

4. Procedure for Filing a Complaint

Complaints may be made either on the College Complaints Form, or in writing to the Director of Governance, Brooklands Technical College, Heath Road, Weybridge, KT13 8TT.

At this stage, only brief details of the complaint, and the person(s) causing the complaint, need be given, together with a contact address or telephone number.

4. Initial Investigation and Report

The Director of Governance will ask the Chair to nominate a person to investigate the complaint; this may be the Principal and Chief Executive, a Member of the Corporation or the Director of Governance, or other professional legal or audit adviser to the College where specialist knowledge is required.

The investigator will report back to the Chair as soon as practicable

- (a) that there is a prima facie case warranting formal investigation, and formally detailing the complaint and requesting that the procedure for formal investigation be put in motion (see following paragraph)
- or (b)** that there is evidence of malicious intent on behalf of the complainant (in which case the Corporation shall be asked to consider whether to pursue legal action)
- or (c)** that the matter should not be pursued on grounds of triviality or insufficient evidence (in which case the Chair shall write to the complainant explaining this).

5. Formal Investigation

If warranted by the investigator's report, the Chair shall order a formal investigation.

- (a) If the complaint is against the Corporation, then the formal investigation shall be presided over and conducted by one or more of the independent Members of the Corporation, assisted as necessary by any of the professional advisers to the Corporation. The complainant will be given the opportunity to make a formal presentation of their case, and to submit documentary evidence or call witness evidence. The Corporation as respondent (represented by the Chair, or another Member nominated by them, or by a College professional adviser), will make a statement of explanation, justification or rebuttal; may present documentary evidence, or call witness evidence.

The investigating body may ask questions of any party; and may ask for additional documentary evidence, or call for other witnesses.

The investigating body will deliver their opinion to the Chair, who shall call a Special Meeting of the Corporation to consider it. The opinion shall be **either** that the complaint is wholly or in part upheld, and suggesting action in redress; **or** that the complaint is not upheld out at all in any part, **or** insufficiently; in this latter case, the investigating body may suggest conciliatory action in redress. The Corporation shall determine what action to take; the Director of Governance shall inform the complainant of the investigating body's opinion (in full) and of the decision of the Corporation and of the appeal procedure to the Chief Executive of Skills Funding.

- (b) If the complaint is against an individual Member, or group of Members, then the procedure set out above shall be followed except that the hearing shall be presided over by the Chair sitting with two other independent Members (or by another independent governor if the complaint is against the Chair). In the event of misconduct being evidenced, the Corporation shall normally be asked to terminate the office of the Member(s).

POLICY ON THE INDEPENDENCE OF THE DIRECTOR OF GOVERNANCE

The means through which the Corporation ensures that the Director of Governance is independent of the management of the College, has sufficient expertise and support to undertake the role and can provide the Corporation with independent advice, including independent legal advice, are as follows:

- The Corporation has approved a clear job description for the Director of Governance in which independence is identified.
- The job description specifies that the Director of Governance is directly responsible to the Corporation.
- The Chair undertakes the Director of Governance's appraisal and, when the appraisal has taken place, this is reported to the Governance, Search and Remuneration Committee and Corporation.
- The Corporation requires and receives from the Director of Governance advice and guidance directly to itself and its Committees on all aspects of governance and related issues.
- The Director of Governance has direct and regular access to the Chair and Vice-Chair of the Corporation, Chairs of Committees and individual governors.
- The Director of Governance is authorised to take direct legal and professional advice for and on behalf of the Corporation.
- The Director of Governance is authorised to seek confidential advice from the College's internal auditors subject to the reporting of this to the Chair, the Vice Chair, the CEO, the Chair of the Audit Committee and the Chair of the Finance and General Purposes Committee at the earliest opportunity.

The Corporation requires the Director of Governance to undertake training and development opportunities such that it may satisfy itself by way of an annual review that the training and development needs of the Director of Governance are being met.



**BROOKLANDS COLLEGE CORPORATION
GOVERNANCE POLICIES**

PART TWO: SCHEME OF DELEGATION

(Approved March 2024)

SCHEME OF DELEGATION BY THE CORPORATION

1. The Role of the Corporation

- 1.1 The core statutory responsibilities of the Corporation are set out under Article 3.1 of the Instrument and Articles of Government. These are:
- 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 3(1)(a)
 - 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
 - g) setting a framework for the pay and conditions of service of all other staff
- 1.2 Further, under the provisions of the ESFA's **Conditions of Funding set out in the Schedule 7 of the Accountability Agreement 2023-24**, the Corporation is responsible for:
- (a) ensuring that funds from the Chief Executive of Education & Skills Funding are used only in accordance with the powers set out in the FE and HE Act 1992, other statutory responsibilities and obligations.
 - (b) appointing an accounting officer, usually the Principal, and ensuring separation between the accounting officer's executive and non-executive roles;
 - (c) ensuring that the college is run in accordance with its status as an exempt charity.

2. Distinctions between Governance and Management

- 2.1. The relationship between the Corporation and the Principal and Chief Executive is fundamental to the successful management of the affairs of the College, at the heart of which is the distinction between governance and management.
- 2.2. Governors need to be mindful of the distinction between their concern for strategy and policy, and the responsibilities of the managers for operational control.
- 2.2 The function of the Corporation should be to encourage the Principal and CE with the task of running the College within a clear framework of accountability that comes from the policies and strategic objectives that the Corporation itself has approved.
- 2.3 Therefore, the overall aim of the Corporation should be to debate, challenge and agree policies and strategies and ensure that it is able to monitor progress in implementing them. This requires having objective and effective means of knowing whether the College is being properly managed to fulfil its mission, and that it is in good financial health.
- 2.4 It follows that it is both necessary and good governance for a Corporation to delegate matters to its Committees and to the Principal and Chief Executive (in accordance with the provisions of the Articles of Government), in a way that reflects the complexity of the College and the experience of the management team.

3. Delegation of Responsibilities by the Corporation

- 3.1. The Corporation may, within the provisions of the Instrument and Articles, resolve to delegate many of its functions, including its decision-making powers, to:
- its committees,
 - the Principal and Chief Executive
 - A 'task and finish' group set up for a specific purpose
 - The Chair under specific circumstances
 - Another governor, such as a committee chair, under exceptional circumstances
- 3.2. The arrangements for delegation are set out below, together with the reference to statutory and regulatory guidance as appropriate.

4. Reserved Matters to the Board of the Corporation

- 4.1. In accordance with its powers under the **Articles of Government**, the Corporation **reserves to itself** all those powers which cannot be delegated, as set out in Articles 9 and 10:
- (a) the determination and periodic review of the educational character and mission of the institution and for the oversight of its activities,
 - (b) the approval of the annual estimates of income and expenditure,
 - (c) the responsibility for the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets,
 - (d) the appointment or (subject to Article 17) the dismissal of the Principal and Chief Executive or holder of a senior post,
 - (e) the appointment or dismissal of the Clerk to the Corporation, and
 - (f) the modification or revocation of these Articles,
- 4.2. The Corporation also reserves to itself the following additional responsibilities set out in Article 3 (1):
- (a) approving the quality strategy of the Corporation,
 - (b) setting a framework for the pay and conditions of service of all other staff.
- 4.2. In addition, the Corporation reserves to itself the responsibility for:
- (a) ensuring Child Protection and Safeguarding Issues are reflected in a College Policy, and that practice is compliant with the most recent legislation and guidance
 - (b) ensuring that the College has an Equality and Diversity Policy and Equality Objectives in respect of all protected characteristics as defined by the Equalities Act 2010.
 - (c) Ensuring that the College curriculum meets local and regional skills needs,

5. Delegation to Committees

- 5.1. The Corporation has established a number of committees, to which it has delegated its powers and assigned responsibilities. Committees are, by default, advisory, but may be given specific delegated authority through Corporation resolution. The extent of

any delegated powers is set out in committee Terms of Reference and is summarised below:

- **Finance and Resources Committee:** the oversight, monitoring and scrutiny of finance, capital and estates, health and safety and employment matters, for reviewing associated policy and advising the Corporation accordingly.
- **Teaching and Learning Committee:** oversight, monitoring and scrutiny of the college's educational performance in all areas of provision; progress against quality KPIs and improvement plans; personal development of students, marketing and student recruitment, governor engagement activities, review of policies within its remit and advising the Corporation accordingly;
- **Learner Voice Committee:** providing a governor-led consultative forum for students on key aspects of college strategy, policy and plans, to ensure that the learner voice is reflected in Corporation decision-making.
- **Audit and Risk Committee:** oversight, monitoring and scrutiny of the audit and risk management arrangements at the college, the effectiveness of internal controls and systems, and arrangements for the prevention and investigation of fraud, irregularity and corruption, and advising the Corporation accordingly;
- **Governance, Nominations and Remuneration Committee:**
 - i. Oversight, monitoring and scrutiny of the current and future membership of the Corporation, governor recruitment, induction and development, governance effectiveness and the review of the Corporation's governance policies, and advising the Corporation accordingly;
 - ii. Consideration of the pay and conditions of service of designated Senior Postholders and other members of the Senior Leadership Team as appropriate, and the review of their performance against agreed targets, and advising the Corporation accordingly.

6. Chair of the Corporation and individual governors

- 6.1 The Chair is responsible for ensuring, on behalf of the members, that the business of the Corporation is appropriately organised by the Director of Governance and for acting, with the Director of Governance, as the communication link between the Members and the Principal and Chief Executive. The role description for the Chair sets out the responsibilities in detail.
- 6.2 In very exceptional circumstances, it will be necessary for the Chair, or the Vice-Chair in their absence, to act on behalf of the Corporation between meetings. The guidelines for when Chair's Urgent Action might be appropriate are set out in the Standing Orders.
- 6.3. In the case of suspected or alleged misconduct by a senior postholder which the Chair of the Corporation, or in his or her absence the Vice-Chair, or a majority of the Members of the Corporation, consider may lead to the dismissal of the senior postholder, the Chair will be responsible for determining the membership of a Special Committee of the Corporation to examine the case for dismissal and make recommendations to the Corporation.
- 6.4 In very exceptional circumstances, the Corporation may resolve to delegate authority to other governors to act on its behalf. This will usually be when such governors have specific knowledge or skills that would benefit the College and must be to a group of no fewer than two governors which must include the Principal and Chief Executive.

Care must be taken to ensure that any such delegation does not imply an executive role, has a clearly stated terms of reference and start and end date.

7. Principal and Chief Executive

7.1. The statutory powers and duties of the Principal and Chief Executive are set out in **Article 3(2)**:

- (a) making proposals to the Corporation about the educational character and mission of the institution, and implementing the decisions of the Corporation,
- (b) the organisation, direction and management of the institution and leadership of the staff,
- (c) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff,
- (d) the determination of the institution's academic, and other activities,
- (e) preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and the management of budget and resources, within the estimates approved by the Corporation, and
- (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

7.2. The Corporation **delegates** further powers and **assigns responsibilities** to the Principal and Chief Executive as follows:

- (a) Informing the Corporation, its Committees or the Chair, as appropriate, of all significant matters, achievements, activities and events related to the work of the College.
- (b) Determining the detailed employment policies of the College, within the framework set by the Finance and Resources Committee
- (c) Making any rules relating to the conduct of staff (except senior postholders), including discipline, grievance, dismissal and suspension procedures.
- (d) Making any rules relating to the conduct of students, including suspension, expulsion, discipline, academic appeals and complaints procedures.
- (e) Making any rules and bye-laws for the effective management and conduct of the College.
- (f) Determining all matters relating to the establishment, constitution and conduct of any student body or other social or representative organisation for students.
- (g) Determining the College's responses and communications to other organisations (including the Education & Skills Funding Agency and the Office for Students) in accordance with Corporation policy.

7.3 In line with Article 11, the Principal may delegate functions to the holder of any other senior post with the exception of the management of budget and resources and any functions delegated to the Principal by the Corporation

8. Statements made on behalf of the Corporation or the College

- 8.1 In line with the Code of Conduct for Members of the Corporation, unless otherwise agreed by the Corporation to meet the needs of specific circumstances, statements on behalf of the Corporation must only be made by the Chair or the Principal and Chief Executive.
- 8.2 It is recognised that the majority of items which require public statement concern the management and day-to-day operation of the College and thus will be dealt with by the Principal and Chief Executive.
- 8.3 Members should therefore exercise care in responding to enquiries and correspondence and seek advice from the Director of Governance, the Chair of the Corporation or the Principal and Chief Executive in such circumstances.

9. The Corporation Seal

- 9.1 The Corporation Seal is affixed to certain documents to express the Corporation's intention to bind the College. The delegated authorities relating to the execution of a contract or deed by Seal are as set out within the Corporation's Financial Regulations.

10. Review

- 10.1 The Corporation agrees to review the operation and appropriateness of the delegation of its powers and responsibilities every two years.



**BROOKLANDS COLLEGE CORPORATION
GOVERNANCE POLICIES**

**PART THREE: GOVERNOR CODE OF CONDUCT
(Eversheds model)**

**Code of Conduct for Corporation
Members of Brooklands College**
Further Education Colleges – 18th
Edition

2023

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Code of conduct for corporation members

1. INTRODUCTION

This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Corporation Members, to enable them to understand their legal and ethical duties, and to assist them both in carrying out those duties, and in managing their relationship with the Corporation and the Principal as the Chief Executive. This Code is therefore aimed at promoting effective, well-informed and accountable college governance. It is not intended to be a definitive or authoritative statement of the law or good practice.

In addition to this Code, Corporation Members are recommended to familiarise themselves with the source documents listed in **Appendix 1**.

If a Corporation Member is in doubt about the provisions of this Code or any of the source documents, the Governance Professional¹ should be consulted and, if necessary, professional advice should be obtained. Ultimate responsibility for the appropriateness of conduct as a Corporation Member of the College and for any act or omission in that capacity, however, rests with the individual Corporation Member.

This Code applies to every committee or working party of the Corporation and to every subsidiary company or joint venture of the College to which Corporation Members may be appointed.

By accepting appointment to the Corporation, each Corporation Member agrees to abide by the provisions of this Code.

Each Corporation Member by accepting the provisions of this Code agrees that any breach of the Code by them may lead to the termination of their appointment in accordance with clause [10] of the Corporation's Instrument of Government.

2. INTERPRETATION

In this Code the following expressions shall have the following meanings:

- **"Accountability Agreement"** means the accountability framework document used by the DfE to set out National skills priorities as well as the essential terms and conditions that providers are required to meet in return for funds;
- **"Accountability Statement"** means the annual statement of curriculum target areas required to be signed off by the Corporation as a condition of receiving funding²;
- **"College"** means Brooklands Technical College;
- **"College Mission Statement"** means the mission statement as may be agreed by the Corporation from time to time;
- **"College Core Values"** means those Core Values as may be agreed by the Corporation from time to time
- **"Corporation"** means the college corporation which was established and designated by the Secretary of State for the purpose of conducting the College;
- **"Corporation Member", "Chair", "Principal" and "Governance Professional"** mean respectively the Member of the Corporation of the College, the Chair of the Corporation, the Principal/Chief Executive of the College and the Governance Professional of the Corporation;
- **"DfE"** means the Department for Education;
- **"ESFA"** means the Education and Skills Funding Agency or any successor body;
- **"Secretary of State"** means the Secretary of State for Education;
- **"Standing Orders"** mean and standing orders created by the Corporation from time to time.

¹ Substitute "Clerk" or "Director of Governance" as required.

² [Accountability agreements for 2023 to 2024 \(publishing.service.gov.uk\)](https://publishing.service.gov.uk)

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All other definitions have the same meanings as given in the College's Instrument and Articles of Government. Words importing one gender should be taken to import any gender.

3. AIMS AND VALUES

The core vision and values of Brooklands Technical College are set out below:

Our Vision:

To be an inclusive centre for lifelong learning and to equip our learners with the professional behaviours, skills and values that they will need for their careers.

Our Values:

We Champion

We Champion growth and success, appreciating the ideas, values and beliefs of everyone.

We Inspire

We Inspire, motivate and raise aspirations through sharing good practice, taking risks, innovating and embracing change.

We Care

We Care we are compassionate, we foster a safe and supportive environment which enables everyone to grow and flourish.

We Collaborate

We Collaborate and build high quality, positive relationships to deliver high quality education and skills.

The College Mission Statement, together with the corporate objectives of the College agreed by the Corporation from time to time and including those set out in its Accountability Statement, seek to encapsulate the core purposes, and aims of the College. Corporation Members, should have due regard to these purposes and aims [and to the Core Values] when conducting the business of the Corporation and considering the activities and proposed activities of the College.

The Corporation recognises its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, other educational institutions, and the wider community. In particular, the Corporation is committed to:

- having close regard to the voice of the learner;

- combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010 ("the 2010 Act") and promoting equality in accordance with its duty under the 2010 Act;
- [upholding the principles set out in the College's Student Charter, copies of which are available from the Governance Professional;]
- engaging with the community which the College serves in order to understand and meet its needs [in accordance with the College's community/local engagement policy]; and
- observing its duty to take reasonable steps to ensure freedom of speech³ for members of the College community and visiting speakers and its duty under the Counter Terrorism and Security Act 2015 to have regard to the need, when exercising its functions, to prevent people from being drawn into terrorism⁴.

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

4. DUTIES

Corporation Members are in the position of charity trustees and as such owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests. Each Corporation Member should act honestly, diligently and (subject to the provisions appearing in clause 10 of this Code relating to collective responsibility) independently. The actions of Corporation Members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

Decisions taken by Corporation Members at meetings of the Corporation and its committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds. Accordingly, Corporation Members must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including the bodies that elected them).

Corporation Members must observe the provisions of the College's Instrument and Articles of Government and in particular the duty to give immediate notice to the Governance Professional should they become disqualified from continuing to

³ On freedom of speech see the College's Code of Practice on freedom of speech.

⁴ On the Prevent duty see the Home Office guidance on compliance with the duty in s.26 of the 2015 act: <https://www.gov.uk/government/publications/prevent-duty-guidance>

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hold office and also the responsibilities given to the Corporation by the College's Articles of Government. Those responsibilities, including a list of "reserved" responsibilities which are so important that they must not be delegated, are set out in **Appendix 4**.

Corporation Members should comply with the Standing Orders and terms of reference of the Corporation and its committees to ensure that the Corporation conducts itself in an orderly, fair, open, and transparent manner. Corporation Members must keep those Standing Orders and terms of reference under periodic review.

Corporation Members should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. The responsibilities given to the Principal by the College's Articles of Government are set out in **Appendix 4**. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior post holders, it is the Principal's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Corporation Members should work together so that the Corporation and the Principal as Chief Executive perform their respective roles effectively.

Corporation Members should refer to the Governance Professional for advice relating to the governance functions which are set out in **Appendix 4** and have regard to the Governance Professional's independent advisory role.

5. STATUTORY ACCOUNTABILITY

Corporation Members are collectively responsible for observing the duties set out in the Accountability Agreement which the College has entered into with the ESFA as a condition of receiving public funds. A brief summary of the ESFA's funding framework is set out in **Appendix 5**.

From November 2022 colleges were reclassified into the central government sector. This decision had immediate effect. Following the reclassification, colleges (and their subsidiaries) are now part of central government. They continue to be self-governing charities regulated by the Secretary of State but are now subject to the framework for financial management set out in Managing Public Money (MPM)⁵. MPM and its associated guidance sets out requirements for everyone working in central government to manage and deploy public resources responsibly in the public interest.

Although the ESFA is the main provider of funds to the College, Corporation Members should note that they are also responsible for the proper use of

income derived from other sources, such as the Office for Students (OfS), and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit. Where funding is received directly from OfS the College will have a funding agreement with OfS, as set out in the OfS's terms and conditions of funding, which confirms the basis on which such funding is provided. Where OfS funding is received indirectly via a collaboration with an OfS funded institution such funding will be subject to obligations contained in the memorandum of co-operation between the College and that institution.

As accounting officer for the ESFA, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the ESFA puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Public Accounts Committee ("PAC"), for the effective stewardship by the College of public funds. The Principal may be required to appear before the PAC, alongside the ESFA's Chief Executive, to give an account of the use made by the College of such funds. The Corporation is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

6. PUBLIC SERVICE VALUES

Public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in **Appendix 2**, and the recognition that students and other users of the College's services come first, are a requirement of being a member and should underpin all decisions taken by the Board.

7. SKILL, CARE AND DILIGENCE

A Corporation Member should in all their work for the College exercise such skill as they possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Corporation Members act as agents of the College, e.g. when functions are delegated to a committee of the Corporation or to the Chair. Corporation Members should be careful to act within the terms of reference of any committees on which they serve.

8. POWERS

Corporation Members are responsible for taking decisions which are within the powers given to the

⁵ [Managing public money - GOV.UK \(www.gov.uk\)](http://www.gov.uk)

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Corporation by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992, as amended. A summary of those powers is set out in **Appendix 6**. If a Corporation Member thinks that the Corporation is likely to exceed its powers by taking a particular decision, they should immediately refer the matter to the Governance Professional for advice.

9. CONFLICTS OF INTEREST

Like other persons who owe a fiduciary duty, Corporation Members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

Corporation Members are reminded that under the College's Instrument of Government [and its policy on Conflicts of Interest], and the general law, they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a type specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Corporation.

If an interest of any kind (including an interest of a spouse, partner, or business associate of a Corporation Member or of a close relative of the Corporation Member or their spouse, partner, or business associate) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Corporation Member's independent judgement, then:

- the interest, financial or otherwise, should be reported to the Governance Professional;
- the nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered.

If the Corporation Member concerned is present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, they should:

- not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
- withdraw from that Corporation or committee meeting where required to do so by a majority of

the Members of the Corporation or committee present at the meeting.

Where it is proposed that the Corporation should grant a member a financial interest (such as a contract for the supply of goods or services) the Corporation must observe the requirements of the Charities Act 2011. The Corporation may wish to take legal advice before granting such an interest to a member.

Corporation Members must not receive gifts, hospitality, or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College's anti-bribery policy [and the College's policy on receiving gifts] or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to, and recorded by, the Governance Professional.

The Governance Professional will maintain a Register of Corporation Members' Interests which will be open for public inspection. Corporation Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they or persons associated with them may have, and the Governance Professional will enter such interests on the Register. Corporation Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Corporation Members should inform the Governance Professional whenever their circumstances change, and interests are acquired or lost.

For the purposes of this **clause 9** "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child.

If a Corporation Member is in any doubt about whether an interest should be disclosed, they should seek advice from the Governance Professional.

10. COLLECTIVE RESPONSIBILITY

The Corporation operates by Corporation Members taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone, via a virtual platform and by alternative methods such as written resolutions, in all cases only if so provided for in the Instrument and Articles. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Corporation Members collectively and each individual Corporation Member has a duty to stand by it, whether or not they were present at the meeting of the Corporation when the decision was taken.

If a Corporation Member disagrees with a decision taken by the Corporation, their first duty is to have any disagreement discussed and minuted. If the

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Corporation Member strongly disagrees, they should consult the Chair and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Corporation Member should refer to the power of the Chair or of any [five] Corporation Members under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Governance Professional to circulate the Corporation Member's views in advance to the other Corporation Members. Alternatively, as a final resort, the Corporation Member may decide to offer their resignation from office, after consulting the Chair.

11. OPENNESS AND CONFIDENTIALITY

Because of the Corporation's public accountability and the importance of conducting its business openly and transparently, Corporation Members should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection when they have been approved for publication by the Chair.

There will be occasions when the record of discussions and decisions will not be made available for public inspection, e.g. when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Governance Professional and will be circulated in confidence to Corporation Members save for those Members who have a conflicting interest in the particular sensitive matter. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Corporation should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection. The Corporation Members must also consider the personal data that is contained within the excluded items in accordance with the Corporation's obligations under the UK GDPR and the Data Protection Act 2018 ("Data Protection Laws") and whether or not disclosure of that personal data would be in breach of the Data Protection Laws or the rights and freedoms of the individual(s) in question. When considering such issues the Corporation Members must also consider the College's publication scheme issued under the Freedom of Information Act 2000 and Environmental Information Regulations 2004. Nothing in this section overrides the College's obligation to disclose in response to a

request received under these information law regimes (unless an appropriate exemption applies in each case). [Refer to any College policy on Access to Information, if appropriate].

Staff and student Corporation Members have, however, no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.

It is important that the Corporation and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Corporation Members with a shared corporate responsibility for decisions. Corporation Members should keep confidential any matter which, by reason of its nature, the Chair, or members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.

Corporation Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its committees without first having obtained the approval of the Chair or, in their absence, the Vice Chair. It is unethical for Corporation Members publicly to criticise, canvass or reveal the views of other Corporation Members which have been expressed at meetings of the Corporation or its committees.

12. COMPLAINTS

In order to ensure that the affairs of the College are conducted in an open and transparent manner and that the College is accountable for its use of public funds but also to its employees, its students, and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised. Corporation Members are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised by students, former students and third parties and of the legal requirement to have a whistleblowing procedure in place.

Students, employers and other third parties have a right to make a complaint to the ESFA in respect of the College or of any of its decisions[, and this right is referred to in the College's relevant complaints and disciplinary procedures. Copies of these procedures can be obtained from the Governance

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Professional⁶]. Corporation Members in particular are reminded that under the ESFA's procedure for dealing with complaints about post 16 education and training provision funded by the ESFA (November 2018)⁷ the ESFA can investigate complaints about:

- quality, management or experience of education and training;
- undue delay or non-compliance with published complaints procedures;
- poor administration;
- the quality of assessments;
- equality and diversity issues (except where there is a more appropriate mechanism for dealing with the matter through the courts or tribunals or other organisations);
- advanced learner loans;
- apprenticeship providers from employers; and
- from employers, parents or other third parties on behalf of apprentice(s).

The ESFA will not investigate complaints about:

- issues that are more than 12 months old (except for exceptional cases related to advanced learner loans);
- examination results, grades, marks, assessment outcomes or curriculum content;
- individual employment issues;
- governor or other voluntary employment issues;
- contractual or commercial disputes or arrangements;
- disputes between an employer and a provider in relation to the apprenticeship levy;
- matters which are the subject of legal action or matters that are better investigated by the police;

- the cancellation or reimbursement of advanced learner loans (which should be referred to the student loan company);
- claims for compensation, a refund of fees or costs incurred when a learner has to transfer to another provider;
- issues classified as serial; or
- allegations of fraud, financial irregularity, whistleblowing and allegations of incentives and inducements (which should be directed to the allegations team); and
- safeguarding concerns⁸.

Complaints made by learners following HE courses in FE colleges are directed to the Office of the Independent Adjudicator for HE.

13. ATTENDANCE AT MEETINGS

A high level of attendance at meetings of the Corporation is expected so that Corporation Members can perform their functions properly⁹.

14. GOVERNANCE DEVELOPMENT

The Corporation shall seek to ensure that all Corporation Members are appointed on merit, in accordance with an open selection procedure carried out by the Corporation's Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community. The Corporation should have regard to the provisions relating to the membership of the Corporation in the College's Instrument of Government, the need to combat discrimination and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the Corporation carries out its functions under the College's Articles of Government.

Corporation Members must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.

In order to promote more effective governance, Corporations Members are required to commission an external review of governance¹⁰ every three

⁶ Delete if not relevant.

⁷ <https://www.gov.uk/government/publications/complaints-about-post-16-education-and-training-provision-funded-by-esfa>

⁸ These will be passed onto the appropriate team within ESFA who will contact the college. ESFA may also contact other organisations, e.g. Ofsted and local authorities

⁹ Refer to the College's Standing Orders if a more stringent or detailed attendance requirement has been set out.

¹⁰ [External governance reviews: guide for FE college corporations and designated institutions - GOV.UK \(www.gov.uk\)](https://www.gov.uk/government/publications/external-governance-reviews-guide-for-fe-college-corporations-and-designated-institutions)

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years and to carry out an annual review of the performance by the Corporation of its duties and responsibilities, [including a review of their own performance] as part of a continuing and critical process of self-evaluation.

Appendix 1:

List of source documents

1. The College's Instrument of Government.
2. The College's Articles of Government.
3. The Standing Orders and terms of reference of the Corporation and its committees.
4. The College's Mission Statement and corporate objectives.
5. The College's Strategic Plan.
6. The College's policies that extend to Corporation members, including the College's policies on equal opportunities and freedom of speech, the anti-bribery policy as required by the Bribery Act 2010, [the College's policy on receiving gifts,] [the College's policy on conflicts of interest,] [the College's policy on safeguarding learners] and the College's policy on preventing people being drawn into terrorism.
7. The principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office. An extract from the report of the Nolan Committee setting out these Principles in more detail is set out at Schedule 2¹¹.
8. The Accountability Agreement (Part 1 accountability framework and Part 2 annual Accountability Statement).
9. The Post 16 Audit Code of Practice issued by the ESFA.
10. Managing Public Money and associated guidance.
11. The AoC Code of Good Governance for English Colleges as amended from time to time.
12. The Charity Governance Code as amended from time to time.
13. The UK Corporate Governance Code as amended from time to time.
14. The Department for Education's Further education corporations and sixth-form college corporations: governance guide as amended from time to time.
15. The Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Good Governance Standard). An extract from the Good Governance Standard setting out the six core principles of good governance is set out at **Schedule 3**.
16. [OfS memorandum of co-operation.]¹²

¹¹ Replace this statement with a reference to any expanded statement of core values based on the Nolan principles that the Corporation may have adopted.

¹² Delete if not relevant.

Appendix 2:

The Seven Principles of Public Life

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

SELFLESSNESS

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

INTEGRITY

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

OBJECTIVITY

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

ACCOUNTABILITY

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

OPENNESS

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

HONESTY

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

LEADERSHIP

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

Appendix 3:

Six Core Principles of Good Governance

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

1. Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users

- Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
- Making sure that users receive a high quality service;
- Making sure that taxpayers receive value for money.

2. Good governance means performing effectively in clearly defined functions and roles

- Being clear about the functions of the governing body;
- Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
- Being clear about relationships between the governors and the public.

3. Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour

- Putting organisational values into practice;
- Individual governors behaving in ways that uphold and exemplify effective governance.

4. Good Governance means taking informed, transparent decisions and managing risk

- Being rigorous and transparent about how decisions are taken;
- Having and using good quality information, advice and support;
- Making sure that an effective risk management systems is in operation.

5. Good governance means developing the capacity and capability of the governing body to be effective

- Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;
- Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;
- Striking a balance, in the membership of the governing body, between continuity and renewal.

6. Good governance means engaging stakeholders and making accountability real

- Understanding formal and informal accountability relationships;
- Taking an active and planned approach to dialogue with accountability to the public;
- Taking an active and planned approach to responsibility to staff;
- Engaging effectively.

Appendix 4:

Summary of main responsibilities under the Articles of Government¹³

Corporation Members¹⁴

- The determination and periodic review [preservation and development¹⁵] of the educational character and mission of the institution and for oversight of its activities.
 - 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.
 - Approving the quality strategy of the institution.
 - The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets.
 - Approving annual estimates of income and expenditure.
 - The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts¹⁶ and the Governance Professional, including, where the Governance Professional is, or is to be appointed as, a member of staff, the Governance Professional's appointment, grading, suspension, dismissal and determination of pay in the capacity as a member of staff.
 - Setting a framework for the pay and conditions of service of all other staff.
 - Setting the policy by which the tuition and other fees payable to the College are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the ESFA).
- Responsibilities which must not be delegated by the Corporation:¹⁷
 - the determination of the educational character and mission of the institution;
 - the approval of the annual estimates of income and expenditure;
 - the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
 - the appointment of the Principal or holder of a senior post;
 - the appointment of the Governance Professional (including, where the Governance Professional is, or is to be, appointed as a member of staff the Governance Professional's appointment in the capacity as member of staff);
 - the modifying or revoking of the Articles of Government;
 - the consideration of the case for dismissal, of the Principal, the Governance Professional or the holder of a senior post unless such function is delegated to a committee of Members of the Corporation;
 - the power to determine an appeal in connection with the dismissal of the Principal, the Governance Professional or the holder of a senior post unless such power is delegated to a committee of Members of the Corporation.

Principal

- Making proposals to the Corporation about the educational character and mission of the

¹³ Note that this summary is for convenience set out as a consolidated list bringing together a number of provisions from different Articles.

¹⁴ The position is as set out in the 2008 Instrument and Articles. Corporations are free to amend these within the parameters set by Schedule 4 Further and Higher Education Act 1992 as inserted by the Education Act 2011. Responsibilities which must be retained by the corporation under Schedule 4 are shown with a double asterisk. The list that follows summarises the effect of Articles 3,9,10 and 19.

¹⁵ Former voluntary controlled colleges only.

¹⁶ "Senior Post" means the post of Principal and such other senior posts if any as the Corporation Members may designate for the purposes of the Articles. Under Schedule 4 FHEA it is open to corporations not to designate any posts as senior ones.

¹⁷ The Corporation may, from time to time, resolve to add other functions which must not be delegated to this list of "reserved" responsibilities.

institution, and for implementing the decisions of the Corporation.

- The determination, of the institution's academic activities and the determination of its other activities.
- Preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation.
- The organisation, direction and management of the institution and leadership of the staff.
- The appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Governance Professional, where the Governance Professional is also a member of the staff.
- Maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds and expelling students for academic reasons.

Governance Professional¹⁸

- The operation of the Corporation's powers.
- Procedural matters.
- The conduct of Corporation business.
- Matters of governance practice.

¹⁸ The position is set out as required by the 2008 Articles. Schedule 4 FHEA 1992 contains no statement of the responsibilities of the Governance Professional. It is, however, suggested that the list in the 2008 Articles remain appropriate. Legal advice should be obtained if any change to the list is being considered.

Appendix 5:

College funding framework

The Skills for Jobs White Paper set out the government's vision to transform further education. This was followed by two funding and accountability consultations which described how the system would be reformed.

Accountability agreements¹⁹ were introduced in 2023 to set out DfE expectations and what colleges will deliver in return for their funding.

Part 1 of the agreement (the accountability framework)²⁰ replaces the existing, annual, grant funding agreement. It will be used to set out National skills priorities as well as the essential terms and conditions that providers need to meet in return for funds. It also retains the required levers to ensure the effective management and assurance of public funds, the protection of learners as well as requiring sound governance.

One of the stated aims of the new document is to remove complexity and duplication where appropriate, e.g. by avoiding extensive references to policies or legislation where these are contained and published elsewhere.

Colleges should expect to receive information about the content and structure of the revised part 1 in line with the regular business cycle.

According to the DfE the accountability agreement forms part of a wider set of reforms underway to transform the skills system, so it better supports young people and adults to develop the skills they need to get a good job and ensuring a clearer focus on the delivery of outcomes.

Schedule 7 of the accountability agreement sets out relevant governance requirements. Corporation members should familiarise themselves with these arrangements.

¹⁹ [Accountability agreements for 2023 to 2024 \(publishing.service.gov.uk\)](https://publishing.service.gov.uk)

²⁰ [College Accountability Agreement 2324 FINAL V1.pdf \(publishing.service.gov.uk\)](https://publishing.service.gov.uk)

Appendix 6:

Summary of the statutory powers of the Corporation

“Principal Powers”

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

- provide further and higher education;
- provide secondary education suitable to the requirements of persons who have attained the age of 14 years, or provide secondary education or participate in the provision of secondary education at a school (subject to the consultation with the appropriate local education authority); and
- supply goods or services in connection with their provision of education.

“Supplementary Powers”

Under section 19 of the 1992 Act the Corporation may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise of any of the principal powers conferred by section 18 of the Act, including in particular the following:

- the power to acquire and dispose of land and other property;
- the power to enter into contracts, including in particular:
 - contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of the Corporation’s principal powers; and
 - contracts with respect to the carrying on by the Corporation of any such activities;
- the power to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation;
- the power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it under sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1 April 1993) and, in

connection with such borrowing, the power to grant any mortgage, charge or other security in respect of any land or other property of the Corporation;

- power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;
- power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes;
- power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes; and
- provide advice or assistance to any other person where it appears to the Corporation to be appropriate for them to do so for the purpose of or in connection with the provision of education by the other person.

The Corporation may also provide facilities of any description (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.

I AGREE TO OBSERVE THIS CODE OF CONDUCT
TO THE BEST OF MY ABILITIES²¹

Name of corporation member	
Signature	
Dated	

²¹ This declaration is optional. Corporations may prefer to rely on paragraph 1.5 of this Code.



**BROOKLANDS COLLEGE CORPORATION
GOVERNANCE POLICIES**

**PART FOUR: COMMITTEE TERMS OF REFERENCE
(Approved March 2024)**

Terms of Reference AUDIT AND RISK Committee

Date of Authority (Reviewed annually):	Last approved by the Corporation: 27 March 2024
Type of Responsibilities:	<p>Advisory to the Governing Body</p> <p>The Committee has the right to investigate any activity within its Terms of Reference. The Committee must not perform any executive function. The Committee may obtain external professional advice to the extent allowed for by the governance budget and subject to the provisions of the Financial Regulations.</p>
Current Chair	Dr Andrew Gilchrist
Membership	<p>Minimum of 5 Members</p> <p>Notes:</p> <ol style="list-style-type: none"> 1. At least 3 full Governors and up to 2 additional externally co-opted Members with relevant experience. 2. The Principal and CEO and other Senior Postholders will not be members of the Committee, but may be in attendance. 3. Other senior staff and the College’s internal and financial statements and regularity (external) auditors will be asked to attend when required. 4. The Committee must not include within its membership the Chair of the Corporation or the Chair of the Finance and Resources Committee 5. The Committee should not include within its membership, any other member of the Finance and Resources Committee, any staff or student member of the Corporation or Governor with significant interests in the College unless explicitly permitted by the Corporation 5. Governors who are not members of the Committee have the right to attend meetings except where the Committee goes into confidential session. 6. The membership of the Committee will be agreed by the Corporation at the first meeting for each academic year. 7. Only members of the Committee have the right to vote whether co-optee or full member. 8. The internal auditor, where appointed, shall be entitled to attend and speak at all meetings of the Committee as shall the financial statements and regularity auditors where business relevant to them is being discussed.
Quorum:	<p>A quorum shall be 2 members, both of whom must be full ‘independent’ Governors of the College.</p> <p>If the Committee membership does not achieve the quorum, the Committee shall abide by the rules set out in the Standing Orders.</p>

<p>Appointment of Chair</p>	<p>Appointment of the Committee Chair is by the Corporation for a period of up to four years</p> <p>Notes:</p> <p>1. If the Chair is absent from any meeting of the Committee the members of the Committee present shall choose one of their number to act as Chair for that meeting.</p> <p>2. Terms of office for the Chair will reflect their Terms of Office as a Governor, unless stipulated otherwise or they resign from the role.</p> <p>3. A vacancy which arises during the period of office of the Committee Chair will be filled by the co-option of an independent member of the Corporation by the Chair of the Governance, Nominations and Remuneration Committee. The Corporation would consider the matter at their next meeting and make a permanent appointment.</p>
<p>Frequency of Meetings:</p>	<p>Meetings will be scheduled a minimum of 3 times per academic year.</p> <p>1 A special meeting of the Committee may be called by the Committee Chair.</p>
<p>Minutes:</p>	<p>The draft minutes of each meeting shall be approved by the Committee chair and presented as such to the Corporation for recommendations and information.</p>

OVERVIEW

The College Conditions of Funding, and ESFA Post 16 Audit Code of Practice (ACOP) require Colleges to establish an Audit Committee to determine or advise on such matters relating to audit as the Corporation may remit to them. Brooklands College Corporation has named this Committee the Audit and Risk Committee. These terms of reference comply with, and include where appropriate, reference to the ACOP and the DfE Guidance on the Scope of the Work of College Audit Committees and Internal Auditors, and HM Treasury’s Managing Public Money obligations as set out in the “Dear Accounting Officer” letter of 29 November 2022, and subsequent ESFA reclassification bitesize guides.

DELEGATED AUTHORITY & RESPONSIBILITIES

1. To be responsible for the provision of independent and authoritative advice to the Corporation on the adequacy and effectiveness of the College’s internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money).
2. To advise the Corporation on the adequacy and effectiveness of the College’s assurance framework; including assessing and providing an opinion on the adequacy and effectiveness of the College’s:
 - Audit arrangements
 - Governance processes

- Risk management and control
 - Processes for securing economy, efficiency and effectiveness (value for money).
3. To advise and support the Corporation in fulfilling its roles and responsibilities, including its responsibility for providing the assurances required in the Statements of Corporate Governance and Internal Control in the annual accounts.
 4. To consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the Audit and Risk Committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance.
 5. To consider and advise the Corporation on the effectiveness of the College's Risk Management processes through the Risk Management policy and termly reviews of the Risk Register.
 6. To make recommendations to the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditor and internal auditor. In accordance with the ACOP, the financial statements and regularity audit service should be put out to tender once every five years.
 7. To advise the Corporation on the scope and objectives of the work of the financial statements and regularity auditor and to review and monitor their independence and objectivity and the effectiveness of the audit process. This review will take into consideration relevant UK professional and regulatory requirements and the College's own KPIs; and, based on this review the outcome will be used to decide whether a competition for price, value for money, and the quality of the audit service is appropriate.
 8. To ensure effective co-ordination between the internal auditor and financial statements and regularity auditor.
 9. To consider and recommend to the Corporation
 - the audit strategy and
 - annual internal audit plans for the internal auditor.
 10. To advise the Corporation any internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements and regularity auditor and management's response to these.
 11. To consider and advise the Corporation on relevant reports by the
 - National Audit Office (NAO),
 - Education and Skills Funding Agency (ESFA),
 - Department for Education and any successor body
 - and where appropriate, management's responses to these.
 12. To monitor, within an agreed timescale, progress on the implementation of agreed recommendations relating to any internal audit assignment reports, any internal audit annual reports, funding audits, the financial statements and regularity auditor's management letters, and reports from any other providers of audit and assurance.

13. To establish, in conjunction with College management, relevant performance measures and indicators, to monitor the effectiveness of the internal auditor.
14. Review of the performance of the Internal auditor, to consider whether a competition for price, value for money, and quality of the audit service is appropriate and report this to the Corporation.
15. To produce a written annual report for the Corporation that outlines the activities of the Audit and Risk Committee as they relate to the year under review. This report will include the Committee's opinion on the adequacy and effectiveness of the College's systems and arrangements for risk management, control and governance processes for securing economy, efficiency and effectiveness. The report will also include any significant matters arising from the work of the internal auditors, funding auditors, and financial statements and regularity auditor.
16. To ensure the College has, in place, robust policies covering Whistleblowing, GDPR, Fraud, and Bribery. The Committee's objective should be to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.
17. To review the business of the meeting to ensure that any emerging risks have been identified for inclusion on the risk register.
18. To review its own effectiveness by carrying out its own self-assessment.
19. To ensure the proper, proportionate and independent investigation, reporting and follow-up of all allegations and instances of suspected or actual fraud, and irregularity.
20. To develop and implement policy on the provision of any additional services by any assurance providers appointed and to explain how independence and objectivity have been safeguarded, taking in to account, relevant ethical guidance.
21. To receive the minutes of any Sub Committee/Working party where a task and finish group has been set up.
22. To consider and recommend, together with the Resources Committee, the Annual Report and Financial Statements and related paperwork to the Governing Body for approval (within appropriate guidelines).
23. To ensure that all of the above are conducted in accordance with the minimum schedule of business stated in the Post 16 Audit Code of Practice.
To oversee any additional matters such as data breaches, GDPR issues and health and safety incidents as agreed by the Corporation
24. To inform the ESFA of the resignation or removal of financial statements and regularity auditors mid-term, before the expiry of their term of office.

FLEXIBILITY

1. External experts may also be co-opted to serve the Committee if so required.

2. The Committee can also appoint subcommittees and working groups to undertake its duties on a task and finish basis, but in all instances the task and finish group will report back to the Committee. The recommendation of any such task and finish group will be made to the Corporation by the Committee.
3. The Internal Auditor or Financial Statements and Regularity Auditor may request a meeting of the Committee if they consider that one is necessary and the Committee will endeavour to comply with such requests. External experts may also be co-opted to serve on the Committee if required.
4. The Committee shall be entitled to go into confidential session and exclude any, or all, participants and observers.

FINANCE AND RESOURCES COMMITTEE

Terms of Reference

<p>Date of Authority (Reviewed annually):</p>	<p><u>Last reviewed by:</u> Governance, Nominations and Remuneration Committee: 21 February 2024 Corporation: 27 March 2024</p>
<p>Type of Responsibilities:</p>	<p>Advisory to the Governing Body with limited delegated authority as set out in the scope below</p>
<p>Current Chair</p>	<p>Fred Gray</p>
<p>Membership:</p>	<p>A minimum of six governors</p> <p>1.The Committee shall include the Principal and CEO. 2. Governors who are not members of the Committee have the right to attend meetings except where the Committee goes into confidential session. 3.The membership of the Committee will be reviewed annually at the first full meeting of the Corporation for the academic year.</p>
<p>Quorum:</p>	<p>A quorum of 3 members, two of whom must be independent governors.</p> <p>If the Committee membership falls below the quorum, the Committee shall abide by the rules set out in the Standing Orders.</p>
<p>Appointment of Chair</p>	<p>Appointment of the Chair is by the Corporation for a period of up to four years.</p> <p>1. If the Chair is absent from any meeting of the Committee the members of the Committee present shall choose one of their number to act as Chair for that meeting. 2. Terms of office for the Chair will reflect their Terms of Office as a Governor, unless stipulated otherwise or they resign from the role. 3. A vacancy which arises during the period of office of the Committee will be filled by the co-option of an independent member of the Corporation by the Chair of the Governance, Nominations and Remuneration Committee. The Corporation will then consider the matter at their next meeting and make a permanent appointment.</p>
<p>Frequency of Meetings:</p>	<p>Meetings will be scheduled a minimum of 3 times per academic year.</p> <p>A special meeting of the Committee may be called by the Committee Chair.</p>

Minutes:	The draft minute of each meetings shall be approved by the Committee chair and presented as such to the Corporation for recommendations and information.
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OVERVIEW

The Committee will contribute to the Corporation's oversight of the achievement of its strategic objectives by providing scrutiny and making recommendations relevant to its remit, specifically: finance, Human Resources, estates, IT infrastructure, health and safety and sustainability.

This Committee will be particularly concerned with the responsibilities of the Corporation under Article 3.i of the Instrument and Articles of Government, which are:

- the effective and efficient use of resources and the solvency of the institution and for safeguarding its assets.
- approving annual estimates of income and expenditure
- setting a framework for the pay and conditions of service of all staff.

SCOPE OF RESPONSIBILITIES AND DELEGATED AUTHORITY

Finance

1. To approve contracts/agreements within the Committee's financial authority as set out in the College Financial Regulations Scheme of Financial Delegation.
2. To make recommendations to the Corporation on contracts/agreements outside the Committee's financial authority as set out in the College Financial Regulations Scheme of Financial Delegation.
3. To approve projects/capital expenditure within the Committee's financial authority as set out in the College Financial Regulations Scheme of Financial Delegation.
4. To make recommendations to the Corporation on projects/capital expenditure outside the Committee's financial authority as set out in the College Financial Regulations Scheme of Financial Delegation.
5. To oversee and monitor the College's revenue and capital budgets, management accounts and financial forecasts.
6. To consider financial budgeting and forecasting assumptions and draft financial plans and to advise the Corporation on these accordingly
7. To approve budget transfers.
8. To review the College's fees policy and to recommend this to the Corporation
9. To review the College's Treasury Management Policy, and to recommend this to the Corporation

10. To establish and review the financial regulations of the College and to recommend these to the Corporation.

Human Resources

11. To review the profile of staff salaries against external benchmarks and to report accordingly to the Corporation.
12. To consider and recommend to the Corporation general pay awards. (Senior Postholders pay and conditions will fall within the scope of the Governance, Nominations and Remuneration Committee).
13. To receive termly reports on people performance
14. To receive a report, at least annually on Equity, Diversity and Inclusion as applied to the College staff, including all legal requirements, e.g gender pay gap reporting.

Estates, facilities and infrastructure

15. To oversee and monitor the College's estates strategy, within the terms approved by the Corporation
16. To oversee and monitor the College's Health and Safety Policy and practice.
17. To oversee and monitor the College's IT strategy, including cyber security
18. To oversee the achievement of the College's Sustainability Strategy and targets

General

19. The Committee shall have the authority to obtain external professional advice to be limited to expenditure level contained in the College's limit of authority.
20. To consider and approve/ recommend to the Corporation for approval any other policies and procedures as set out in the Financial Regulations and Corporation Scheme of Delegation
21. To receive reports and minutes from any sub committee or working group established as a task and finish group.
22. To review the business of the meeting to ensure that any emerging risks have been identified for inclusion on the risk register.

FLEXIBILITY

1. External experts may also be co-opted to serve the Committee if so required.
2. The Committee can also appoint subcommittees and working groups to undertake its duties on a task and finish basis, but in all instances the task and finish group will

report back to the Committee. The final decision on any recommendation of the task and finish group will be made to the Corporation by the Committee.

3. Other meetings may take place as and when necessary. Between meetings the Chair of the Committee will be a liaison link with the relevant Senior Staff on matters that arise which may affect the performance of the College
4. The Committee shall be entitled to go into confidential session and exclude any, or all, participants and observers.

TEACHING AND LEARNING COMMITTEE
Terms of Reference

<p>Date of Authority (Reviewed annually):</p>	<p><u>Last reviewed by:</u> Governance, Nominations and Rem Committee: 21 Feb 24 Corporation approval: 27 March 2024</p>
<p>Type of Responsibilities:</p>	<p>Advisory to the Corporation with limited delegated authority as set out in the scope below</p>
<p>Current Chair</p>	<p>Jackie Pearson</p>
<p>Membership:</p>	<p>Up to 8 Members of the Corporation</p> <ol style="list-style-type: none"> 1. The Committee shall include the Principal and CEO. 2. Membership shall include at least one Student Governor and One Staff Governor. 3. Governors who are not members of the Committee have the right to attend meetings except where the Committee goes into confidential session. 4. The membership of the Committee will be reviewed annually at the first full meeting of the Corporation for the academic year.
<p>Quorum:</p>	<p>The quorum shall be 3 members, of which 2 shall be independent governors.</p> <p>If the Committee membership falls below the quorum, the Committee shall abide by the rules set out in the Standing Orders.</p>
<p>Appointment of Chair</p>	<p>Appointment of the Chair is by the Corporation for a period of up to four years.</p> <ol style="list-style-type: none"> 1. If the Chair is absent from any meeting of the Committee the members of the Committee present shall choose one of their number to act as Chair for that meeting. 2. Terms of office for the Committee Chair will reflect their Terms of Office as a Governor, unless stipulated otherwise or they resign from the role 3. A vacancy which arises during the period of office of the Committee will be filled by the co-option of an independent member of the Corporation by the Chair of the Governance, Nominations and Remuneration Committee. The Corporation will consider the matter at their next meeting and make a permanent appointment.
<p>Frequency of Meetings:</p>	<p>Meetings will be scheduled a minimum of 3 times per academic year.</p> <p>A special meeting of the Committee may be called by the Committee Chair.</p>

Minutes:	The draft minutes of each meeting shall be approved by the Committee chair and presented as such to the Corporation for recommendations and information.
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OVERVIEW

The Committee will contribute to the Corporation’s oversight of the achievement of its strategic objectives by providing scrutiny and making recommendations relevant to its activities, specifically: quality of education and the student experience across all provision; safeguarding, equality, diversity and inclusion, meeting local skills needs and employer responsiveness, , quality assurance strategies and marketing and student recruitment plans.

This Committee will be particularly concerned with those responsibilities of the Corporation under the Article (3.i). which are

- a) the determination of the educational character and mission of the institution and the **oversight of its activities.**
- b) Approval of a quality strategy

SCOPE OF RESPONSIBILITIES AND DELEGATED AUTHORITY

1. To oversee and monitor the quality of the learning experience across all provision, including study programme, apprenticeships, T Levels, SEND and High Needs, ESOL, alternative provision, adult learners and higher education.
2. To monitor student attitudes and behaviour To receive reports on the personal development of students, including student voice and other engagement activities, careers development, student wellbeing, student survey outcomes and destinations.
3. To monitor the impact of Equality and Diversity strategies on learner outcomes and to review and report to the Corporation on the progress of actions to widen participation, to promote equality and diversity and to create an inclusive learning environment
4. t.
5. To approve and keep under review the College Improvement Plan ensuring that continuous improvement is made.
6. To review and monitor relevant KPIs and headline targets set to deliver excellence for retention, achievement, success rates using where appropriate benchmarks, trend data, student and employer feedback and other comparators, prior to their approval by the Corporation.
7. To review the College’s draft self-assessment report prior to its approval by the Corporation
8. To receive reports on student progress including applications, enrolments, attendance, value added, destinations and other key indicators.
9. To approve the College Complaints Policy on behalf of the Corporation and to receive an annual complaints report.
10. To approve or recommend to Corporation policies and strategies relating to the quality of education and the student experience,, Higher Education, 14-16, Information Advice and Guidance To receive reports regarding the Marketing and Communications Strategy so as to improve the reputation and identity of the College and increase student recruitment.
11. To monitor national and local developments in order to ensure the College offer is on line with priorities.
12. To review preparations for College inspections and reviews and monitor progress on post-inspection action plans
13. To monitor the College FE Commissioner Action Plan until superseded.

14. To receive the minutes of any Sub Committee or Working Group set up as a task and finish group.
15. To monitor the strategic plan in accordance with the work delegated to this Committee by the Corporation.
16. To review the business of the meeting to ensure that any emerging risks have been identified for inclusion on the risk register.

FLEXIBILITY

1. External experts may also be co-opted to serve the Committee if so required.
2. The Committee can also appoint subcommittees and working groups to undertake its duties on a task and finish basis, but in all instances the task and finish group will report back to the Committee. The final decision on any recommendation of the task and finish group will be made to the Corporation by the Committee.
3. Other meetings may take place as and when necessary. Between meetings the Chair of the Committee will be a liaison link with the relevant Senior staff within the College on matters that arise which may affect the educational performance and/or curriculum development of the College
4. The Committee shall be entitled to go into confidential session and exclude any, or all, participants and observers.

GOVERNANCE, NOMINATIONS AND REMUNERATION COMMITTEE

TERMS OF REFERENCE

Date of Authority (Reviewed annually):	<u>Last reviewed by</u> Governance, Nominations and Rem Committee: 21 Feb 2024 Corporation approval: 27 March 2024
Type of Responsibilities:	Advisory to the Corporation with not delegated powers. The Corporation shall make any decisions regarding the appointment of governors, or the remuneration of senior postholders without considering the advice of this committee.
Membership:	Up to 6 members of the Corporation <ol style="list-style-type: none"> 1. The Principal and CEO shall be a member for Governance and Nominations items only 2. The Membership shall include the Chair and Vice Chair of the Corporation and the Senior Independent Governor 3. Staff and student governors are not eligible to be members of the Committee
Quorum:	The quorum for governance and nominations items shall be 3, of whom two must be independent governors The quorum for remuneration items shall be two independent governors, not including the Chair of Corporation. If the Committee membership falls below the quorum, the Committee shall abide by the rules set out in the Standing Orders.
Appointment of Chair	The Chair shall normally be the Vice Chair of the Corporation. The Chair of the Corporation must not be the Committee Chair <ol style="list-style-type: none"> 1. In the absence of the Committee Chair, the meeting shall be chaired by another 'independent' member of the committee, who shall not be the Chair of the Corporation. 2. Terms of office for the Committee Chair will reflect their Terms of Office as a Governor, unless stipulated otherwise or they resign from the role 3. A vacancy which arises during the period of office of the Chair will be filled by the co-option of an independent member of the Corporation by the Chair of the Governance, Nominations and Remuneration Committee. The Corporation will consider the matter at their next meeting and make a permanent appointment.
Frequency of Meetings:	The Committee shall normally meet three times a year, on a termly basis

	A special meeting of the Committee may be called by the Committee Chair
Minutes:	The draft minutes of each meeting shall be approved by the Committee chair. The Committee shall report to the Corporation through its minutes. Confidential matters relating to senior postholders will be reported to independent governors only.
Attendance	<p>The Director of Governance shall act as Clerk to the Committee but will leave the meeting whilst their performance and contractual terms are discussed. The Chair will provide the Clerk with a summary of those discussions for inclusion in the minutes.</p> <p>The Principal and Chief Executive will withdraw from those parts of meetings which are concerned with their appraisal and remuneration.</p> <p>No other persons shall be entitled to attend meetings of the Committee except at the invitation of the Committee.</p>

OVERVIEW

The Governance, Nominations and Remuneration Committee (GNR) has the following areas of focus:

1. To communicate robust Governance policies, protocols and procedures, with clear direction, to ensure that the statutory and regulatory obligations of the Corporation are met and good governance principles are upheld.
2. The appointment and development of the membership of the Corporation and its Committees
3. The performance and remuneration of the Principal and Chief Executive, Director of Governance and other senior postholders.

SCOPE OF RESPONSIBILITIES

Governance

1. To develop and review the Governance constitution and policy framework, taking into account changes in the legal, regulatory and policy framework, including:
 - a. The Instrument and Articles of Government.
 - b. Corporation Standing Orders, Code of Conduct, Scheme of Delegation, and other supplementary policies and procedures.
2. To review annually the Terms of Reference of all committees to ensure that there is a clear and concise decision-making framework, and that appropriate and timely information is provided so that informed decisions can be taken by the Corporation.
3. To evaluate the effectiveness of the Corporation through:
 - a. Annual self-assessment and other evaluative activity, including post meeting feedback, and three-yearly external governance reviews
 - b. Monitoring performance against achievement of the governance improvement plan and a set of governance KPIs

And to recommend the outcomes of self-assessment and other review activities to the Corporation

4. To develop the Corporation's skill-set through appropriate training and engagement activities.
5. To assure the Corporation that all members are eligible to serve as 'fit and proper persons' and that all governor interests are openly declared and recorded.
6. To manage reputational risk and/or risk to the Corporation due to deterioration in the quality of Governance (or a perception of deterioration in quality).

Nominations and membership

7. To develop procedures for the appointment, induction, appraisal, and development of the members of the Corporation, by:
 - a) Defining the skills, backgrounds and qualities sought.
 - b) Attracting a wide and diverse field of candidates, through:
 - Advertising
 - Consultation with interested parties and bodies
 - c) Selecting a short list based on merit, with the aim of achieving a diverse balance of relevant skills, experience and backgrounds on the Corporation.
 - d) Interviewing candidates and making recommendations for appointment to the Corporation.
 - e) Ensuring that all new governors receive a comprehensive induction covering their role, FE governance, and key aspects of the College.
 - f) Ensuring that all governors participate in a one-to-one review meeting with the Chair at least once a year.
 - g) Overseeing arrangements for the annual appraisal of the Chair of Corporation
8. To review Committee membership and Chairing, and make recommendations to the Corporation on the appointment of the members and Chairs of Committees.

Senior postholder remuneration and performance

9. To agree and recommend to the Corporation a college policy that sets out a fair and transparent process by which decisions are made about senior postholder pay, reflecting the provisions of the AOC Senior Staff Remuneration Code, and the rules set out in Managing Public Money (MPM) regulations relating to senior executive pay.
10. To determine the remuneration of designated Senior Postholders and the Director of Governance, considering evidence of remuneration levels at comparable Colleges, the performance of the individual and of the College against established targets, and the College's overall financial position, and make recommendations to the Corporation
11. To agree arrangements for the appraisal and development of designated Senior Postholders and the Director of Governance, including the setting of agreed performance targets
12. To review and recommend to the Corporation, senior postholder policies and procedures relating to disciplinary, grievance and capability issues.

13. To produce an Annual Committee statement which shall be made readily available
14. To discharge any authority or responsibility of the Corporation in respect of discipline or grievances of Senior Postholders, including constituting the pool of Members from whom a Special Committee established under the Articles of Government shall be drawn.

FLEXIBILITY

1. The committee can appoint sub committees and working groups to undertake its duties on a task and finish basis, but in all instances the task and finish group will report back to the Committee. The final decision on any recommendations of the task and finish group to the Corporation will be made by the Committee.
2. Other meetings may take place as and when necessary. Between meetings the Chair of the Committee will be a liaison link with the Director of Governance, Principal and Chair on any matters that arise which may affect the governance of the College.
3. The Committee can be asked to take on other duties not listed above as required by minuted resolution of the Corporation.
4. The Committee shall be entitled to go into confidential session and exclude any, or all, participants and observers.