

GOVERNORS' HANDBOOK

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Section One – Governors' Handbook

College Governance Statement of Principles

1 Principles

1.1 Background

This document sets out the principles underpinning Solihull College and University Centre Corporation's work.

College governance concerns the work and responsibilities of the Corporation and its immediate relationships with College senior managers, auditors, inspectors and regulators, and with the College's stakeholders, which include students, staff, employers, government agencies and the local community. The College's Corporation seeks to uphold the highest standards of openness and accountability. Governors as Trustees hold a legal and strategic responsibility to act in the best interests of the organisation at all times. As trustees of a college corporation, they must ensure the institution delivers public benefit, complies with its governing documents and relevant laws, and manages resources responsibly. Trustees are expected to act with reasonable care and skill, uphold accountability, and avoid conflicts of interest. Their role also includes setting strategic direction, overseeing compliance and risk, supporting safeguarding and inclusion, and ensuring quality assurance across curriculum and student engagement.

The Corporation sets the framework of strategy and policies within which the College's managers operate and then monitor these operations or delegates monitoring functions to a Committee, as appropriate. For their period of office, Governors hold the College in trust on behalf of the local community, ensuring that it serves the needs of the community effectively and that the College remains in good shape to meet the needs of future generations of students.

The Corporation has adopted a Carver model of governance, to reduce the number of committees and to carry out the majority of work at full Corporation level, so that all Governors are familiar with all governance matters and time can be spent on key strategic discussions, while ensuring agility in being able to address opportunities that may arise.

1.2 Strategic Planning

It is the responsibility of the Corporation to set the strategy of the college. The strategic planning process follows a three-year cycle. It undergoes review during the Governors' Development Day, after which a thorough consultation is conducted with staff, students, and stakeholders. Final approval is granted by the Corporation. 6 monthly updates are reviewed and approved by the Corporation. The strategy/strategic implications are something that the Corporation consider routinely in any decision they may take.

1.3 Corporation Structure

The structure is based on the principle of having at least 2 Corporation meetings per term, which will be focused on the agreed cycle of business. This will provide opportunities to discuss key issues in depth and enable Governors to hold management to account through robust challenge.

Significantly important matters will be included on all agendas, to ensure prominence and close scrutiny throughout the year. Our annual priorities will reflect the structure of the Corporation.

1.4 Corporation Business

The indicative Cycle of Business is prepared and agreed by the Corporation each year. Three committees are being maintained to ensure continued scrutiny, challenge and control for key issues:

- **Audit & Risk Committee** (*condition of funding to have an Audit & Risk Committee*) will scrutinise and monitor risk, controls and compliance. Reports will be submitted to the Corporation, as appropriate;
- **Remuneration Committee** will monitor and review senior post holder[s] and senior management structures, terms and conditions and performance;
- **Search and Governance Committee** will monitor and scrutinise membership, skills, succession planning and performance of the governing body. It will also advise on governance matters.

“The Corporation has the authority to establish committees and Special Interest Groups (SiGs) for any purpose or function other than those assigned in these Articles to the Principal or Director of Governance, Risk and Compliance and may delegate powers to such committees; the Chair or, in the Chair’s absence, the Vice-Chair(s); or the Principal.”
(Article 4 of the Instrument & Articles of Government).

The number of members of a committee and the terms under which they are to hold and to vacate office, shall be decided by the Corporation. Committees will have clear Terms of Reference.

The Corporation may not delegate to committees any matters listed in Article 9.

1.5 Special Interest Groups

The Corporation can appoint Governors to Special Interest Groups, which are activity-based short term task and finish groups. The Group will be formed by Corporation approval and will include Governor member(s). There will be a clear objective and focus, Terms of Reference and there will a short-term timeframe for the Group. Notes will be kept of each Group meeting and submitted to Corporation for information, along with a full report, as required. Groups should not be set up without the approval of the Chair of the Corporation and ratified by the Corporation. Where appropriate, external advisers will be invited to join Special Interest Groups to provide specialist advice.

1.6 Tendering Group (section 9 Financial Regulations) –

A Group will be established to manage contracts, as set out in Financial Regulations. Core membership is defined as the Principal, Vice Principal Finance and the Chair of Governors (or delegated member). Another member of EMT or other staff or experts may join the group, dependent on the tender being undertaken. The Group will approve tender process initiation and contract award, in line with the Financial Regulations. All 3 members will sign the standard tender sheet, and this will be communicated to the Corporation at the next available opportunity.

2 Projects and Bids

The governance structure ensures that new opportunities can be explored efficiently and effectively along with new projects and bids, in the best interests of the College. To underpin this, clarity has been sought regarding the process for approving and reporting new projects and bids. The Financial Regulations have been updated to require business plans / due diligence for such projects, with all those over £100,000 being reported to the Corporation.

Financial Regulation 3.3:

“New ventures are defined as any substantial arrangement entered into for business purposes, whether for extending the College’s provision or of a commercial nature. Before proceeding with new ventures or projects, thorough business planning and due diligence will be undertaken.”

All new ventures or projects (capital or revenue) over £5,000 must be approved by EMT and reported to Corporation

Any project (both capital and revenue which is either over £100,000 or which could expose the College to significant financial or other risk shall be reported to the Corporation termly."

New projects and bids of this nature will be reported to the Corporation at each meeting as a standing item.

3 Areas of Special Interest

Role Description for Link Governors

The Corporation will identify Governors likely to include key areas of the College.

- Safeguarding Lead
- SEND
- Careers
- Digital and Technology
- Skills
- Children in Care and Care Leavers
- Sustainability
- Equality Diversity and Inclusion (EDI)

It is anticipated that the Governor with special interest in the above areas would chair a relevant meeting of a Special Interest Group meet with the manager(s) responsible regularly and attend key in-house meetings, as appropriate.

Section Two – Governors' Handbook

Instrument of Government

C O N T E N T S

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- 3 Determination of membership numbers**
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Interpretation of the terms used

1 In this Instrument of Government

- (a) any reference to “the Principal” shall include a person appointed by the Corporation to act as Principal;
- (b) “The Director of Corporate Governance, Risk & Compliance” means The Director of Corporate Governance, Risk & Compliance to the Corporation or any equivalent title used from time to time;
- (c) “the Corporation” means any further education corporation to which this Instrument applies;
- (d) “the institution” means the institution which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992⁽¹⁾;
- (e) “this Instrument” means this Instrument of Government;
- (f)
- (h) “meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use of video-conferencing facilities it is possible for every person present at the meeting to communicate with each other;
- (i) “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- (j) “parent member”, “staff member” and “student member” have the meanings given to them in clause 2;
- (k) “the previous Instrument of Government” means the Instrument of Government relating to the Corporation which had effect immediately before 1st January 2008;
- (l)
- (m) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (n) “the students’ executive” means any association of students formed to further the educational purposes of the institution and the interests of students, as students;
- (o) a “variable category” means any category of members whose numbers may vary according to clauses 2 and 3.

2 Composition of the Corporation

- (a) The Corporation shall consist of:
 - (i) Up to nineteen members plus 2 external members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government;
 - (ii) the Principal of the institution, unless the Principal chooses not to be a member;
 - (iii) at least one and not more than three members who are members of the institution’s staff and have a contract of employment with the institution and who have been nominated and elected as set out in instrument (3), (4) or (5) (“staff members”); and
 - (iv) up to two members who are current students at the institution or who have left the institution within the last academic year (“student members”).
- (b) Where the Corporation has decided or decides that there is to be one staff member; the member may be a member of the academic staff or the non-academic staff and shall be nominated and elected by all staff.
- (c) The appointing authority, as set out in instrument 5, will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation.

¹ 1992 c.13.

3 Determination of membership numbers

- (a) Subject to instrument 2 the number of members of the Corporation shall be that decided by the Corporation.
- (b) The Corporation may at any time vary the determination referred to in instrument 2 and any subsequent determination under this paragraph provided that:
 - (i) the number of members of the Corporation, shall not be less than twelve or more than twenty one; and
 - (ii) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in instrument 2.
- (c) No determination under this clause shall terminate the appointment of any person who is already a member of the Corporation at the time when the determination is made.

4 Appointment of the members of the Corporation

- (a) Subject to instrument 2 the Corporation is the appointing authority in relation to the appointment of its members.
- (b) If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.
- (c) The appointing authority may decline to appoint a person as a staff or student member if:
 - (i) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
 - ii) the appointment of the person would contravene contained the Articles of Government or Standing Orders concerning the number of terms of office which a person may serve, provided that such rules make the same provision for each category of members appointed by the appointing authority; or
 - (iii) the person is ineligible to be a member of the Corporation because of instrument 8.
- (d) Where the office of any member becomes vacant the appointing authority shall, as soon as practicable, take all necessary steps to appoint a new member to fill the vacancy.

5 Appointment of the Chair and Vice-Chair(s)

- (a) The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves. The Corporation can appoint up to two Vice-Chairs for example when there are major projects or periods of increased College business or other circumstances deemed appropriate by the Corporation.
- (b) Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- (c) If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.
- (d) The Chair and Vice-Chair shall hold office for such period as the Corporation decides.
- (e) The Chair or Vice-Chair may resign from office at any time by giving notice in writing to The Director of Corporate Governance, Risk & Compliance

- (f) If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.
- (g) If the Corporation is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Vice-Chair from office and the office shall then be vacant.
- (h) At the last meeting before the end of the term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
- (i) At the last meeting before the end of the term of office of the Vice-Chair, or at the first meeting following the Vice-Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
- (j) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment subject to their overall term of office as a governor.
- (k) Section (j) above is subject to any rule contained in the Articles of Government or Standing Orders concerning the number of terms of office which a person may serve.

6 Appointment of The Director of Corporate Governance, Risk & Compliance to the Corporation

- (a) The Corporation shall appoint a person to serve as its Director of Governance, Risk & Compliance but the Principal may not be appointed as Director of Governance, Risk & Compliance.
- (b) In the temporary absence of The Director of Corporate Governance, Risk & Compliance, the Corporation shall appoint a person to serve as a temporary Director of Governance, Risk & Compliance, but the Principal may not be appointed as temporary Director of Governance, Risk & Compliance.
- (c) Any reference in this Instrument to The Director of Corporate Governance, Risk & Compliance shall include a temporary Director of Governance, Risk & Compliance appointed under section (b) above.
- (e) Subject to instrument 14, The Director of Corporate Governance, Risk & Compliance shall be entitled to attend all meetings of the Corporation and any of its committees.
- (f) The Director of Corporate Governance, Risk & Compliance may also be a member of staff at the institution.

7 Persons who are ineligible to be members

- (a) The Director of Corporate Governance, Risk & Compliance may not be a member.
- (b) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal.
- (c) Paragraph (c) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of the Student Voice Executive or similar student voice role.

- (d) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986(2), or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- (e) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restriction undertaking, that disqualification shall cease;
 - (i) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
 - (ii) if the bankruptcy order is annulled, at the date of that annulment; or
 - (iii) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
 - (iv) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
 - (v) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- (f) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- (g) Subject to instrument 8, a person shall be disqualified from holding, or from continuing to hold, office as a member if—
 - (i) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
 - (ii) within the previous twenty years that person has been convicted as set out in sub-paragraph h(i) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
 - (iii) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- (h) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.
- (j) Upon a member of the Corporation becoming disqualified from continuing to hold office under instruments 5 or 8, the member shall immediately give notice of that fact to the Director of Corporate Governance, Risk & Compliance.

8 The term of office of a member

- (a) A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years and not exceed 2 terms unless in exception circumstances which will be approved by the Corporation.
- (b) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 5 shall apply to the reappointment of a member as it does to the appointment of a member.
- (c) Clause (b) is subject to any rule or bye-law made by the Corporation under article 19 of the Articles of Government concerning the number of terms of office which a person may serve.

9 Termination of membership

- (a) A member may resign from office at any time by giving notice in writing to The Director of Corporate Governance, Risk & Compliance.
- (b) If at any time the Corporation is satisfied that any member
 - (i) is unfit or unable to discharge the functions of a member; or
 - (ii) Has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.
- (c) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- (d) A student member shall cease to hold office—
 - (i) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
 - (ii) if expelled from the institution, and the office shall then be vacant

10 Members not to hold interests in matters relating to the institution

- (a) A member to whom clause (b) applies shall –
 - (i) disclose to the Corporation the nature and extent of the interest; and
 - (ii) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter relating to the institution is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
 - (iii) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter relating to the institution is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.
- (b) This paragraph applies to a member who has any financial interest in:
 - (i) the supply of work to the institution, or the supply of goods for the purposes of the institution;
 - (ii) any contract or proposed contract concerning the institution; or
 - (iii) any other matter relating to the institution; or

has any other interest of a type specified by the Corporation in any matter relating to the institution.

- (c) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
- (d) Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member:
 - (i) need not disclose a financial interest; and
 - (ii) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
 - (iii) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.
- (e) The Director of Corporate Governance, Risk & Compliance shall maintain a register of the interests of the members which have been disclosed, and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

11 Meetings

- (a) The Corporation shall meet at least twice in every term and shall hold such other meetings as may be necessary.
- (b) Subject to paragraphs (4) and (5) and to clause 13(4), all meetings shall be called by The Director of Corporate Governance, Risk & Compliance, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda.
- (c) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of The Director of Corporate Governance, Risk & Compliance, the Chair shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.
- (d) A meeting of the Corporation, called an “extra ordinary meeting”, may be called at any time by the Chair or at the request in writing of any five members.
- (e) Where the Chair, or in the Chair’s absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the extra ordinary meeting and a copy of the proposed agenda may be given within less than seven calendar days.
- (f) Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

12 Quorum

- (a) Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of full member
- (b) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held as a Corporation meeting and no decisions will be made. However, an informal discussion can take place with written notification of the contents of such a meeting given at the next Corporation meeting.

- (c) If a decision is required and the Corporation meeting cannot be held or cannot continue for lack of a quorum, the Chair may call an extra ordinary meeting as soon as it is convenient.

13 Proceedings of meetings

- (a) Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question.
- (b) Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
- (c) A member may not vote by proxy or by way of postal vote.
- (d) No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- (e) A member of the Corporation who is a member of staff at the institution, including the Principal, shall withdraw:
 - (i) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
 - (ii) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
 - (iii) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade executive) of all members of staff or the class of staff (as the case may be); and
 - (iv) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- (f) A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under paragraph (5).
- (g) A student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
- (h) In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall:
 - (i) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and

- (ii) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.
- (j) The Director of Corporate Governance, Risk & Compliance:
 - (i) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which The Director of Corporate Governance, Risk & Compliance's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Director of Corporate Governance, Risk & Compliance are to be considered; and
 - (ii) where The Director of Corporate Governance, Risk & Compliance is a member of staff at the institution, The Director of Corporate Governance, Risk & Compliance shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (5).
- (k) If The Director of Corporate Governance, Risk & Compliance withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (10), the Corporation shall appoint a person from among themselves to act as Director of Corporate Governance, Risk & Compliance during this absence.
- (l) If the minute taker withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Director of Corporate Governance, Risk & Compliance will act as the minute taker during this absence.

14 Minutes

- (a) Written minutes of every meeting of the Corporation shall be prepared, and, subject to clause (b), at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.
- (b) Clause (a) shall not require the minutes of the last meeting to be taken as an agenda item at an extra ordinary meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not an extra ordinary meeting.
- (c) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes will be approved verbally and recorded in the minutes.
- (d) Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or The Director of Corporate Governance, Risk & Compliance have withdrawn from a meeting in accordance with clause 14(5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

15 Public access to meetings

The Corporation shall decide whether a person should be allowed to attend any of its meetings where that person is not a member, The Chair, the Director of Corporate Governance, Risk & Compliance and the Principal in making its decision, shall give consideration to clause 17

16 Publication of minutes and papers

- (a) Subject to clause (b), the Corporation shall ensure that a copy of:
 - (i) the agenda for every meeting of the Corporation;
 - (ii) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
 - (iii) the signed minutes of every such meeting; and
 - (iv) any report, document or other paper considered at any such meeting

shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.

- (b) There shall be excluded from any item made available for inspection any material relating to:
 - (i) a named person employed at, or proposed to be employed at, the institution;
 - (ii) a named student at, or candidate for admission to, the institution;
 - (iii) The Director of Corporate Governance, Risk & Compliance; or
 - (iv) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- (c) The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation, under clause (a), shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
- (d) The Corporation shall review regularly all material excluded from inspection under clause (b)(d). If an item is requested but has previously been identified as confidential – the confidential status will be reviewed prior to decision to disclose. The Corporation will identify at the end of a report how long a report should remain confidential and who from.

17 Copies of the Instrument of Government

A copy of this Instrument shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

18 Application of the Seal

The application of the seal of the Corporation shall be authenticated by:

- (a) the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
- (b) the signature of any other member.

Date of First Approval	March 2006
Date of Last Approval	November 2025
Approval/Review Body / Bodies	Corporation
Review interval (years)	Periodic
Date of next scheduled review/approval	November 2027

Section Three – Governors' Handbook

Articles of Government

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1 Interpretation of the terms used

In these Articles of Government:

- (a) any reference to “the Principal” shall include a person acting as Principal;
- (b) “the Articles” means these Articles of Government
- (c) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair of the Corporation appointed under clause 6 of the Instrument of Government.
- (d) “The Director of Corporate Governance, Risk & Compliance” has the same meaning as in the Instrument of Government;
- (e) “the Corporation” has the same meaning as in the Instrument of Government;
- (f) “parent member”, “staff member” and “student member” have the same meanings as in the Instrument of Government;
- (g) “the Secretary of State” means the Secretary of State for Education, as appropriate.
- (h) “senior post” means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;
- (i) “the staff” means all the staff who have a contract of employment with the institution;
- (j) “the students’ executive” has the same meaning as in the Instrument of Government.

2 Conduct of the Institution

The institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.

3 Responsibilities of the Corporation, the Principal and The Director of Corporate Governance, Risk & Compliance

- (1) The Corporation shall be responsible for the following functions:
 - (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
 - (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
 - (c) approving the quality strategy of the institution;
 - (d) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
 - (e) approving annual estimates of income and expenditure;
 - (f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and The Director of Corporate Governance, Risk & Compliance, including, where The Director of Corporate Governance, Risk & Compliance is, or is to be appointed as, a member of staff, The Director of Corporate Governance, Risk & Compliance’s appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
 - (g) setting a framework for the pay and conditions of service of all other staff.
- (2) Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive and Chief Accounting Officer of the institution, and shall be responsible for the following functions:
 - (i) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
 - (ii) the determination of the institution’s academic and other activities;
 - (iii) 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;
 - (iv) the organisation, direction and management of the institution and leadership of the staff;

- (v) 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 Director of Corporate Governance, Risk & Compliance, where The Director of Corporate Governance, Risk & Compliance is also a member of the staff; and
 - (vi) 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.
- (3) The Director of Corporate Governance, Risk & Compliance shall be responsible for the following functions: -
- (i) advising the Corporation with regard to the operation of its powers;
 - (ii) advising the Corporation with regard to procedural matters;
 - (ii) advising the Corporation with regard to the conduct of its business; and
 - (iv) advising the Corporation with regard to matters of governance practice

4 The establishment of committees and delegation of functions generally

- (a) The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Director of Governance, Risk & Compliance and may delegate powers to:
 - (i) such committees;
 - (ii) the Chair, or in the Chair's absence, the Vice-Chair; or
 - (iii) the Principal.
- (b) The number of members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.
- (c) The Corporation may also establish committees under collaboration arrangements made with other further education institutions or schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006(4) governing such arrangements.

5 The Search and Governance Committee

- (a) The Corporation shall establish a committee, to be known as the "Search and Governance Committee", to advise on:
 - (i) the appointment of members (other than as a staff or student member);
 - (ii) such other matters relating to membership and appointments as the Corporation may ask it to.
 - (iii) such other matters relating to governance procedures and practice.
- (b) The Corporation shall normally not appoint any person as a member (other than as a staff or student member) without first consulting and considering the advice of the Search and Governance Committee.
- (c) The Corporation may make rules specifying the way in which the Search and Governance Committee is to be conducted. A copy of these rules, together with the Search and Governance committee's terms of reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, shall be published on the institution's website and shall be made available for inspection at the institution by any person during normal office hours.
- (d) The Corporation shall review regularly all material excluded from inspection under paragraph (3) and shall make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

5 The Audit & Risk Committee

- (a) The Corporation shall establish a committee, to be known as the “Audit & Risk Committee”, to advise on matters relating to the Corporation’s audit arrangements and systems of internal control.
- (b) The Audit & Risk Committee shall consist of Four Corporation members and may include members of staff at the institution with the exception of those in senior posts, and shall operate in accordance with any requirements of the CE of the Education and Skills Funding Agency.

6 Access to committees by non-members and publication of minutes

The Corporation shall ensure that:

- (a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and
- (b) The minutes of committee meetings, if they have been approved by the Chair of the meeting, are published on the institutions website and made available for inspection at the institution by any person, during normal office hours.

7 Delegable and non-delegable functions

- (a) The Corporation shall not delegate the following functions:
 - (i) the determination of the educational character and mission of the institution;
 - (ii) the approval of the annual estimates of income and expenditure and Self-Assessment Report (SAR);
 - (iii) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
 - (iv) the appointment of the Principal or holder of a senior post;
 - (v) the appointment of The Director of Corporate Governance, Risk & Compliance, (including, where The Director of Corporate Governance, Risk & Compliance is, or is to be, appointed as a member of staff, The Director of Corporate Governance, Risk & Compliance’s appointment in the capacity of a member of staff); and
 - (vi) the modification or revocation of these Articles.
- (b) The Corporation may not delegate:
 - (i) the consideration of the case for dismissal, and
 - (ii) the power to determine an appeal in connection with the dismissal of the Principal, The Director of Corporate Governance, Risk & Compliance or the holder of a senior post, other than to a committee of members of the Corporation.
- (c) The Corporation shall make rules specifying the way in which a committee having functions under clause (a) shall be established and conducted.
- (d) The Principal may delegate functions to the holder of any other senior post other than:
 - (i) the management of budget and resources; and
 - (ii) any functions that have been delegated to the Principal by the Corporation.

9 Appointment and promotion of staff

- (a) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall:
 - (i) normally advertise the vacancy nationally; and
 - (ii) appoint a selection panel consisting of:
 - at least five members of the Corporation including the Chair or the Vice-Chair or both to be included in the process as a whole, where the vacancy is for the post of Principal; orthe Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.
- (b) The members of the selection panel shall
 - (i) decide on the arrangements for selecting the applicants for interview;

- (ii) interview the applicants; and
 - (iii) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.
- (c) If the Corporation approves the recommendation of the selection panel, that person shall be appointed.
- (d) If the members of the selection panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in clause (b), with or without first re-advertising the vacancy.
- (e) Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff
 - (i) may be required to act as Principal or in the place of any other senior post holder; and
 - (ii) if so required, shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.
- (f) The Principal shall have responsibility for selecting for appointment all members of staff other than -
 - (i) senior post holders; and
 - (ii) where The Director of Corporate Governance, Risk & Compliance is also to be appointed as a member of staff, The Director of Corporate Governance, Risk & Compliance in the role of a member of staff.

10 Rules relating to the conduct of staff

After consultation with the staff, the Corporation shall make rules relating to their conduct.

11 Academic freedom

In making rules under article 10 the Corporation shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

12 Grievance, suspension and disciplinary procedures

- (a) After consultation with staff, the Corporation shall make rules setting out:
 - (i) grievance procedures for all staff;
 - (ii) procedures for the suspension of all staff; and
 - (iii) disciplinary and dismissal procedures for
 - senior post-holders, and
 - staff other than senior post-holder

and such procedures shall be subject to the provisions of articles 3(1)(e), 3(2)(e), 9(1)(d), 9(1)(e).

(b) Any rules made under clause (a) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

(c) Any rules made under clause (a)(c)(i) shall include provision that where the Corporation considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

13 Suspension and dismissal of The Director of Corporate Governance, Risk & Compliance

- (a) Where The Director of Corporate Governance, Risk & Compliance is also a member of staff at the institution, The Director of Corporate Governance, Risk & Compliance is to be treated as a senior post holder for the purposes of article 13.

(b) Where The Director of Corporate Governance, Risk & Compliance is suspended or dismissed under article 13, that suspension or dismissal shall not affect the position of The Director of Corporate Governance, Risk & Compliance in the separate role of Director of Governance, Risk & Compliance to the Corporation.

14 Financial matters

The Corporation shall set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the Department of Education.

15 Co-operation with the Department for Education auditor

The Corporation shall co-operate with any person who has been authorised by the CE of Education and Skills Funding Agency to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Corporation, including computer records.

16 Internal audit

- (a) The Corporation shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.
- (b) The Corporation may arrange for the examination and evaluation mentioned in clause (a) to be carried out on its behalf by internal auditors.
- (c) The Corporation shall not normally appoint persons as internal auditors to carry out the activities referred to in clause (a) if those persons are already appointed as external auditors under article 18(3).

17 Accounts and audit of accounts

- (a) The Corporation shall
 - (i) keep proper accounts and proper records in relation to the accounts; and
 - (ii) prepare a statement of accounts for each financial year of the Corporation.
- (b) The statement shall:
 - (i) give a true and fair account of the state of the Corporation's affairs at the end of the financial year and of its income and expenditure in the financial year; and
 - (ii) comply with any directions given by the Department for Education as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.
- (c) The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.
- (d) The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 17(3).
- (e) Auditors shall be appointed and audit work conducted in accordance with any requirements of Department for Education.
- (f) The "financial year" means the first financial year and, except as provided for in paragraph (8), each successive period of twelve months.
- (g) The "first financial year" means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation with the Department for Education approval.
- (h) If the Corporation is dissolved:
 - (i) the last financial year shall end on the date of dissolution; and
 - (ii) the Corporation may decide, with the Department for Education approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

18 Rules and bye-laws

The Corporation shall have the power to make rules and bye-laws relating to the government and conduct of the institution and these rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.

19 Copies of Articles of Government and rules and bye-laws

A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

20 Modification or replacement of the Instrument & Articles of Government

- (a) Subject to clause (b), the Corporation may by resolution of the members, modify or replace its instrument and articles of government, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.
- (b) The Corporation shall not make changes to the Instrument or Articles of Government that would result in the body ceasing to be a charity.

21 Dissolution of the Corporation

- (a) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.
- (b) The Corporation shall ensure that a copy of the draft resolution to dissolve the Corporation on a specified date shall be published at least one month before the proposed date of such resolution.

22 Change of the College's Name

- (a) The College can apply to change its name with the approval of the Secretary of State, following full consultation with stakeholders.

Date of First Approval	March 2006
Date of Last Approval	November 2025
Approval/Review Body / Bodies	Corporation
Review interval (years)	Periodic
Date of next review/approval	November 2027

Section Four – Governors’ Handbook

Standing Orders

C O N T E N T S

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1 Scope

These Standing Orders govern the conduct of the Corporation's business and its Committees and supplement the Instrument and Articles of Government. Where there is any difference between these Standing Orders and the Instrument and Articles of Government then the latter shall always have precedence.

2 Responsibilities of the Corporation

- (a) The responsibilities of the Corporation are set out in the Articles of Government.
- (b) Article 3 states that the Corporation shall be responsible for:
 - The determination and periodic review of the educational character and mission of the institution and for the oversight of its activities
 - Publishing arrangements for obtaining 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;
 - The approval of the institution's quality strategy
 - The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets
 - The approval of annual estimates of income and expenditure
 - The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of Senior Post Holders and The Director of Corporate Governance, Risk & Compliance
 - Setting a framework of pay and conditions for all other staff.
- (b) Governors shall act in accordance with the principles of public life set out in the Nolan Report (1995), promote the interests of the College and act as ambassadors on its behalf.

3 Membership and Composition of the Corporation

The number of Members appointed shall be in accordance with the Instrument of Government. This will include Governors from business, industry, education (inc. HE, FE, schools and skills training), local authority and other public and third sector bodies.

- one Staff Governors
- up to two Student Governor[s] (Higher Education & Further Education)
- the Principal (ex officio)
- External Members can be appointed, for example, where a specialist area of expertise is identified as and when required. External Members can be included in the quoracy of that meeting.

4 Chair & Vice Chair(s)

- (a) With the support of The Director of Corporate Governance, Risk & Compliance, the Chair shall ensure the Corporation fulfils its duties and responsibilities as set out in the Instrument and Articles of Government.
- (b) The Vice Chair(s) shall act for the Chair in his/her absence.
- (c)
- (d) The Chair and Vice Chair(s) are eligible for re-election. The number of consecutive terms of office for the Chair and Vice Chair(s) is usually limited to four. (ie four 1-year terms.)
- (e)
- (f) The Chair and Vice Chair(s) shall exercise any specific authority delegated by the Corporation.
- (g) If there are matters of significance to be dealt with which are too urgent to wait for the next scheduled meeting of the Corporation, the Chair, in consultation with the Principal and The Director of Corporate Governance, Risk & Compliance, may call an extra ordinary meeting of the Corporation.

- (h) Exceptionally, the Chair has delegated authority to act on any issue which is both urgent and important which would normally be dealt with by the Corporation (or where powers have been delegated) the relevant Committee, where action cannot wait until the next scheduled meeting of the Corporation or Committee and where it is not possible to convene a quorate extra ordinary meeting. In exercising this authority, the Chair should consult with the Vice Chair(s), the Principal and The Director of Corporate Governance, Risk & Compliance and such other members of the Corporation or Committee available at the time. Any decisions or actions taken should be reported as soon as practicable to a quorate meeting of the Corporation or relevant Committee.
- (i) The Chair and Vice Chair(s) shall promote high standards of integrity and probity and maintain the trust and support of the Corporation, the Executive Management Team and develop an effective working relationship with the Principal and The Director of Corporate Governance, Risk & Compliance based on a mutual understanding of the responsibilities and authority that each role carries.
- (j) The Chair and Vice Chair(s) shall promote the self-assessment of performance by the Corporation and its Committees and the establishment of appropriate performance indicators.
- (k) The Chair and/or Vice Chair(s) shall undertake an annual appraisal of the Principal and shall set objectives for future performance.
- (l) The Principal and the Chair and/or Vice Chair(s) shall undertake an annual appraisal of the Senior Post Holder(s) other than the Principal and shall set objectives for future performance.
- (m) The Principal and the Chair shall undertake an annual appraisal of The Director of Corporate Governance, Risk & Compliance and shall set objectives for future performance.
- (n) The Chair, in conjunction with The Director of Corporate Governance, Risk & Compliance, shall ensure that appropriate arrangements are in place for the appointment, appraisal, discipline, suspension and dismissal of Senior Post Holders.

5 Committees

- (a) The Corporation shall establish a Search and Governance Committee, a Remuneration Committee and an Audit & Risk Committee and may establish such other Committees or Groups as it may from time to time decide.
- (b) The Corporation will approve Terms of Reference for each Committee which will determine their role, composition and areas of responsibility and which will be reviewed by the Corporation periodically.
- (c) The Corporation will appoint the members and Chair / Vice-Chair of each Committee, and review these annually.
- (d) Subject to matters reserved for decision by the Corporation, as set out in the Articles of Government, the Corporation may delegate decision making powers as it sees fit to a Committee, the Chair or the Principal in a Scheme of Delegation, which will be reviewed periodically.
- (e) The minutes for all Committee meetings and notes of Groups will be submitted to the Corporation by The Director of Corporate Governance, Risk & Compliance at the earliest opportunity.

6 Appointment of Governors & Terms of Office

- (a) The Corporation is the appointing authority for any member of the Corporation.
- (b) The Corporation will consider the advice of the Search and Governance Committee before recruiting any person as a member of the Corporation or its Committees. Any advice to the Corporation from the Search and Governance Committee is publicly available, through publication of the minutes.
- (c) The advice of the Search and Governance Committee is not required for the appointment of an elected staff or student member or for the appointment of the Principal as a member.

- (d) The usual term of office for Governors (except the Principal and the Student Governor) is four years. An alternate term of office may be considered if circumstances warrant it.
- (e) The Nolan Principles recommended that, as a general rule, Governors should not serve more than eight consecutive years in office. However, Nolan emphasised that this is not a prescriptive maxim and that it is more important to ensure all appointments and re-appointments are made openly and on the basis of merit.
- (f) Accordingly, when considering the re-appointment of a Governor after two 4-year terms of office, the Search and Governance Committee should consider whether there are any special circumstances or needs which warrant a term of office of no longer than one further year and the term of office recommended should be the last term of office served.
- (h) External members will usually be appointed for a four year term of office. A shorter term of office may be considered if circumstances warrant it.
- (i) Governors and external members shall be eligible for re-appointment. All such re-appointments are subject to recommendations by the Search and Governance Committee. Before proposing a re-appointment, the Search and Governance Committee will evaluate the contribution made by an existing Governor / external member.
- (j) Governors and external members may resign at any time by advising The Director of Corporate Governance, Risk & Compliance to the Corporation in writing.
- (k) Governors may resign membership of a Committee at any time, without prejudice to their membership of the Corporation.
- (l) Governors will have an administrative induction to the Corporation, which includes completion of eligibility information and an enhanced DBS check. The administrative induction process should be completed within 3 months from appointment date and failure to do so may result in suspension of membership.

7 Leave of Absence Policy and Procedure for Governors

In exceptional circumstances Governors can request a period of leave of absence from the Corporation, while still maintaining their membership following the period. It is intended for use where a Governor's other commitments are likely to preclude his / her attendance at three or more meetings (including Corporation and Committee meetings).

7.1 Leave of Absence Procedure:

- (a) A Governor wishing to request a leave of absence from the Corporation should make an application in writing to The Director of Corporate Governance, Risk & Compliance, outlining the period of leave requested and reasons for the request. The Governor will remain a member of the Corporation but will not be required to attend. Therefore, their term of office will remain unchanged, and they will not be counted in attendance data.
- (b) The Director of Corporate Governance, Risk & Compliance will contact the Governor to seek any further information required.
- (c) The Director of Corporate Governance, Risk & Compliance will communicate the request to the Chair of the Corporation and Chair of Search and Governance Committee and will present the request to the Search and Governance Committee for recommendation to Corporation.
- (d) If the request is approved by the Corporation the following arrangements will apply:
 - The approved period of leave of absence will be defined. In the first instance the maximum period of absence will be six months. At the end of this period the situation will be reviewed and unless there are exceptional circumstances the Governor would be expected to resign from the Corporation, if unable to return as a full member.
 - Where a leave of absence is considered, the impact on skills and experience on relevant Committees and/or the Corporation will be reviewed and where necessary additional expertise may be required, through the appointment of an external member.

- During the agreed period of absence the Governor will continue to receive all Committee and Corporation papers, as appropriate. The Governor will be free to submit comments or queries on any papers circulated, which will be communicated to the relevant Chair, who will exercise discretion in feeding such comments into a debate.
- The Governor may attend any meetings during the leave of absence if this is possible but will not have voting rights during that period.
- The Governor will not be included in attendance data for the period of the leave of absence.
- The Director of Corporate Governance, Risk & Compliance will write to the Governor to confirm the decision of the Corporation and the arrangements relating to the period of absence.
- If the request is not approved by the Corporation the Chair will discuss the options with the Governor and the matter may be referred back to the Corporation for consideration. The Director of Corporate Governance, Risk & Compliance will write to the Governor to confirm the decision of the Corporation and any subsequent decisions.

8 Quorum

- (a) For a Corporation meeting to be quorate, there must be attendance of 40% of the actual membership rounded up to a whole number.
- (b) The quorum for Committee meetings shall be determined by the Corporation in each Committee's approved Terms of Reference and shall not, in any case, be fewer than two.
- (c) If the number of Governors or committee members assembled for a meeting does not constitute a quorum, or ceases to constitute a quorum during the course of a meeting, the meeting shall not be held or continued as a Corporation meeting and no decisions will be made. However, an informal discussion can continue with written notification at the next Corporation meeting.
- (d) In these cases, the Chair of the meeting may convene an extra ordinary meeting as soon as may be conveniently arranged.

9 Meetings

- (a) The Corporation shall meet at least twice in every term and shall hold other meetings as may be necessary. At least one meeting of the Corporation each year will be held at each of the campuses.
- (b) The frequency of meetings of Committees established by the Corporation shall be set out in their approved Terms of Reference and shall not be less than one meeting in each academic year.
- (c) The Director of Corporate Governance, Risk & Compliance to the Corporation will prepare an advance timetable of Corporation and Committee meetings for the approval of the Corporation.
- (d) The Director of Corporate Governance, Risk & Compliance to the Corporation will prepare an advance Cycle of Corporation and Committee Business for the approval of the Corporation.
- (e) The Director of Corporate Governance, Risk & Compliance to the Corporation will, in conjunction with the Chair / Committee Chair and Principal, and with due regard to the approved Cycle of Business, prepare, in advance, an agenda for each meeting.
- (f) Governors should forward any items for inclusion on an agenda to The Director of Corporate Governance, Risk & Compliance to the Corporation.
- (g) The Director of Corporate Governance, Risk & Compliance to the Corporation will release written notice of meetings, distributing agenda and supporting papers, at least seven calendar days in advance of the meeting.

10 Conduct of Meetings

- (a) The Chair, or in his absence the Vice Chair(s), shall preside at each meeting of the Corporation.
- (b) In the absence of both the Chair and Vice Chair(s) (or, in the case of a Committee meeting, the Committee Chair), members present shall agree one of their number to act as Chair for the meeting.
- (c) The Principal, Staff or Student Governor may not act as Chair of the Corporation or a Committee meeting.
- (d) In conjunction with The Director of Corporate Governance, Risk & Compliance, the Chair of the meeting will ensure the efficient conduct of the business of Corporation and Committee meetings including following established procedures and reporting appropriately the business of committees.
- (e) Attendance at each meeting shall be recorded by The Director of Corporate Governance, Risk & Compliance. Any Governor/member absent from meetings for a period longer than six consecutive months without permission may be removed from office.
- (f) The agenda for the meeting shall determine the order in which business is conducted unless the meeting agrees otherwise.
- (g) The Chair of each meeting shall approve minutes of the meeting prior to their general circulation.
- (h) Ordinarily Governors will attend meetings at the College. However, it will be permissible for members to take part in meetings via electronic methods, such as Teams at the Chair's discretion and only permitted if quoracy is maintained. Where this is the case, they will be considered as an attendee, but it will be noted that they took part remotely. In exceptional circumstances it will be possible for meetings to be completely online. This will be agreed by the Chair, as appropriate.

11 Decision Making

- (a) The Chair of the meeting will encourage active debate of issues, ensure that members have an opportunity to contribute and ensure that decisions taken are properly recorded by the Director of Governance, Risk & Compliance and reported.
- (b) Resolutions shall usually be reached following discussion and debate leading to a consensus. A formal vote is not usually taken. However, a vote on any decision can be requested by any Governor or committee member present.
- (c) Voting shall be by way of a show of hands, unless two or more of the members present request a secret ballot, which will be administered by The Director of Corporate Governance, Risk & Compliance. There may not be voting by proxy or by post. Where there is an equal division of votes on any issue, the Chair of the meeting shall have a second or casting vote.
- (d) All resolutions are collective and individual Governors and Committee members will stand by these, even if they were not reached unanimously.
- (e) A resolution of the Corporation or a Committee may not be rescinded or varied except by a specific item of business on an agenda of a subsequent meeting.
- (f) Ordinarily decisions will be made at Corporation or Committee meetings, as appropriate, however, on occasion it may be possible to allow decisions to be made via email communication. Where a decision is required outside of a meeting, the Director of Governance, Risk & Compliance may email all Governors, and a response is required by at least 50% of the current membership. This method of decision making would be agreed in advance and the decision normally ratified at the next Corporation or Committee meeting and would occur infrequently.

12 Withdrawal from meetings

- (a) A Student Governor shall withdraw from that part of any meeting (Corporation or Committee) at which his / her conduct, suspension or expulsion is to be considered.

- (b) Where the Corporation (or any Committee) is to discuss matters relating to a member of staff or a prospective member of staff, the student shall take no part in the discussion and shall not vote in respect of it and shall withdraw from the meeting.
- (c) A Staff Governor shall withdraw from that part of any meeting where matters relating to any individual member of staff, who is hierarchically senior, are to be considered and shall withdraw from that part of any meeting at which staff matters relating solely to that member of staff are to be considered.
- (c) The Staff and / or Student Governor(s) may be asked to leave a meeting, where the matter under discussion is considered confidential In relation to confidential matters of the Principal and CEO an/or the Executive Management Team. Where a matter is to be considered of this nature, the Chair of the Corporation or relevant Committee will communicate in writing prior to the meeting with the staff and/or student members and they may be asked to withdraw during the discussion.

13 Access to Information and Meetings

- (a) The College aims to demonstrate that it is open and accountable in the conduct of its business and in its decision making.
- (b) All agendas, reports, minutes and other documents and all proceedings of the Corporation and its committees shall be available for inspection following a meeting unless a decision has been taken at that meeting to classify them as confidential, the reason for this being noted by reference to the criteria set out in section 13 above.
- (c) Copies of all papers not classified as confidential are available as part of the College's Publication Scheme. Copies of the Schedule of Meetings and confirmed minutes of meetings of the Corporation are available for inspection on the College website. These documents will remain on the website for a minimum of twelve months after that that can be removed from the website.
- (d) The Corporation shall publish, on the College website, rules specifying the way in which the Search and Governance Committee is be conducted, including the Terms of Reference and its advice to the Corporation (normally via published minutes), unless it is deemed confidential, in accordance with the criteria at 3 above.
- (e) Attendance by the public or media / press at meetings of the Corporation and its Committees is not generally allowed, except by invitation, following a majority decision of the Corporation.
- (f) Attendance by staff and/or students (other than Staff / Student Governors and members of the Executive/Senior Management Teams usually in attendance) is allowed at the discretion of the Corporation/Committee Chair, in consultation with the Principal, following a written application to attend, at least seven days prior to the date of the meeting in question.
- (g) The College has published and will periodically review a Publication Scheme in accordance with the requirements of the Freedom of Information Act 2000 (FOIA). The Publication Scheme provides a complete guide to the information routinely published by the College and sets out a description of the classes or types of information published. Full details of the Publication Scheme, and how to obtain information, are available from the College website. In line with the College's Publication Scheme, information can be produced in other formats upon request (e.g. audio, Braille etc).
- (h) The College aims to comply fully with the requirements of the **General Data Protection Regulation (GDPR)** and ensures that sensitive and personal data is controlled appropriately and is subject to the proper consents.

14 Confidentiality

Confidentiality of personal and sensitive information is observed in accordance with the **General Data Protection Regulation (GDPR)**,. Confidentiality of other information is maintained in accordance with the provisions within the Freedom of Information Act 2000, which allows for certain information to be withheld from publication or qualified. This includes information where a public interest test may apply.

Categories for determining confidentiality are:

- Personal information relating to an individual (or an individual post holder)
- Information provided in confidence by a third party who has not authorised its disclosure
- Financial or other information relating to procurement decisions, including information relating to the College's negotiating position, during the course of those negotiations.
- Information relating to the negotiating position of the College in employment relations or other contractual matters, during the course of those negotiations
- Information relating to the financial position of the College where the Corporation is satisfied in good faith that disclosure might harm the College or its competitive position
- Legal advice received from, or instructions given to, the College's legal advisors
- Information planned for publication in advance of that publication and/or
- Information not otherwise covered above, but considered to be commercially sensitive

15 Confidential Matters of the Corporation and its Committees

When minutes or reports are deemed confidential the report writer or Committee should complete the following information to indicate confidentiality requirements:

Confidential Item

Confidential Item:

Reason:

Who is the item confidential from?

Timescale we aim to have as fewer confidential minutes as possible.

16 Codes of Conduct and Ethics

- (a) All Governors and Committee members are expected to adhere to the provisions of the Staff & Governors' Code of Conduct and Code of Ethics, which will be periodically reviewed by the Corporation.
- (b) Where it appears that the Staff & Governors' Code of Conduct and Code of Ethics may have been breached by a member of the Corporation or its Committees or where there is inappropriate behaviour by a Governor (including external members) the following actions will be taken:
 - The Governor in question will be suspended from the Corporation and/or Committee until the issue has been investigated. The procedure for conducting such an investigation will be determined by the Corporation. The Governor will be asked not to attend meetings or to come into College until the matter is resolved.
 - A letter explaining the breach or claim and procedure to be followed will be sent to the Governor in question by the Chair of the Corporation;
 - The Governor will be invited to meet with the Chair and Principal and where it is found that the breach or claim has occurred the matter will be communicated to the Search and Governance Committee, who will agree appropriate action. A recommendation that the Governor is removed from the Corporation and/or Committee(s) may be made.

17 Payment of Expenses

Governors receive no remuneration or benefits but are entitled to claim certain expenses. These arrangements are set out in the approved **Policy Statement of Expenses for Staff and Governors**, which will be reviewed periodically by the Corporation.

18 Use of the Seal

See Financial Regulation 19.

19 Professional Advice

- (a) The Corporation may pass a resolution at any time to take independent professional advice on any issue concerning the exercise of its powers.
- (b) Governors, collaboratively or individually, may also obtain independent professional advice. The arrangements for so doing are set out in the approved **Procedure for Seeking Independent Professional Advice**, which will be periodically reviewed by the Corporation.

20 Complaints

- (a) The Corporation has approved, and will periodically review, a **Policy for Handling Complaints** made against it.
- (b) The Director of Corporate Governance, Risk & Compliance to the Corporation shall act as the point of contact for any complaint that is made against the Corporation or an individual member of the Corporation.
- (c) The Chair of the Corporation shall act as the point of contact for a complaint made against The Director of Corporate Governance, Risk & Compliance to the Corporation.

21 Interests

- (a) Governors, external members, the Principal, members of the Executive and Senior Management Team, The Director of Corporate Governance, Risk & Compliance to the Corporation, other College managers with financial responsibilities and other staff, as appropriate, are required to complete a disclosure of interests form as part of the Management Representation process. The Register of Interests for Governors and staff is updated, at least, annually.
- (b) The Register of Interests for Governors and staff is retained by The Director of Corporate Governance, Risk & Compliance to the Corporation and is available for inspection on the College website and during office hours at the Blossomfield Road Campus, Solihull.
- (c) Declarations of Interests will be included on the agenda for all meetings (whether Corporation or Committee). Where an interest is financial, no part shall be taken in the consideration or vote on this matter.
- (d) Governors/Committee members should not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with their independent judgement.

22 Interpretation/Waiving

Any provisions of these Standing Orders may be waived, if circumstances so warrant, by resolution of the Corporation.

23 Review

The Corporation will periodically review its Standing Orders and in any event, not less than once every three years.

Date of First Approval	March 2006
Date of Last Approval	xxxxx 2025
Approval/Review Body / Bodies	Corporation (Search and Governance Committee)
Review interval (years)	3 years
Date of next review/approval	2028

Governor Induction, Training and Development Plan

Introduction

The College recognises the need to ensure that, collectively, Governors have the necessary skills and understanding to fulfil their responsibilities within the Instrument and Articles of Government. A Skills Audit is conducted annually to identify, collectively, skills gaps on the Corporation and its committees, but also to inform individual training plans for each member. From time to time the Search and Governance Committee reviews and agrees a general training plan for governors and all governors will be provided with this. New governors will have their training needs discussed with them as part of their induction.

Governors are expected to undertake training during their role to ensure a minimum level of qualification of CPD – Short Course Training and it is anticipated that their experience will grow each year that they are in role, underpinned by briefings and in-house development opportunities. Skills Areas are discussed and agreed with the Search & Governance Committee.

Induction, Training and Development

The following will contribute to the continuing training and development of Governors:

1. Induction Programme – there is a full induction programme for all governors Each new Governor will meet a member of the EMT to discuss their specific areas, to provide FE sector context and how the College fits in that context and manages the key area. Each Governor will bring their own specific expertise and knowledge, so each Governor is invited to have a further meeting with members of EMT where they identify areas for continued development following induction. Each new governor will be appointed a Mentor as part of their induction programme.
2. All new governors are required to complete mandatory training within the first 2 months of appointment including essential ongoing internal training as and when required which includes monthly cyber security training.
3. Governor Development sessions – two per annum – these will focus on key developments in the sector and/or key strategic issues relevant to the College/Corporation. These may include presentations by College managers or specialist trainers.
4. Briefings will be delivered by senior staff at the College occasionally to provide information about key areas and to ensure on-going updating regarding new developments and requirements.
5. Presentations at Corporation and/or Committee meetings by College Managers or specialist trainers on a specific topic or theme or as part of an agreed item of business.
6. The Education Training Foundation (ETF) offer a range of CPD opportunities for Governors, and many can be undertaken online. Further, there are other providers like EduCare that can provide more general CPD opportunities.
7. Seminars/conferences by government departments, funding bodies and other training providers active in the sector to which members will be invited and encouraged to attend.
8. Informal meetings between members of the Corporation and members of the Executive Management Team (EMT) on a group or individual basis.

9. Distribution of FE sector and Association of Colleges (AOC) newsletters and other publications etc by The Director of Corporate Governance, Risk & Compliance.
10. Occasional visits/presentations by sector representatives.
11. Distribution of Marketing Update and other internal communications.
12. Opportunities to visit areas of the campus, especially where this is relevant to the business being considered
13. Participation in whole College events, such as Open Days, Development Days and Awards Evenings and other enrichment events, to which Governors will be invited to attend.

As part of the periodic self-assessment exercise Governors will consider their individual and collective training needs. If necessary, this will lead to the organisation of tailored training events to support the identified needs as well as inform the activities outlined above. The Director of Corporate Governance, Risk & Compliance to the Corporation will maintain records of the training needs identified, the training and development provided as well as participation.

The College recognises that the role of governor is voluntary and consequently the ability of Governors to attend events in addition to scheduled meetings will vary according to individual circumstances, however, it is important to address training needs to ensure increased understanding and knowledge of the College and sector.

Standing Orders – Appendix 2

Vacancy Management and Appointment Procedures

- 1 When a vacancy on the Corporation occurs, or is predicted, the Search and Governance Committee will consider the balance of skills and experience of existing members to identify any gaps. The Responsibilities of the Corporation and the Succession Planning document will be cross-referenced against current skills to identify gaps. Where existing skills information is of insufficient currency, a skills audit of existing members will be undertaken.
- 2 The College actively promotes equal opportunities and the Search and Governance Committee will consider other factors such as age, gender, ethnicity and disability as well as the extent to which the Corporation reflects the communities served by the College.
- 3 The Committee will identify those skills and experiences and any other factors that should be prioritised when filling particular vacancies.
- 4 The Search and Governance Committee will consider a range of recruitment strategies. Some or all of these strategies may be used in relation to particular vacancies, as appropriate. Full details on the recruitment process are detailed in the Recruitment Brochure.
- 5 All prospective members will be provided with a copy of the Recruitment Brochure.
- 6 All prospective members will be invited to submit a CV or profile setting out their skills and experiences and other attributes and this will be cross referenced with the person specification and skills audit. The prospective member may be invited for an interview with the Principal, Director of Corporate Governance Risk & Compliance and Chair and/or Governors, as appropriate. The S&G committee will participate in future governor interviews, with the extent of involvement agreed before each recruitment. For example, a member may join a Teams call with final candidates prior to an offer.

7 Those prospective members potentially offering a match with the specified criteria may be invited to meet with one or two Governors, including the Principal, Director of Corporate Governance Risk & Compliance with the Chair and/or Vice Chair(s). The purpose of the meeting will be to discuss the role of Governor and to explore with the applicant how they may contribute to the Corporation and fulfil the skills, experience and any other factors specified.

8 The Search and Governance Committee will make a recommendation to the Corporation on appointment.

9

8 Standing Orders – Appendix 3

Appointment of Governing Body Member

Person Specification and Role Description can be found in the Becoming a Governor Brochure

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Standing Orders – Appendix 4

Student Governor Appointment Process

Composition of the Corporation

The Corporation has resolved to have up to two members who are students at the institution. One Student Governor will be on an HE programme and, normally the other student will be on an FE programme of study. The Student Governor(s) will, normally, be appointed by the Corporation on the recommendation of the appointment panel and recommended by the Search & Governance Committee to Corporation for approval.

Student Governor Appointment

This process is supported by the Student Enrichment Team, who communicate the process to students. Students are asked to submit an application with their CV, based on the Person Specification below.

Timing

The appointment processes will normally take place during the Summer Term or prior to the expiry of the term of office of the current Student Governor. It is anticipated that a Student Governor would be formally appointed by the Corporation at its July meeting to be appointed in September. Although these timings may change.

Term of Office

The term of office of the Student Governor will be for four years but will expire at the end of the academic year in which they cease to be a student or upon resignation if this is sooner.

Membership and Attendance at Meetings

The Student Governor is a member of the Corporation and is expected to attend all meetings where possible.

Training and Induction

The training and induction needs of the Student Governor will be identified on appointment. Attendance at relevant Student Governor Training courses will be encouraged. A mentor scheme is also in place to support the Student Governor in their role.

Student Governor Person Specification

Essential	Desirable
• Commitment to Solihull College, as a learner, but also in terms of promoting and contributing towards its future • Commitment to education and lifelong learning • Experience of team, partnership, or other collaborative working. • An ability to work with others and to discuss or debate issues • Commitment to the promotion of equal opportunities. • A mature approach to honouring commitments - for example, attending as many meetings as you can and if unable to attend, offering your apologies. • A respectful approach to other Governors, particularly, in relation to operating the mentor scheme. • To ensure that all matters considered are treated in relation to 'collective responsibility', i.e. no discussion to take place outside meetings about different opinions expressed or comments made by individual governors. • An ability to respect confidentiality.	• Involvement in your community • Involvement in other similar roles at school or in the College, i.e. Student Rep. • An understanding of teamwork. • An understanding of what it means to think strategically • Work experience, where you have had to offer customer service, actively listen to others etc.

Staff Governor Appointment Process

Background

The Instrument and Articles of Government require Corporations to include at least one and not more than three Governors who are members of staff of the institution and nominated by other members of staff.

The Determined Membership of the Corporation includes one Staff Governor who is usually appointed for a four year term of office.

Eligibility

All members of staff (lecturers, managers and support staff) who are directly employed on a permanent basis by the College are eligible. Individuals working at the College who are consultants, employed by agencies or other third parties are not eligible.

Where there is more than one application Staff will be notified of the nomination and election process and the relevant timescales by The Director of Corporate Governance, Risk & Compliance to the Corporation.

Nomination

Nominations should be received in the appropriate form issued by The Director of Corporate Governance, Risk & Compliance to the Corporation.

Election

In the event of more than one nomination an election will be organised by The Director of Corporate Governance, Risk & Compliance to the Corporation. All eligible staff, including those nominated, will be entitled to vote only once.

The Director of Corporate Governance, Risk & Compliance to the Corporation will arrange for votes to be counted. The nominee receiving the most votes will be declared the Staff Governor, subject to formal appointment by the Corporation.

Section Five – Governors' Handbook

Scheme of Delegation

1 Responsibilities of the Corporation

1.1 The Corporation sets the strategic and operational framework within which the Principal will manage the College. The Corporation will monitor performance and compliance and hold the Executive Management Team to account to achieve the College's Strategic Plan.

1.2 The responsibilities of the Corporation are set out in the Articles of Government

Article 3 states that the Corporation **shall** be responsible for:

- The determination and periodic review of the educational character and mission of the institution and for the 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.
- The approval of the institution's quality strategy.
- The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets.
- The approval of annual estimates of income and expenditure.
- The appointment, grading, suspension, dismissal and determination of the pay and conditions of services of Senior Post Holders and The Director of Corporate Governance, Risk & Compliance.
- Setting a framework of pay and conditions for all other staff.

1.3 Article 9 states that the Corporation **shall not** delegate the following:

- The determination of the educational character and mission of the institution.
- The responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets.
- The approval of annual estimates of income and expenditure.
- The appointment or dismissal of the Principal or a Senior Post Holder.
- The appointment or dismissal of The Director of Corporate Governance, Risk & Compliance.
- The modification or revocation of the Articles.

2 Delegations

The Corporation has delegated the following responsibilities to the Principal and to its Committees, as set out in their Terms of Reference.

2.1 Remuneration Committee

- Consider, review and recommend at least annually, the remuneration, related benefits and other terms and conditions including exit clauses of the Principal and other designated Senior Post Holders.
- Consider, review and recommend, at least annually, the remuneration, related benefits and other terms and conditions of The Director of Corporate Governance, Risk & Compliance to the Corporation including for any other employment role, which The Director of Corporate Governance, Risk & Compliance may also fulfil at the College.
- The recommendation as to whether pre-established performance goals and objectives for the Principal and other Senior Post-Holders and The Director of Corporate Governance, Risk & Compliance have been achieved at the end of the relevant period. This information will be used in the staff members' appraisals.

2.2 Audit & Risk Committee

The Audit & Risk Committee is recommended by the Financial Handbook for Colleges not to have any executive authority.

2.3 Search and Governance Committee

The Search and Governance Committee currently has an advisory role and the Corporation would not usually appoint business, co-opted or community Governors without the advice of the Search and Governance Committee.

2.4 Principal

Subject to compliance with the Tuition Fee Policy approved by the Corporation, the Principal can determine tuition fees and other fees, subject normally to an annual review.

The Principal has the power to hear appeals against dismissal by staff other than Senior Post Holders (NB In accordance with the Instrument and Articles, the Principal has the authority to delegate the power to dismiss staff to another Senior Post Holder).

Day to day management of senior postholders (except the Principal) is delegated to the Principal in relation to approval of expenses, timing of holiday and employment/engagement externally to the College, whilst employed by the College.

2.5 Chair & Vice Chair

The Chair and Vice Chair can exercise any specific authority delegated by the Corporation. See item 4.

Section Six – Governors' Handbook

Committee & SiG Terms of Reference

Audit & Risk Committee Terms of Reference

Audit & Risk Committee

1 Membership

- 1.1 The Committee shall be appointed by the Corporation and consist of:-
- Four Corporation members, excluding the Chair of the Corporation and the Principal.
 - Two external members, with relevant financial and/or audit experience.
 - The Committee must include at least one person (whether a member of the Corporation or not) with relevant financial or audit experience.
- 1.2 A quorum shall be three members of the committee including Corporation and External Members who have relevant financial experience. .

2 Attendance at Meetings

- 2.1 The Principal, the Deputy Principal, Vice Principal Finance, the Director of Risk, Control and Compliance and / or other officers of the College responsible for the College's internal control, risk management, control and governance processes and a representative of the Internal Audit Service (IAS) and Financial Statements Auditors (where appropriate), shall normally attend meetings at the invitation of the Committee. The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- 2.2 Other Corporation members shall have a right of attendance in an observer capacity. The Chair of the Corporation shall not normally attend.
- 2.3 The Committee may, when satisfied that it is appropriate, meet with its Auditors without the Principal, the Vice Principal Finance, or other officers or Staff or Student Governors in attendance.
- 2.4 The Committee has the authority to co-opt external members with relevant financial and auditing experience. The Committee must be clearly seen to be independent of the College executive management.
- 2.5 The Director of Governance, Risk & Compliance to the Corporation shall be Director of Governance, Risk & Compliance to the Committee.

3 Frequency of Meetings

- 3.1 Meetings shall be held not less than three times a year. The Internal or Financial Statements Auditors may request a meeting if they consider that one is necessary, by liaising with the Director of Governance, Risk & Compliance to the Corporation.

4 Authority

- 4.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Corporation member, any Committee of the Corporation, any employee of the College, the Internal Auditor, Financial Statements Auditor, from subcontractors and other third parties. All parties are directed to co-operate with any request made by the Committee.
- 4.2 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

5 Responsibilities

The responsibilities of the Committee shall be:-

- (a) to advise and provide an annual opinion to the Corporation on the adequacy and effectiveness of the College's assurance arrangements including internal control systems and risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money).
- (b) to advise the Corporation on the appointment, remuneration, re-appointment or dismissal of the Internal Audit Service (IAS) and the Financial Statements Auditor (FSA), and their terms of engagement.
- (c) to advise the Corporation on the scope and objectives of the work of the Internal Audit Service (IAS), the Financial Statements Auditor (FSA) and the Funding auditor (where appointed)
- (d) to consider and advise the Corporation on Internal Audit assignment reports and annual reports and on control issues included in the management letters of the Financial Statements Auditor, (including their work on regulatory audit) and the Funding Auditor (where appropriate) and management's responses to these
- (e) to monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the Funding auditor's management letter (where appropriate) and spot-check reports (where appropriate) and the management letters of the Financial Statements Auditor
- (f) to establish, in conjunction with College management, relevant annual performance measures and indicators and to monitor the effectiveness of the Internal Audit Service (IAS) and Financial Statements Auditor (FSA) through these measures and decide, based on this review, whether a competition for the price and quality of the Audit Services is appropriate
- (g) to consider and advise the Corporation on the audit strategy and annual internal audit plans for the IAS
- (h) to produce an annual report for the Corporation. The report should incorporate any significant matters arising from the work of the IAS, the Funding Auditors (where appropriate) and the Financial Statements auditors and refer to:
 - a summary of work undertaken by the Committee during the year;
 - any significant issues arising up to the date of preparation of the report;
 - and significant matters of internal control included in the reports of the audit and assurance providers;
 - the committee's view of its own effectiveness and how it has fulfilled its terms of reference
 - the committee's opinion on the adequacy and effectiveness of the college corporation's audit arrangements, its framework of governance, risk management and control and its processes for securing economy, efficiency and effectiveness
 - submit the annual report to the Corporation before the statement of corporate governance and internal control in the annual accounts is signed.
- (i) to ensure effective co-ordination between the IAS, the Financial Statements auditor and Funding Auditor (where appropriate) including whether the work of the Funding auditor (where appointed) should be relied upon for internal audit purposes
- (j) to be informed of all additional services undertaken by the IAS, the Financial Statements Auditors and the Funding auditors (where appointed) and to assess how independence and objectivity were safeguarded
- (k) to recommend the Annual Financial Statement to the Corporation for approval (*see appendix 1 for further details for the process*)
- (l) to receive and advise the Corporation on any relevant reports from the National Audit Office, Skills Funding Agency, HEFCE or other appropriate body, and where appropriate, the management's response to these
- (m) to consider and, if appropriate, investigate, or commission investigations into, any complaints relating to alleged fraud, bribery or other financial irregularity or malpractice at the College in accordance with the College's procedures and ensure that all allegations of fraud, bribery and irregularity are properly followed up
- (n) to consider, receive reports and, if appropriate, commission investigations into concerns raised in accordance with the Corporation's approved Public Interest Disclosure

- (Whistleblowing) Policy, and ensure that all allegations of fraud, bribery and irregularity are properly followed up
- (o) to seek to ensure that the IAS is adequately resourced and has appropriate standing within the Corporation
 - (p) to provide advice on such internal control systems, risk management, control and governance processes, as the Corporation may request from time to time
 - (q) as part of the College's risk management framework, to advise the Corporation on health and safety, disaster management, business continuity, **General Data Protection Regulation (GDPR)**, and insurance arrangements and bring any matters of concern to the attention of the Corporation. Keep under periodic review policies and plans in respect of these and receive monitoring reports, at least annually.
 - (r) to consider and recommend to the Corporation the College's Annual Risk Management Report.
 - (s) review how governance operates, making recommendations to Corporation to improve processes, as appropriate.

6 Reporting procedures

6.1 The Director of Governance, Risk & Compliance to the Committee shall circulate minutes of the meetings of the Committee to the Corporation.

6.2 The Committee shall provide a written report of its work to the Corporation and the Accounting Officer, annually or more frequently, if necessary.

Arrangements for Financial Oversight and Compliance by the Corporation

The Corporation has collective responsibility for:

The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets. (Education Act 2011)

Financial Oversight - Governance

Financial oversight and compliance are seen as extremely important elements of the role of the Corporation and arrangements are place to ensure collective responsibility, as well as, detailed deep dive opportunities to ensure robust financial oversight. The Corporation maintains a clear strategic direction in terms of ensuring the College remains solvent, ensures effective and efficient use of resources and ensures value for money, as well as, maintaining a strong performance monitoring process in-year. There is a shared focus on finance and quality at Corporation meetings to ensure there is a good balance between these two key elements of College business.

The Corporation operates a Carver model of governance, with 3 committees: Audit & Risk, of Remuneration and Search and Governance. The key elements of College business are addressed at full Corporation meetings that focus, alternately on Finance and Resources and Curriculum and Quality – this allows time for governors to focus on key matters and to have full commitment, knowledge and understanding by all members to these key aspects. To allow additional opportunities to carry out deep dives, however, the structure allows a range of opportunities for governors to interrogate and challenge information at a deeper level. In relation to financial oversight this will be through:

Special Interest Groups and Pre-Corporation meetings – Special Interest Groups are set up for specific matters, for example, property developments, investment considerations and to oversee implementation of financial issues following merger. These Groups are attended by governors with expertise and those with interest in the matter for consideration and report through to the Corporation. This allows for detailed discussion and clear recommendations for the Corporation. Further, to allow deeper level discussions with regard to 2 key stages in the year, there is a Pre-Corporation finance meeting prior to approval of the budget and three-year financial plan, as well as, the year-end financial statements.

Governor(s) with special interest in finance – the Corporation ensures that there are always at least 3 qualified accountants who are members of the Corporation. These members take a special interest in financial matters and will meet with senior managers to discuss matters in more detail and challenge the detailed content of financial monitoring reports as required.

Audit and Risk Committee – the Audit and Risk Committee meets 3 times a year to oversee the integrity of financial and related processes and systems and to monitor risk and compliance. The Committee has terms of reference that are reviewed annually. Its role is to monitor the processes and controls in place to ensure solvency, effective and efficient use of resources and value for money. The Committee is also responsible for providing annual assurance to the Corporation that the controls in place are adequate to meet the Corporation's collective responsibility above.

Annual Audit and Risk Committee/Corporation meeting – the annual meeting takes place in November and is primarily for presentation and approval of the Members' Report and Financial Statements. The meeting is split into 2 sections: an Audit Committee, followed by a Corporation meeting. However, all members of the Audit Committee and Corporation attend both sections of the meeting.

The meeting was merged for the following reasons:

The Audit & Risk committee recommend the approval of the Accounts and Financial Statements to Corporation, and it was considered that all Corporation members should be involved in detailed discussions prior to their approval

1. During the first section of the meeting the Audit and Risk Committee receive:
 - Financial Statements Management Letter
 - Internal Audit Annual Report
 - Strategic Risk Register
 - Audit and Risk Committee Annual Report and Statement of the Accounting Officer

All Corporation members hear the presentations by the External Auditors and EMT regarding the end of year processes and assurances and can ask questions, as appropriate.

2. The Audit and Risk Committee members, collectively (including External Members), are asked to agree that assurance has been adequate throughout the year and through the year-end reports to provide Corporation with confidence to receive and approve the Members' Report and Financial Statements.
3. Approval of the Members' Report and Financial Statements and the Letter of Representation are approved by the Corporation and signed as part of the meeting.

Clear guidelines are set out in the policy structure, with key documents being reviewed on a regular basis and communicated to all Corporation members:

- Instrument and Articles and Scheme of Delegation
- Financial Regulations and Procedures
- Anti-Fraud Bribery and Corruption Policy, Procedure and Strategy
- Whistle-blowing Policy

Terms of Reference

FINANCIAL OVERSIGHT GROUP

The Financial Oversight Group operates within the principles of the Carver model of governance adopted by the Corporation. It is not therefore a sub-committee with delegated powers. It is an advisory group which contributes to Corporation's financial assurance. Other sources of financial assurance include audit reports, data, accounts and feedback from the Principal and Chief Financial Officer.

1. Membership Arrangements

The Group shall comprise at least five members from the Corporation, which will constitute its core membership.

Such core members will include the Principal and CEO, Chair of the Corporation, Vice Chair/s of the Corporation. All members of the Corporation are free to attend the Group meetings.

A quorum shall be three members of the Group's core membership. At least 2 members of the Group will have financial experience. At least one Governor attendee will be financially qualified. The FOG Chair will feed back to Corporation, with the Deputy Principal and CFO.

The Deputy Principal and CFO or their representative will attend all meetings.

The Group will meet at least three times annually.

The Director of Corporate Governance Risk and Compliance shall be Clerk to the Committee.

2. Responsibilities:

The Group shall:

- i. Consider the annual estimates of revenue income and expenditure and any capital income and expenditure budgets. To recommend to Corporation the annual budget and 3-year forecast (CFFR Return)
- ii. Consider solvency of the Corporation, management of its liabilities and the safeguarding of its assets.
- iii. To contribute to the full range of financial assurance and a view of the budgetary position to Corporation for key financial decisions such as property investment, pay awards.
- iv. To review the financial statements which are recommended to Corporation by Audit & Risk Committee
- v. To review and recommend financial strategy and KPIs to the Corporation
- vi. To consider the Corporation investment and borrowing policies; minimum cash balances; treasury management and reserves policy; the College's banking arrangements and make recommendations to Corporation
- vii. Any other matters requiring detailed discussion identified by the management team, relating to the annual budget, financial plan and financial statements.

3. Group's relationship with the Corporation

The principle of the College's structure of governance is collective responsibility by the Corporation for all matters relating to their responsibility. The Group will, therefore, meet to consider the direction of travel and to have a broader discussion about the College's financial position with regard to the annual financial processes, recommendations as shown above, but all other decisions will be made at Corporation with all members accepting overall financial responsibility for the College's solvency and assets.

4. Reporting procedures

The Senior Governance Officer to the Committee shall circulate minutes of the meetings of the Group to the Corporation.

¹ There is a difference between having financial experience and being a qualified accountant. The latter is denoted by the governor holding a qualification recognised by the Consultative Committee of Accounting Bodies in the UK (CCAB). Financially experienced governors will have worked in a senior managerial, finance or banking role previously, such that they possess an excellent working knowledge of financial and business matters. would be gained from working in a financial role or organisation but not necessarily being a qualified accountant.

Remuneration Committee Terms of Reference

1 Membership and Committee Arrangements

The Committee shall comprise at least three, and up to five, Corporation members as follows: Chair and/or Vice Chair of the Corporation, Chair of the Audit and Risk Committee; and other members of the Corporation who have appropriate experience, except the Principal, or staff or student members.

The Chair of the Committee shall be the Vice Chair of the Corporation.

Where the Chair of a Committee has a conflict of interest, the Vice-Chair of the Committee will act as a member of the Remuneration Committee or a member of the Committee will be nominated, as appropriate. A quorum shall be two members.

The Committee has the authority to co-opt external members with relevant experience and expertise. The Chair of the Committee shall be the Vice Chair of the Corporation.

2 Attendance at Meetings

The Principal shall normally be invited to attend meetings of the Committee to give advice except where his/her remuneration package or performance is being reviewed or determined. The Committee may invite other Senior Post Holders to attend meetings when necessary.

Other Corporation Members shall also have a right of attendance save that the Committee may exclude staff and student members.

The Director of Governance, Risk & Compliance to the Corporation shall be the clerk to the Committee.

3 Frequency of Meetings

Meetings shall be held at least twice per year, usually during the Autumn term and Summer term.

4 Responsibilities

The responsibilities of the Committee shall be to:

- (a) Consider, review and recommend, at least annually, the remuneration, related benefits and other terms and conditions including exit clauses of the Principal and other designated Senior Post Holders.
- (b) The Committee will then evaluate annually the specific remuneration packages of the Principal, other Senior Post Holders and the Director of Governance, Risk & Compliance against:
 - pre-established performance goals and objectives and;
 - an appropriate peer group.
- (c). The committee will review annually the Members Report and Financial Statements and confirm the sections in the accounts relating to Senior Post Holder pay.

For that purpose, the Committee will review and assess performance target goals and objectives established before the commencement of the relevant period and determine whether such goals and objectives have been achieved at the end of the relevant period.

(c) Consider, review and recommend, at least annually, the remuneration, related benefits and other terms and conditions of the Director of Governance, Risk & Compliance to the Corporation including for any other employment role which the Director of Governance, Risk & Compliance also fulfils at the College.

(d) Consider and recommend to the Corporation for approval performance targets and objectives for the Principal. The Principal is responsible for setting targets for the Executive Management Team which are reviewed by Remuneration committee

(e) The Committee shall review Succession Planning for Senior Post Holders.

- (f) The Committee shall review benchmarking data for salaries and remuneration packages.
- (g) The Committee shall advise the Corporation on the outcome of any negotiations and financial settlements reached in the event of the early termination of the employment of the Principal or any other Senior Post Holder and the Director of Governance, Risk & Compliance in accordance with the Framework and Procedure for Terminating Contracts of Employment by Agreement approved by the Corporation.

5 Reporting procedures

The Director of Governance, Risk & Compliance to the Committee shall circulate minutes of the meetings of the Committee to the Corporation, which shall be received in confidential session.

The Committee's responsibilities are to consider, review and determine remuneration and benefits of the Principal & Chief Executive/Accounting Officer and other senior post holders and the Director of Corporate Governance, Risk and Compliance and their conditions of service. In accordance with the AoC Code on the Remuneration of Senior Postholders, the Remuneration Committee has produced an annual report to provide assurance to the Corporation in relation to the arrangements for reviewing the remuneration of the College's senior postholders.

SEARCH & GOVERNANCE COMMITTEE

1 Membership and Committee Arrangements

The Committee shall comprise at least three Corporation members, including the Chair and/or Vice Chair and the Principal.

A quorum shall be three members.

The Members and Chair of the Committee shall be appointed by the Corporation on an annual basis and may be reviewed by the Corporation from time to time.

2 Attendance at Meetings

The Committee shall have the power to invite such persons to attend meetings it considers desirable and necessary.

The Director of Corporate Governance Risk and Compliance shall be Clerk to the Committee.

3 Frequency of Meetings

Meetings shall be held at least once a year.

4 Responsibilities

The responsibilities of the Committee shall be to :

- (a) To advise the Corporation on the appointment of business and public members, with due regard to any performance indicators approved by the Corporation for the filling of vacancies.
- (b) To evaluate the contribution made by existing members, before proposing their re-appointment, in accordance with the approved Policy Statement for the Appointment of Governors.
- (c) To monitor, review and advise the Corporation on its composition and membership and that of the Corporation's committees.
- (d) To advise the Corporation on the appointment of future Corporation Chairs and Vice-Chairs, as appropriate.
- (e) To periodically consider the findings of a skills audit, undertaken to establish the range of skills and experience of members of the Corporation, and to determine any criteria for particular vacancies.
- (f) To periodically review the Role Description, Person Specification, Responsibilities of the Corporation and Skills, Knowledge and Experience Matrix for Members of the Corporation.
- (g) To periodically review the Policy Statement on the Appointment of Governors and recommend any changes to the Corporation for approval.
- (h) Monitor and review the attendance of Governors and make recommendations to the Corporation on a performance indicator for attendance.
- (i) Keep under review the guidance on Disclosure and Barring checks for Governors and advise the Corporation on whether such a check should be included in the Governor appointment process, including an assessment of risk. Note current guidance:
- (j) To consider and inform Corporation of good governance practices to promote improvement in governance processes.
- (k) To review, develop and recommend to the Corporation all governance policies and procedures.
- (l) To review amendments to the Instrument and Articles of Governments, before referring them to the Corporation for ratification.

5 Reporting procedures

The Director of Governance, Risk & Compliance to the Committee shall circulate minutes of the meetings of the Committee to the Corporation.

Property Special Interest Group Terms of Reference

Purpose: The purpose of the special interest group is for governors to support and challenge the College's proposals for property and review the progress of key property projects as they are implemented.

The SIG is a task and finish group, short term to review the current year's capital programme linked to College objectives. The SIG reports to Corporation and provides assurance for Corporation to take decisions and action.

Timescale: The Group would normally exist for no more than 12 months. However due to the nature of this group there may be a need to reinstate this group when specific property projects require governors attention.

1.	Membership: Membership of the Group shall be no fewer than three Governors. All Corporation members will be notified of the date of each meeting and are welcome to attend. All documentation will be available on BoardEffect and available to all Governors. <u>Current Governor Membership:</u> Chair to be a member with Property experience. The SIG is open to all governors to attend. All members of EMT In Attendance – Director of Corporate Governance Risk and Compliance
2.	Quorum: The quorum is three Governors who are members of the Group.
3.	Conflict of Interest: Governors/SiG members should not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with their independent judgement.
4.	Meetings: Meetings will be held as required or to be agreed at each meeting and will take place on MS Teams. A meeting book will be set up on BoardEffect and any links or guidance documents will be made available. The Group will consider: • The College's plans and objectives for delivering the College's Estates Strategy • Financial viability of capital projects • Progress reporting against milestones and financial targets to provide a clear line of accountability for decision-making. • Risk management and mitigation strategies. • Any other emerging factors Risks and assurance to the college will be reviewed and monitored at Audit and Risk Committee and reported to Corporation.
4.	Notes and Documentation:

	Notes of the proceedings of a meeting of the Group shall be drawn up by the Senior Governance Officer and will be made available on BoardEffect. Draft notes will be sent to the Chair of the Group and Principal within 14 days after the meeting for amendment and final approval by the Chair of the Group. The notes shall then be submitted to the next Corporation meeting.
5.	Chairing: The Chair of the Group is Cheryl Pidler
6.	Reporting to the Corporation: The Chair will report to the Corporation on discussions that take place and make any recommendations, as appropriate.
7.	Chairs Action: Chairs Actions may be needed from time to time due to timescales of getting property related approvals. <i>The Chair of Corporation exceptionally, has delegated authority to act on any issue which is both urgent and important which would normally be dealt with by the Corporation where action cannot wait until the next scheduled meeting of the Corporation. Any decisions or actions taken will be reported as soon as practicable to a quorate meeting of the Corporation.</i>

Date: March 2025; Revised June 2025

Quality Special Interest Group Terms of Reference

Purpose: The purpose of the special interest group is for governors to support and challenge the College's Leadership Team

The SIG is a task and finish group to achieve College objectives linked to the strategic plan.

Reporting: The SIG reports to Corporation and is advisory in nature and does not have delegated authority to make decisions on behalf of the Corporation and as a result makes recommendations to Corporation to take decisions and action.

Timescale: The Group will exist from June 2025 to September 2026.

1.	Membership: Membership of the Group shall be no fewer than three Governors. All Corporation members will be notified of the date of each meeting and are welcome to attend. All documentation will be available on BoardEffect and available to all Governors. <u>Governor Membership:</u> Chair to be a member of the Corporation with curriculum or quality expertise. The SIG is open to all governors to attend and with a core membership of a minimum of two governors with relevant experience and to be consistent at each meeting. All members of EMT In Attendance – Director of Corporate Governance Risk and Compliance
2.	Quorum: The quorum is at least two Governors with relevant experience, and in addition to the Chair who are members of the Group.
3.	Conflict of Interest: Governors/SiG members should not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with their independent judgement.
4.	Meetings: Meetings will be held as deemed necessary and to be agreed at each meeting and will take place on MS Teams. A meeting book will be set up on BoardEffect and any links or guidance documents will be made available. The SIG is open to all governors to attend.
5	The SIG is established to: • Support the Corporation in its oversight of the effectiveness of the quality of learner experience. • Drive continuous improvement in student outcomes.
6.	Scope of Work: The Group will:

	• Provide Challenge for the achievement of Key Performance Indicators (KPIs) Review student attendance, retention, achievement, and high-grade outcomes to assess the impact of interventions and the progress towards agreed targets. • Ensure Learners Receive an Outstanding Experience Effectiveness and the responsiveness of the teaching, learning and pastoral support to enable students to succeed.
7.	Notes and Documentation: Notes of the proceedings of a meeting of the Group shall be drawn up by the Senior Governance Officer and will be made available on BoardEffect. Draft notes will be sent to the Chair of the Group and Principal within 14 days after the meeting for amendment and final approval by the Chair of the Group. The notes shall then be submitted to the next Corporation meeting.
9.	Reporting to the Corporation: The Chair will report to the Corporation on discussions that take place and make any recommendations, as appropriate.

Date: June 2025

Section Seven – Governors' Handbook

Procedure for Handling Complaints against the Corporation

1 Introduction

- 1.1 The Corporation is accountable for its decisions and needs to ensure that it fulfils its legal duties, acts within its powers and acts reasonably at all times. The Code of Ethics and Conduct sets out the expectations of individual members of the Corporation.
- 1.2 A complaint may be made against the Corporation, a Corporation member, including the Principal/CE, if the complaint relates to their role as a Corporation member or the Director of Governance, Risk & Compliance to the Corporation.
- 1.3 The Director of Corporate Governance, Risk & Compliance to the Corporation will act as the point of contact for any complaint that is made against the Corporation or an individual member of the Corporation.
- 1.4 The Chair of the Corporation will act as the point of contact for a complaint made against The Director of Corporate Governance, Risk & Compliance to the Corporation.
- 1.5 A complaint may be received from an individual or an organisation.

Complaints must relate to:

- The performance of the Corporation, a member, or The Director of Corporate Governance, Risk & Compliance to the Corporation, of the functions respectively allocated to them under the Articles of Government of the College;
- The exercise by the Corporation of its powers; and/or
- Any other alleged breach or non-observance of the duties of the Corporation. Individual members or The Director of Corporate Governance, Risk & Compliance to the Corporation under the Instrument or Articles of Government of the College, its Code of Ethics and Conduct
- for the members or the Financial Memorandum with the Skills Funding Agency or the Funding Agreement with the Education Funding Agency.

2 Procedure

- 2.1 Complaints against the Corporation or a member of the Corporation should be made in writing and sent to the:

Director of Governance, Risk & Compliance to the Corporation
Solihull College & University Centre
Blossomfield Road
Solihull
B91 1SB

(A complaint against The Director of Corporate Governance, Risk & Compliance to the Corporation should be made in writing and addressed to the Chair of the Corporation at the same address.)

- 2.2 The complainant should state the nature and grounds of the complaint (see 1 above) and provide any supporting details or documentation. The complainant should also state the remedy he/she is seeking.
- 2.3 The Director of Corporate Governance, Risk & Compliance will acknowledge receipt of the complaint usually within seven working days.

- 2.4 The Director of Corporate Governance, Risk & Compliance will advise, without delay, the Chair of the Corporation that a complaint has been received and its nature. (Where the complaint relates to the Chair, the Vice Chair will be advised).
- 2.5 The Chair and The Director of Corporate Governance, Risk & Compliance will determine the nature of the complaint and agree how it will be investigated. This may be by The Director of Corporate Governance, Risk & Compliance, the College's Audit & Risk Committee; one or more Corporation members; or an external person who has substantial experience of college governance; provided in each case that they have not been involved in the matters subject to complaint.
- 2.6 The investigation may include production of written statements, interviews or appropriate actions. Where individuals are invited for interview they may be accompanied by a colleague, or appropriate adult. The investigator may refer issues to the Corporation's auditors or other independent advisers, as appropriate.
- 2.7 A written report will be prepared regarding the outcome of the investigations. Both the complainant and the Corporation will receive a copy of the written report normally within 28 working days of the complaint being referred to them.
- 2.8 Where the complaint relates to an individual member of the Corporation, that individual will be advised that a complaint has been received.
- 2.9 The Director of Corporate Governance, Risk & Compliance will keep the Chair (or Vice Chair) informed of the progress of the investigation and the resolution of the complaint.
- 2.10 A written report will be considered at the next Corporation meeting as well as any possible action or remedy that may be required.
- 2.11 If a complaint remains dissatisfied following implementation of the procedure, a complainant may wish to write to the Education and Skills Funding Agency, Cheylesmore House, Quinton Road, Coventry CV1 2WT.

Whilst we aim to meet all deadlines please note that this may not always be possible, particularly if the complaint is received outside of term time. Any potential delays will be communicated to the complainant.

Section Eight – Governors' Handbook

Procedure for Seeking Independent Legal Advice

Introduction

The purpose of the procedure is to establish a formal mechanism whereby governors, collectively or individually, may obtain professional advice.

Under the procedure, Governors shall have the right to take advice on any matters concerning the exercise of their powers and responsibilities. Such matters shall include advice on their legal, accounting and regulatory duties, but shall exclude advice to individual Governors concerning their own personal interests in relation to the Corporation.

The procedure is in addition to, and does not displace, the inherent power of the Corporation to decide to take independent professional advice by passing a resolution to that effect.

The Corporation needs to ensure that The Director of Corporate Governance, Risk & Compliance is independent of College management and the procedure also confirms the capacity of The Director of Corporate Governance, Risk & Compliance to obtain independent professional advice, where appropriate.

Procedure

A Governor who proposes to seek advice under this procedure shall, in the first instance, confirm with The Director of Corporate Governance, Risk & Compliance whether the Corporation has already obtained advice on the issues raised.

In the event that the Governor is not satisfied with the advice already obtained, written notice should be given to The Director of Corporate Governance, Risk & Compliance. The notice must contain a summary of the issues on which advice is sought and where independent advice is requested, (i.e. not from the Corporation's usual advisors), the names of the advisors it is proposed to instruct, together with an explanation of the reasons for this and an estimate of costs.

The Director of Corporate Governance, Risk & Compliance will, without delay, provide a copy of the notice to the Chair of the Corporation and the Principal. The Chair, in consultation with the Principal, will determine whether to authorise payment for such advice, within ten working days.

The Director of Corporate Governance, Risk & Compliance will, without delay, notify the requesting Governor in writing whether the costs for the advice will be paid by the Corporation and if not, give brief reasons.

Any advice, which is obtained under this procedure, shall be made available to all Governors.

Any expenditure incurred under this procedure will be reported to the Corporation, without delay.