

BOARD OF GOVERNORS

STANDING ORDERS FOR THE CONDUCT OF BUSINESS

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INTERPRETATION

1. In these Standing Orders:

“College” means South Staffordshire College

“Board” means the Board of Governors of South Staffordshire College

“Committee” means a committee of the Board

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

“Vice-Chair” means the Vice-Chair of the Board

“Governor” means a member of the Board of Governors

“Co-opted non-governor member” means a person who is not a governor but who is appointed as a member of a committee

“Principal” means the Chief Executive Principal of South Staffordshire College

Words importing one gender shall import all genders and the singular number shall include the plural and vice versa (unless the context otherwise requires).
2. These Standing Orders are intended to be supplementary to the Instrument and Articles of Government made by the Board under the Education Act 2011. In the event that any question arises as to the interpretation of these Standing Orders, any statutory provision for the time being in force affecting further education corporations shall take precedence.
3. Having first taken the advice of the Clerk, the ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Board or a committee, nor open to discussion.

APPOINTMENT OF GOVERNORS

4. Governors will be selected and appointed in accordance with the Policy on the Selection of Governors contained in Appendix 1. The Board shall only appoint external governors having first considered the advice of the Governance & Search Committee.

APPOINTMENT OF CHAIR AND VICE-CHAIR

5. Unless otherwise decided by the Board, the Chair and Vice-Chair shall hold office from 1st August in the year of appointment until 31st July of the following year. This provision is subject to the right of the Board to remove the Chair or Vice-Chair from office or for either office holder to resign in accordance with the Instrument of Government.
6. The procedure set out in Appendix 2 will be used for the appointment of the Chair and Vice-Chair.
7. At the expiry of their term of office, the Chair or Vice-Chair shall be eligible for reappointment.
8. The role & responsibilities of the Chair and Vice Chair are set out in Appendix 3 and Appendix 4 respectively.
9. Whilst any governor is free at the appropriate time to volunteer or to nominate another governor for appointment as Chair or Vice-Chair, the Governance & Search Committee will seek to identify governors who might be appointed to these positions in the future, which may include the option to search and advertise externally for a governor to be appointed with a view to becoming the Chair of the Board. This is with the intention of avoiding a situation in which the Chair and the Vice-Chair either reach the end of their terms of office or decide to stand down and there is no governor available to take their

place. The Governance & Search Committee's work in this area will be based upon the need to ensure that the Board is composed of people who are highly committed to the values and purpose of the College, have a good blend of knowledge, skills and experience; along with a balanced and diverse set of views, to drive College improvement and good governance alike.

10. The position of Vice-Chair may be used in the context of succession planning although it will not always be the case nor the intention that a Vice-Chair succeeds the Chair.

APPOINTMENT OF THE CLERK TO THE CORPORATION

11. The Board shall appoint a person to provide the service of Clerk to the Corporation on contractual terms approved by the Board. The role of the Clerk is set out in Appendix 6.

ELIGIBILITY OF GOVERNORS TO SERVE

12. Governors shall be required, as a condition of Board membership, to declare their eligibility to serve. This declaration shall be made before appointment as a governor and annually thereafter prior to the commencement of each academic year.
13. Where possible all governors shall be required to undergo a Disclosure & Barring Service check prior to appointment. If the DBS check is not carried out prior to appointment then the appointment shall be made subject to the Governor undertaking a DBS check within 2 weeks of appointment.

GOVERNORS' TERMS OF OFFICE

14. The Board will determine the term of office of individual governors, subject to a maximum term of four years with the exception of the Principal, who shall serve for the period of appointment as Principal.
15. In accordance with the recommendations of the Committee on Standards in Public Life, a governor shall not ordinarily serve for more than two consecutive periods of four years. However, the Board may vary this general rule if there are exceptional reasons for a governor being appointed for a further term of office.

SUSPENSION & TERMINATION OF MEMBERSHIP

16. Should the Chair, or in the Chair's absence the Vice-Chair, consider that it may be appropriate for the Board to remove a governor from office under Clause 9(2) of the Instrument of Government, the procedure set out in Appendix 7 shall apply.
17. Similarly, should the Chair, or in the Chair's absence a Vice-Chair, consider that it may be appropriate for the Board to remove a co-opted non-governor member of a committee from office, the procedure set out in Appendix 7 shall apply.
18. The Chair, or in the Chair's absence, the Vice-Chair may for good and urgent cause suspend the membership of a governor pending a formal determination by the Board under Clause 9(3) of the Instrument of Government. In these circumstances, the Clerk will advise the governor of the suspension in writing.

GOVERNORS' INTERESTS

19. Governors shall be required, as a condition of Board membership, to declare any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect their judgement in relation to any aspect of the College's business. This declaration shall be made upon appointment as a governor and annually thereafter at the commencement of each academic year. Governors must also register any interests that arise during the year.

CODE OF CONDUCT FOR GOVERNORS

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

ROLE OF INDIVIDUAL GOVERNORS

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

MEETINGS OF THE BOARD

22. The Board shall meet at least once in every term and shall hold such other meetings as may be necessary.
23. Subject to paragraphs 24, 25 and 35, all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Board written notice of the meeting and a copy of the proposed agenda.
24. A meeting of the Board, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any five members.
25. 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 special meeting and a copy of the proposed agenda may be given within less than seven calendar days.
26. Only the business on the agenda will be discussed at Board meetings except for urgent matters which the Chair rules may be considered. Full details of such matters must be given to the Chair in advance of the meeting and the Chair’s approval obtained before such items are raised.
27. Any decision that could be made by a meeting of the Corporation shall be capable of being validly made if a resolution in writing is signed to that effect by such number of persons being at least the minimum number required to pass a resolution at a meeting and eligible to be at the relevant quorate meeting of the Corporation
28. Any meeting or communication with a member of the Corporation or any committee thereof shall be capable of being made by electronic means (as defined in section 1168(3) to (6) (inclusive) Companies Act 2006)
29. The Clerk will keep a register of attendance for every meeting of the Board and its Committees or Working Groups and will note Governors’ attendance, absence and apologies including the governor’s name in the minutes.
30. The Principal shall be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate.
31. Any question of attendance by any other person at a meeting of the Board shall be decided by the Board on the recommendation of the Chair after taking advice from the Principal and the Clerk.

QUORUM

32. Meetings of the Board shall be quorate if at least 40% of the membership determined under clause 3 of the Instrument of Government is present.
33. If the number of members present for a meeting of the Board does not constitute a quorum, the meeting shall not be held.
34. If during a meeting of the Board there ceases to be a quorum, the meeting shall be terminated at once.
35. If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.

PROCEEDINGS OF MEETINGS

36. Every question to be decided at a meeting of the Board shall be decided by a majority of the votes cast by members present and entitled to vote on the question.
37. Where, at a meeting of the Board, 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.
38. A member may not vote by proxy or by way of postal vote.
39. 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.
40. Except as provided by procedures made pursuant to article 15 of the Articles of Government (relating to grievance, suspension and disciplinary procedures), a member of the Board who is a member of staff at the institution, including the Principal, shall withdraw:
 - (a) from that part of any meeting of the Board, 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;
 - (b) from that part of any meeting of the Board, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
 - (c) if so required by a resolution of the other members present, from that part of any meeting of the Board, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of staff; and
 - (d) if so required by a resolution of the other members present, from that part of any meeting of the Board 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.
41. If the Principal has chosen not to be a member of the Board, they shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Board and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under paragraph 40.
42. A student member who is under the age of 18 shall not vote at a meeting of the Board, or any of its committees, on any question concerning any proposal—
 - (a) for the expenditure of money by the Board; or
 - (b) under which the Board, or any members of the Board, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
43. A student member shall withdraw from that part of any meeting of the Board or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
44. In any case where the Board, 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—
 - (a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and

- (b) where required to do so by a majority of the members, other than student members, of the Board or committee present at the meeting, withdraw from the meeting.
- 45. The Clerk—
 - (a) shall withdraw from that part of any meeting of the Board, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and
 - (b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Board is required to withdraw under paragraph 39.
- 46. If the Clerk withdraws from a meeting, or part of a meeting, of the Board under paragraph 45, the Board shall appoint a person from among themselves to act as Clerk during this absence.
- 47. If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Board, the Board shall appoint a person from among themselves to act as Clerk to the committee during this absence.

DISORDERLY CONDUCT BY GOVERNORS

- 48. If at a meeting of the Board any governor in the opinion of the Chair misconducts himself by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly, or offensively, or by wilfully obstructing the business of the Board, the Board may by a majority vote require the governor to withdraw from the meeting.

ADJOURNMENT

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

MINUTES

- 50. Written minutes of every meeting of the Board shall be prepared, and, subject to paragraph 51, at every meeting of the Board the minutes of the last meeting shall be taken as an agenda item.
- 51. Paragraph 50 shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.
- 52. Where minutes of a meeting are taken as an agenda item and agreed to be accurate, the clerk will mark them as approved with the date of approval.

PUBLIC ACCESS TO MEETINGS

- 53. Meetings of the Board of Governors shall not open to members of the public and representatives of the press.

PUBLICATION OF MINUTES AND PAPERS

54. Subject to paragraph 55, the Board shall ensure that a copy of—
- (a) the agenda for every meeting of the Board;
 - (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
 - (c) the approved minutes of every such meeting; and
 - (d) 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.
55. There shall be excluded from any item made available for inspection any material relating to:
- (a) a named person employed at or proposed to be employed at the institution;
 - (b) a named student at, or candidate for admission to, the institution;
 - (c) the Clerk; or
 - (d) any matter which, by reason of its nature, the Board is satisfied should be dealt with on a confidential basis, including:
 - i. Consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Board
 - ii. Consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position
 - iii. Information provided in confidence by a third party who has not authorised its disclosure
 - iv. Where appropriate, professional advice received from or instructions given to the College's professional advisers
 - v. Discussion of any legal proceedings in which the Board is involved
 - vi. Information planned for publication in advance of that publication
 - vii. Any other matters the publication of which would, in the Board's view, be detrimental to the College's interests
56. The Board shall ensure that a copy of the approved minutes of every meeting of the Board, under paragraph 54, shall be placed on the institution's website, and shall, despite any rules the Board may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
57. The Board shall review regularly all material excluded from inspection under paragraph 55(d) and 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.

COMPLAINTS ABOUT THE BOARD OF GOVERNORS

58. Any member of the public wishing to make a complaint against the Board or against an individual governor will be asked to put the matter in writing to the independent Clerk to the Corporation via the College. The Clerk is authorised by the Board to arrange for

any such complaint to be investigated and to report to the appropriate regulatory authority if in his/her judgement this is warranted by the nature of the complaint.

59. The Clerk will ensure that a full response is made to the complaint and, where a lengthy investigation is undertaken, that the complainant is kept advised of progress. The Board of Governors is committed to acting as openly as possible but reserves the right, acting upon the advice of its lawyers, to keep confidential any matters which should not be publicised. The Clerk will also report on the complaint and the investigation to the Chair and the Board, as appropriate to the circumstances.

COMMITTEES

Constitution and Terms of Reference

60. In addition to the Audit Committee required by the Instrument of Government, the Board will establish a Governance & Search Committee and a Remuneration Committee. The constitution and terms of reference of these committees shall be as set out in Appendix 11.
61. The Standing Orders of the Board set out herein shall apply to committee meetings subject to any specific provisions relating to committees contained in Standing Orders 62 to 69.

Membership and Term of Office

62. Subject to paragraph 63, a governor's term of office as a member of a committee lasts until the expiry of their term of office as a governor unless they have been appointed for a further term of office as a governor.
63. The Board will review the membership of committees from time to time and may change the membership of committees as they see fit.
64. Co-opted members of committees will be appointed by the Board and will hold office for four years. The Board may re-appoint such co-opted members for further terms of office if they so decide.

Committee Chairs

65. Where the constitution of a committee requires the committee to appoint a Chair, they must be selected from amongst the members who are governors except that the Principal or any staff or student governors shall be ineligible to be appointed as Chair.

Committee Meetings

66. Committees will meet as scheduled in the annual timetable of meetings approved by the Board. However, the committee Chair has authority to rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The committee Chair may also cancel a meeting if the Clerk advises that there is insufficient business requiring the committee's attention to justify holding a meeting before the next scheduled meeting of the Committee.

Committee Minutes

67. Formal minutes of committees will be prepared by the Clerk and submitted to the next scheduled meeting of the Board.
68. Having regard to the criteria for confidentiality set out in paragraph 55, the Clerk will prepare separate minutes for the non-confidential and confidential items.

Attendance at Committee Meetings by Persons who are not Committee Members

69. The Board's written policy on attendance at committee meetings by persons who are not committee members, as required by Article 7(a) of the Articles of Government, is set out in Appendix 10.

URGENT ACTION

70. If, in their opinion, any matter which would otherwise be the responsibility of the Board, is of an urgent nature, the Principal may, in consultation with the Clerk, obtain the agreement in writing of the Chair (or in their absence the Vice-Chair) of the Board, to take action necessary to deal with the matter. Provided always that none of the responsibilities of the Board referred to in Articles 8 & 9 of the Articles of Government may be the subject of such action.
71. Every such decision shall be reported to the next available ordinary meeting of the Board.

AUTHENTICATION OF DOCUMENTS

Common Seal

72. The Common Seal of the Board must be kept in a safe place at the College and must be secured by a lock the key to which will be kept in accordance with arrangements approved by the Clerk. The Clerk will authorise the affixing of the Common Seal to any document which requires to be sealed for the transaction of the business of the Board. The application of the Seal shall be authenticated by the signature of the Chair (or in their absence the Vice-Chair) together with that of any other governor.

Signing of Documents

73. The Principal is authorised to sign on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the Board or its committees or any other matter in furtherance of the College's business.

SUSPENSION OF STANDING ORDERS

74. Any Standing Order may be suspended at any meeting of the Board provided that the advice of the Clerk has been received, that a majority of the governors currently holding office (whether present or not) so decide and provided that, in so doing, there is no conflict with any statutory requirement.

VARIATION OR REVOCATION

75. Any amendment, variation, addition to or revocation of these Standing Orders shall be approved by the Board and shall take effect as from the conclusion of the meeting at which the Board's approval is given, subject to any direction to the contrary given by the Board. Any such changes to these Standing Orders shall not be made in such a way that a conflict is created with any provision of the Instrument and Articles of Government of the College which take precedence at all times.

REVIEW AND UPDATING

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

POLICY ON THE SELECTION OF GOVERNORS

1 INTRODUCTION

- 1.1 The Governance & Search Committee has the responsibility for advising the Board on all aspects of the Board's membership, including the appointment and reappointment of governors. The Committee will review on an annual basis those terms of office that are due to expire and will seek to ensure that periods of time when the Board is below full strength are minimised.
- 1.2 It is the responsibility of the Clerk to the Corporation to alert the Governance & Search Committee when a governor's term of office is nearing expiry and the Committee will use this policy when arranging a reappointment or the recruitment of a replacement. This will include keeping the Board's skill mix under review with a view to seeking appropriate improvements if possible.

2 EXTERNAL GOVERNORS

Expiry of the Term of Office of an Existing Governor

- 2.1 The Clerk to the Corporation shall report to the Governance & Search Committee the name of any governor whose term of office is nearing its expiry. This must be done in sufficient time for the Committee to report to the Board at its last meeting before the term of office expires. When the governor under consideration is a member of the Governance & Search Committee, that governor shall withdraw from the meeting and take no part in the decision or voting in relation to his/her future membership of the Board.
- 2.2 The Governance & Search Committee will consider whether or not to make a recommendation to the Board that the governor be appointed to serve for a further term of office. The Committee shall base their decision on the following factors:
 - (a) Whether the skills and experience of the governor are still required
 - (b) Whether it would be appropriate to take the opportunity to refresh the range of skills and experience available to the Board
 - (c) The governor's contribution and commitment to the Board's work
 - (d) The length of the governor's previous service on the Board
- 2.3 A governor's term of office will expire automatically unless the Governance & Search Committee decides to recommend a further appointment and the Board accept the recommendation. In accordance with the recommendations of the Committee on Standards in Public Life, a governor shall not ordinarily serve for more than two consecutive periods of four years. However, the Committee may recommend that the Board waives this general rule if there are exceptional reasons for a governor being appointed for a further term of office. The Clerk shall advise the governor of the Committee's decision.
- 2.4 A recommendation from the Committee that a governor be reappointed for a further term of office will be subject to the governor being willing to serve. The Clerk will ascertain in advance of the Board meeting whether or not the governor in question is willing to be appointed for a further term. If the governor is not so willing, a vacancy arises and will be dealt with under paragraphs 2.7 to 2.9 of this policy.
- 2.5 Where the Board decides to appoint an existing governor for a further term of office, the Board shall make the appointment in accordance with the Instrument of Government of the College.
- 2.6 Where the Board decides not to appoint an existing governor for a further term of office, a vacancy shall exist and shall be dealt with under paragraphs 2.7 to 2.9 of this policy.

Filling of Vacancies

- 2.7 When a vacancy arises for an external governor, for whatever reason, the Governance & Search Committee will approve a specification for the person ideally suited to fill the vacancy. This will be based on the current skill mix required and specified by the Board.
- 2.8 If the Committee so decides, a suitable advertisement will be approved by the Chair of the Board and placed in publications likely to reach a broad cross-section of the population and persons likely to be able to meet the person specification. Existing Board members will also be asked to bring the vacancy to the attention of any persons that they think might be suitable for appointment. Applications shall be submitted in writing to the Clerk to the Corporation.
- 2.9 Where necessary, the Chair, the Principal and the Clerk will shortlist suitable candidates. The Committee will interview all candidates and make recommendations to the Board.

3 STAFF GOVERNORS

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

4 STUDENT GOVERNOR

- 4.1 Where there is a vacancy for a student governor the selection process shall be as follows:
- (a) The vacancy shall be advertised to all learners who are registered at the College. All students and apprentices whether on full time or part time courses are eligible to apply for the vacancy.
 - (b) Students may apply for the role by writing to the Clerk providing details of the course they are attending together with a short statement on why they wish to be a governor and what they can bring to the role.
 - (c) Where there is more than one application for the vacancy, the candidates' applications will be considered by a panel made up of 3 members drawn from the Governance and Search Committee and the Executive Leadership Team who will verify the applicants' suitability for the role. This may include interviewing candidates to assess their suitability for the role as well as identifying any support or training required to enable to fulfil the role. The panel may have regard to the student's attendance and disciplinary records and other criteria determined by the Governance and Search Committee when determining whether the student should be put forward to the student body for election or, (if only one candidate) to the Board of Governors for appointment.
 - (d) Where there is more than one suitable applicant for the vacancy after the conclusion of the process at 4.1(c) a ballot will be held in which all students shall be entitled to vote.
 - (e) The clerk shall determine the arrangements for the ballot and will oversee the issue and receipt of ballot papers

- 4.2 The name of the student selected shall be put forward to the Board of Governors who shall appoint the nominee provided that they are eligible for Board membership.

5 THE PRINCIPAL

- 5.1 In accordance with the Instrument of Government, the Principal shall be a governor of the College unless they choose otherwise.
- 5.2 Separate arrangements apply to the selection and appointment of the Principal.

6 APPOINTMENTS

- 6.1 It is a condition of appointment for all governors that they must:
- (a) Declare their interests in a form prescribed by the Board
 - (b) Declare their eligibility for Board membership in a form prescribed by the Board
 - (c) Agree to be bound by the Code of Conduct approved by the Board
 - (d) Undergo a Disclosure & Barring Service check

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

Annual appointment

- 1 At the penultimate meeting in the academic year, the Board will consider whether to apply this procedure for the election of the Chair and Vice-Chair for the following year. From time to time, the Board may decide to bring the election process forward to an earlier point within the academic year in order to meet the needs of the Corporation. The current Chair and Vice Chair shall leave the meeting during this discussion and another governor shall be selected to chair the meeting for this item. Provided that the current appointees are willing to continue in office, the Board may decide to waive the application of the procedure.
- 2 The Clerk will write to all members of the Board inviting them to put their names forward if they are willing to be appointed to the position of Chair or Vice-Chair (or either) and/or to nominate other governors for these appointments. Any governor wishing to nominate another governor must first ascertain that the prospective nominee is willing to be appointed. For any name put forward, a short report must be completed, outlining the skills and experience relevant to that of the post of Chair or Vice Chair (or either), as set out within Appendix 5. The Governance & Search Committee will then give consideration to each submission, in terms of suitability, individual skills, commitment and contribution to the College. Following this, nominees will then be advised of the outcome. In accordance with the Instrument of Government, the Principal and the staff and student governors are ineligible for appointment as Chair or Vice-Chair.
- 3 The Clerk will advise the governors of the names of candidates for election as Chair and circulate the accompanying completed nomination forms. The Clerk will then invite governors to declare the candidate for whom they wish to vote via an anonymous ballot. A closing date for voting will be given and responses received after that date will not be counted. The ballot will only be valid if the number of votes cast equals or exceeds the quorum for meetings of the Board as required by Standing Orders. If, for any reason, a candidate withdraws from the election, the process will continue with the remaining candidates. In the event of a tied vote, the vote cast by the current Chair shall be counted twice (as a casting vote) provided that person is not a candidate in the election. If the Chair is a candidate in the election or did not submit a vote, the Clerk shall organise a re-election using the same procedure.
- 4 The Clerk will publish to the governors the name of the successful candidate.
- 5 When the Chair has been elected, the Clerk will use the process described in paragraph 3 and 4 to conduct a ballot for the election of Vice-Chair.
- 6 At the last meeting of the Board before the end of the academic year, the Board will appoint as Chair and Vice-Chair the persons elected by the governors. The governors elected shall be absent from the meeting whilst the Board conducts this item of business.

Non-routine appointments

- 7 In the event of the Chair becoming vacant during the academic year, the Vice-Chair shall assume the Chair whilst the election procedure for the Chair is undertaken as described above. However, should the Vice-Chair be a candidate for election as Chair, a governor who does not intend to stand for election shall be selected by the Board to act as Chair for the appointment of the new Chair only. (This is to avoid the Vice-Chair being able to vote for him/herself in the event of a tied vote).
- 8 The Clerk will write to all members of the Board inviting them to put their names forward if they are willing to be appointed to the position of Chair and/or to nominate another governor.
- 9 The Clerk will conduct the election as described in paragraphs 3 and 4.
- 10 The Clerk will publish to the governors the name of the successful candidate. In the event of a tied vote, the vote cast by the Vice-Chair (or by the governor selected by the Board to

act as Chair for this matter under paragraph 7) shall be counted twice (as a casting vote).

- 11 In the event that the Vice-Chair is subsequently appointed as Chair, the Clerk shall arrange the election of a replacement Vice-Chair in accordance with the procedure set out in paragraphs 5 and 6.
- 12 At the earliest opportunity, the Board will appoint as Chair and Vice-Chair the persons elected by the governors. The governors elected shall be absent from the meeting whilst the Board conducts this item of business.

ROLE AND RESPONSIBILITIES OF THE CHAIR

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

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

ROLE AND RESPONSIBILITIES OF THE VICE-CHAIR

1. Develop an effective working relationship with the Chair, Principal and the Clerk, based on a full understanding of the role of the Corporation in the governance of the College.
2. Where appropriate, to offer both general and specific support to the Principal and Chair where strategic, major or contentious issues are involved.
3. Provide effective leadership in support of the Chair, including in their absence,
4. In the absence of the Chair or where deputised to do so, the Vice Chair ensures that they:
 - (a) Ensure that the governance arrangements are working in the most effective way
 - (b) Chair meetings of the Board effectively and efficiently
 - (c) On an annual basis assist in the appraisal of the performance of Governors and the Board.
 - (d) Assist in the assessment of the performance of the Principal and the Clerk
5. External Role: The Vice Chair may be asked to (in the absence of the Chair and with the consent of the external organisation concerned) to represent the College and the Board on appropriate occasions.

(Estimated time commitment required: a minimum of 6 hours per month)

CHAIR/VICE CHAIR NOMINATION FORM

| | |
|---|--|
| Name of Nominee | |
| I can confirm that I am willing to accept the office of _____ if elected. | |
| Signature of Nominee | |
| Date | |
| Skills and experience relevant to the role | |
| | |
| Overall attendance at Board and committee meetings in the preceding and/or academic year | |

ROLE OF THE CLERK TO THE CORPORATION

Main Purpose:

This role is critical for the effective and efficient functioning of the Corporation. Working within the parameters set by the Instrument and Articles of Government, and relevant legislation, the Clerk to the Corporation will provide a key role in ensuring high quality governance of the Corporation.

The postholder will be responsible for the 'conscience' of the College by providing independent, high quality guidance on statutory, constitutional, operational and procedural issues as they affect the Corporation and its committees

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

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

Main Duties and Responsibilities

1. To advise the members of the Corporation Board (governors) on the proper exercise of their powers within Statutory Instruments issued under the Further and Higher Education Act 1992 and subsequent revisions.
2. To advise on and be responsible for the constitution of the Corporation (Instrument and Articles and any bye-laws).
3. To monitor, advise and support compliance with the Governance Code adopted by the Corporation and reported to the funding bodies including an annual self-assessment on board performance.
4. To work closely with the Chair, Chief Executive Principal, senior members of staff and all members of the Corporation, to enable them to fully carry out their roles and responsibilities, to achieve their ambitions for the College.
5. To give guidance to the Corporation Board, its Chair or one of its committees appear to be at risk of acting outside its powers or in a way which may be unlawful.
6. To be independent of the senior management team and to provide advice which is unbiased and impartial.

Other Duties and Responsibilities

1. To promote sound standards of governance and act as a guardian of integrity.
2. The Clerk to the Corporation has access to confidential information and must therefore preserve confidentiality.
3. To be responsible to the Governing Body (the Board) for ensuring that their proceedings are conducted in accordance with the Corporation's Instrument and Articles and rules and regulations made under the Articles, the Education Acts (as modified or replaced from time to time), the law relating to charities (including the requirements of the Charity Commissioners) and the general law.

4. To obtain and make available professional advice for the Board of Governors and to individual governors in accordance with their role as governors.
5. To be accountable to the Board, through the Chair, on all matters relating to his or her duties as an officer of the Corporation.
6. To maintain registers.
7. To be responsible for the Corporation's seal and preparing documentation to be executed under the seal.
8. To facilitate governors engagement with the business of the College so as to maximise their contribution to the work of the Board.
9. To manage the administrative aspects of Corporation meetings (including the timely preparation of agendas and minutes and circulation of papers), and ensure meetings proceed in accordance with the requirements of the relevant constitutional documents
10. To formulate, with the Chair and the Chief Executive Principal as appropriate, follow-up instructions that arise from meetings, reporting on what action has been taken in response to such instructions at subsequent meetings thereafter.
11. To formulate, with the Chair and Chief Executive Principal as applicable, the timetabling of all meetings of the Corporation, the cycle of business, agendas and organising supporting reports and briefing papers; liaising with those members of staff or governors who may be required to prepare papers for forthcoming meetings.
12. To manage and support authors to produce good quality, timely papers which meet the requirements of the Board and Executive Leadership Team.
13. To administer those procedures approved by the Board of Governors for making information about the Board's business available to the public in accordance with the principle of transparent and open accountability.
14. To lead on and facilitate the recruitment of governors to ensure the membership of the Board comprises the appropriate balance of skills, knowledge and experience and to ensure that all appointments have been validly made.
15. To conduct elections for staff governors and support the student governor appointment process.
16. To facilitate the induction, training and development of governors in conjunction with appropriate internal and external sources/agencies with a view to maximising the effectiveness of the Board of Governors in discharging its responsibilities.
17. The post holder will ensure full compliance with Freedom of Information legislation and the College's Publication Scheme is adhered to by the Corporation, with responsibility for all aspects related requests received for information under the provisions of the Freedom of Information Act 2000.
18. To attend appropriate conferences and training events to keep up to date with current trends and seek to introduce change/good practise as appropriate.
19. The Clerk to the Corporation shall undertake such duties as may reasonably be required by the Board.
20. To carry out all duties in accordance with the College's Health and Safety, Safeguarding & Equality & Diversity policies and procedures, practices and procedures.
21. In undertaking the above duties and responsibilities, the Clerk shall advise the Board if,

at any time, it is acting inappropriately or is likely to exceed its powers or infringe general or administrative law. Should the Board decline to act upon the Clerk's advice, the following arrangements shall apply:

- (a) The Clerk shall put their advice to the Board of Governors in writing, having first consulted such external agencies as they consider to be appropriate in the circumstances and the Clerk's advice shall be recorded in the minutes.
- (b) Should the Board continue to disregard the Clerk's advice, the Clerk is authorised, without further reference to the Board, to refer the matter to whatever external agencies they consider appropriate, including the College's funding body, its internal and external auditors and the appropriate Government Department.

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

- 22. The Clerk is authorised to arrange for any complaint by a member of the public against the Board or against an individual governor to be investigated. The Clerk may report the matter to the College's funding body if in their judgement this is warranted by the nature of the complaint.
- 23. Subject to any requirement for confidentiality, the Clerk will ensure that a full response is made to the complaint and, where a lengthy investigation is undertaken, that the complainant is kept advised of progress. The Clerk will also report on the complaint and the investigation to the Chair and the Board, as appropriate to the circumstances.

PROCEDURE FOR THE REMOVAL OF A GOVERNOR FROM OFFICE

1. ABSENCE FROM MEETINGS FOR A PERIOD LONGER THAN SIX MONTHS

- 1.1 The Clerk will be responsible for monitoring the attendance of governors at formally summoned Board and Committee meetings. If a governor has been absent from meetings of which (s)he is a member for a period of longer than six months without the Board's agreement, the Clerk will immediately notify the Principal and the Chair of the Board.
- 1.2 The Clerk will then write on behalf of the Chair to the governor concerned explaining the position regarding his/her attendance and advising that this could result in the governor's removal from office. The governor should be asked to provide, within seven days, written reasons for his/her non-attendance at meetings.
- 1.3 The Clerk will then discuss the matter with the Chair and the Principal. The Chair shall decide, in consultation with the Clerk, whether or not the matter should be referred to the Governance & Search Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Governance & Search Committee consider that there may be grounds for the removal of the governor from office, they shall report the matter to the Board who shall determine whether the governor should be removed from office.

2. INABILITY OR UNFITNESS

- 2.1 Any question, regardless of its source, as to whether or not a governor may be unable or unfit to discharge the functions of a governor must be referred to the Clerk.
- 2.2 When such a question is brought to the attention of the Clerk (s)he shall immediately notify the Chair of the Board. If it appears to the Chair that the matter should be pursued, (s)he will decide, in consultation with the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.
- 2.3 The Chair will decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Governance & Search Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Governance & Search Committee consider that there may be grounds for the removal of the governor from office, they shall report the matter to the Board who shall deal with the matter in accordance with paragraph 3.

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

- 3.1 Meetings of the Board at which the removal of a governor is to be considered shall be convened by the Clerk giving at least seven days notice in writing to all parties entitled to attend the meeting. The governor whose removal is being considered ("the governor") should be provided with written notification setting out why the Board is considering taking such action.
- 3.2 The meeting shall be attended by members of the Board, the Clerk, and the governor. The governor has the right to be accompanied and/or represented by a person of his/her choice.
- 3.3 The governor shall be entitled to attend all parts of the meeting relating to whether (s)he should be removed from office save that (s)he shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.
- 3.4 At the meeting, the reasons why consideration is being given to the removal of the governor shall be explained to the governor and the governor shall have the opportunity

to state his/her case in full. Both the governor and the Board shall have the right to examine witnesses if appropriate.

- 3.5 The Board shall decide whether or not the governor should be removed from office. In either case the Clerk shall notify the governor of the Board's decision in writing as soon as practicable after the meeting and, in any event, within seven days.
- 3.6 A governor removed from office shall have no right of appeal against the Board's decision.

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

- 4.1 A person co-opted by the Board to serve as a member of a committee ("the member") may be removed from membership of that committee if he or she has failed to attend meetings of the committee for a period of six months or more, or for any other reason, at the sole discretion of the Board.
- 4.2 In the event that the Board is considering the removal of a member, the member shall be provided with written notification setting out why the Board is considering taking such action.
- 4.3 The member shall be notified of the time and place of the Board meeting at which the member's removal is to be considered and the member has the right to provide written representations as to why (s)he should not be removed from membership of the relevant committee or to attend the meeting to state his/her case as to why (s)he should not be removed. The member shall not be entitled to attend any part of the meeting not relating to his/her removal and shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.
- 4.4 The Board shall decide whether or not the member should be removed from membership of the committee and the member shall be notified of the Board's decision in writing as soon as practicable after the meeting, and in any event within fourteen days.
- 4.5 A co-opted member removed from membership of a committee shall have no right of appeal against the Board's decision.

ROLE AND RESPONSIBILITIES OF A GOVERNOR

Main Responsibilities of the Board of Governors

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

1. the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
2. 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
3. approving the quality strategy of the institution;
4. the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
5. approving annual estimates of income and expenditure;
6. the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
7. setting a framework for the pay and conditions of service of all other staff.

Responsibilities of Individual Governors

1. To attend meetings of the Board of Governors and other occasional events arranged by the College.
2. If requested, to be a member of at least one committee of the Board and to attend the necessary meetings.
3. To participate actively and constructively in meetings of the Board and the appropriate committees and, in doing so, to assist the Board in its oversight of the College's activities and effectiveness of College management
4. To take an active interest in Further Education in general and in the College in particular.
5. To abide by the Code of Conduct for governors as approved by the Board and to declare any relevant financial, business and personal interests in accordance with the Register of Interests approved by the Board.
6. To contribute to the strength of the Board by bringing an external perspective and experience to the Board's oversight of the College but to stop short of giving professional advice.
7. To act as an ambassador for the College and to foster good relations between the College and the local community.
8. Always to act in the best interests of the College and not to speak or vote as if mandated by other persons or bodies.

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

ROLE AND RESPONSIBILITIES OF A CO-OPTED NON-GOVERNOR

1. To bring an external perspective to the work of the Corporation and to contribute specific professional expertise to the committee to which they are appointed. External co-opted committee members are not members of Corporation.
2. Co-opted Members will prepare for, attend and actively participate in committee meetings (by applying external knowledge and expertise). Co-opted Members will be invited to attend governor training and induction events as required.
3. Co-opted Members will play an active role to ensure that the committee, to which they are appointed, fulfils its responsibilities as defined in the Terms of Reference for the committee.
4. Co-opted Members will abide by the Code of Conduct for members and act as an ambassador for the College.
5. Co-opted Members will be required to make an annual declaration of eligibility and interests which is held by the Clerk.
6. All Co-opted Members will need to fully comply with Clause 7 of the Instrument of Government. A person is ineligible to become a Co-opted Member if a) they have ever been adjudged bankrupt or made a composition or arrangement with creditors, or b) they have ever been convicted of an offence and had a sentence of imprisonment (whether suspended or not) for not less than 3 months without the option of a fine.
7. All Co-opted Members should be the subject of a Disclosure and Barring Service (DBS) check,
8. A Co-opted Member shall not be an employee at the College or have any other business relationship with the College.

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

**SOUTH STAFFORDSHIRE COLLEGE
BOARD OF GOVERNORS**

POLICY ON:

1. Attendance at committee meetings by persons who are not committee members

1. Attendance at committee meetings by persons who are not committee members

- 1.1 Meetings of committees of the Board shall not be open to members of the public and representatives of the press.
- 1.2 With the exception of the Audit Committee, the Chair of the Board of Governors shall be entitled to attend and speak (but not to vote) at meetings of any committees of which he/she is not a member.
- 1.3 Subject to paragraph 1.7 below, the Principal shall be entitled to attend meetings of any committee of which he/she is not a member except for the Audit Committee which he/she shall attend only if requested to do so by the Chair of the Committee.
- 1.4 The Clerk to the Corporation shall be entitled and expected to attend meetings of all committees except that he/she shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
- 1.5 The Principal is authorised to invite other members of staff to attend committee meetings.
- 1.6 The Chair of any committee may invite the attendance of any other person at a committee meeting after having taken the advice of the Principal and the Clerk.
- 1.7 All committees shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered. However, a committee may not exclude the Clerk to the Corporation unless the provisions of paragraph 1.4 apply.

**CONSTITUTION &
TERMS OF REFERENCE OF
COMMITTEES**

AUDIT COMMITTEE

CONSTITUTION AND TERMS OF REFERENCE

Constitution

1. The membership of the Committee shall be five eligible governors with an appropriate mix of skills and experience to allow the Committee to discharge its duties effectively.
2. When appointing members to the Committee, the board shall ensure that:
 - 2.1 collectively, the members of the Committee have recent, relevant experience in risk management, finance and assurance;
 - 2.2 the abilities of the members reflect the needs of the College and extend to expertise in all relevant financial and non-financial areas;
 - 2.3 the membership of the committee will maintain its independence and objectivity. Therefore no person having any interest or perceived interest in the College (or its advisors or suppliers) or who is the holder of a senior post (including the Chair of the Board and the Chief Executive Principal) will be appointed as a member of the Committee;
 - 2.4 The Committee gives regular consideration to the development and training of its members to ensure their skills and knowledge are up to date.
3. The Board shall appoint a governor to act as Chair of the Committee and in the Chair's absence from any meeting, the Committee may appoint another member to act as Chair for that meeting.
4. The Committee shall be quorate when at least three members are in attendance.
5. The Committee shall meet at least three times in each academic year. Additional meetings may be called as necessary in agreement with the Chair of the Committee.
6. The Committee may hold a joint meeting with the Corporation and invite all Governors to attend that part of a meeting at which the External Auditor presents their annual assurance report on regularity.
7. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
8. The Committee shall not adopt an executive role.
9. Minutes of the meeting shall be taken by the Clerk to the Corporation and circulated to the Board. In the absence of the Clerk, an external governor will be appointed to take the minutes.

Terms of Reference

1. To assess and provide the Board of Governors with an opinion on the adequacy and effectiveness of the College's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
2. To advise the Board on the appointment, reappointment, dismissal, remuneration and terms of engagement of the financial statements and regularity auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.
3. To ensure that there is a policy in place for regular retendering of the external audit service at least every 5 years and to consider quality and price as part of their advice and recommendations to the Board.
4. To advise the Board on the provision of any additional services by the financial statements,

regularity and other audit and assurance providers and to explain how independence and objectivity have been safeguarded.

5. To review and monitor the financial statements and regularity auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.
6. To advise the Board on matters of internal control and other issues included in the management letters and reports of the financial statements and regularity auditor and of any reports submitted by other providers of audit and assurance services to the College and management's responses to these.
7. To monitor, within agreed timescales, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor and of any reports submitted by other providers of audit and assurance services to the College.
8. To oversee the College's policies on fraud, irregularity, impropriety, GDPR, cybersecurity and whistleblowing and ensure:
 - 8.1 the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity, GDPR and cybersecurity breaches
 - 8.2 that investigation outcomes are reported to the Committee
 - 8.3 that the external auditors (and internal auditors where appropriate) have been informed and that appropriate follow-up action has been planned/actioned
 - 8.4 that all significant cases of fraud, or suspected fraud, theft, bribery, corruption, or irregularity, cybercrime, major weakness or breakdown in the accounting or other control framework are reported to the ESFA and other relevant funding authorities as soon as possible.
 - 8.5 That the risks around fraud have been identified and controls put in place to mitigate them
9. To ensure the proper, proportionate and independent investigation of any significant Health and Safety incidents which are notified to the College.
10. Where appropriate, to advise the Board on the internal audit strategy and annual internal audit plans and to monitor and review the effectiveness of the College's internal audit function.
11. To have the right to access and scrutinise any activity within its terms of reference in order to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit, which may involve the engagement of a third party to assist.
12. To produce an annual report for the Board to include:
 - 12.1 a summary of the Committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report
 - 12.2 any significant matters of internal control included in the reports of audit and assurance providers
 - 12.3 the Committee's view of its own effectiveness and how it has fulfilled its terms of reference
 - 12.4 the Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, assurance over subcontracting, its framework of governance, risk management and control and processes for the effective and efficient use of resources, solvency and the safeguarding of assets
 - 12.5 the date of appointment of the external auditor and the remaining term of the contract with the College
 - 12.6 the number of meetings held in the year, and attendance records for each member

The annual report for the Board will be submitted to the Board before the Statement of Corporate Governance and Internal Control within the Annual Accounts is signed.

GOVERNANCE & SEARCH COMMITTEE

Constitution

1. The membership of the Committee shall be at least 5 governors with an appropriate mix of skills and experience to allow the Committee to discharge its duties effectively.
2. If the CEP or the Chair of the Board are not a member of the Committee, they may be invited to attend all or any part of the meeting to advise the Committee.
3. The Board shall appoint a Chair from amongst its external governor members.
4. The Committee shall be quorate when at least three members are in attendance.
5. The Committee shall meet at least once per term and also when necessary, as determined by the Chair having taken the advice of the Clerk.
6. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
7. Minutes of the meeting will be taken by the Clerk and circulated to the Board, with the exception of any confidential matters. In the absence of the Clerk, a member of the committee will be appointed to take the minutes.

Purpose

1. The Standing Orders (80) require the establishment of a Governance and Search Committee to advise on the appointment of members, and such other matters relating to membership and appointments as the Board may ask it to.
2. The Code of Good Governance for English Colleges and the DfE Guide for Good Governance set out a number of requirements including ensuring that there are organised, documented and clear governance and management structures in place which are subject to regular review

Terms of Reference

1. To advise the Board on the appointment, re-appointment and development of governors and to consider all aspects of good governance in relation to this including:
 - 1.1 recommending candidates for re/approval by the Board in accordance with the current Instrument and Articles of Government and Standing Orders and after following the approved procedure for the re/appointment of Governors.
 - 1.2 Monitoring and evaluating the success of individual member appointments and advising the Board on the suitability of members for re-appointment, acknowledging the value of refreshing its membership.
 - 1.3 Determining or advising on such matters relating to membership and good governance as the Board may delegate to the Committee.
 - 1.4 Monitoring the diversity profile of Board members and, having due regard for the benefits of diversity in membership, making recommendations regarding appointments to remedy any under-representation when appropriate. The Committee shall have regard to the College's obligations under all aspects of discrimination legislation.
2. To advise the Board on the balance of skills, experience, and knowledge appropriate to its strategic objectives, carrying out a regular skills audit to identify any gaps in the profile adopted by the Board and developing strategies to address any deficiencies.
3. To engage in succession planning for the office of Chair and other offices held by governors including Vice Chair and Chairs of the Committees and Working Groups and to make recommendations to the Board for appointments.
4. To review the programme for the governors' training and development including recommending approval of policies and procedures for the induction and continuing professional development of Board members.
5. To review the Standing Orders of the Board, its governance structure and the terms of reference for any committee or working group and make recommendations to the Board on any aspects of its corporate governance.
6. To address any other issues relating to good governance and to make recommendations for the approval of any other governance-related policies and procedures.
7. To plan and oversee the annual review of governance and/or any external review of governance commissioned by the Board and to monitor the implementation of any recommendations arising out of such reviews.
8. To undertake any special/specific projects which the Board may delegate to the Committee

REMUNERATION COMMITTEE CONSTITUTION AND TERMS OF REFERENCE

Constitution

1. The membership of the Committee shall be the Chair of the Board (ex-officio) and three other external governors. Ineligible members are the Chief Executive Principal (CEP) and the staff and student governors.
2. The Assistant Principal – HR will be invited to attend in a non-voting capacity.
3. The CEP may be invited to attend all or part of any meeting to advise the committee in relation to the performance of other Senior Post Holders and the Clerk but must withdraw from any part of the meeting where their own performance and remuneration is being discussed.
4. The Board shall appoint a Chair from amongst its external governor members. The Chair of the Board shall be ineligible for appointment as chair of the Committee.
5. The Committee shall be quorate when at least three members are in attendance.
6. The Committee shall meet when necessary, as determined by the Chair having taken the advice of the Clerk.
7. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
8. Minutes of the meeting will be taken by the Clerk, except where the Clerk's own performance and remuneration is being discussed. The Clerk must withdraw from this part of the meeting and minutes will be taken by the Assistant Principal – HR.

Purpose

1. To undertake or to make suitable arrangements for the annual appraisal of the Chief Executive Principal in accordance with the Senior Postholder Remuneration Policy and to ensure that appraisal arrangements are in place for other senior postholders.
2. To undertake, or to make suitable arrangements for the annual appraisal of the Clerk, and to set and review the pay and conditions of the Clerk already in post.
3. To review and to make recommendations to the board regarding the pay and conditions for those Senior Post Holders already in post in accordance with the Senior Post Holder Remuneration Policy. This Committee does not advise on the pay and conditions of new appointments.
4. To ensure that the College complies with the elements of fair and appropriate remuneration as set out in the AoC's Colleges' Senior Staff Remuneration Code
5. The Board have determined that the following posts are designated as Senior Posts in accordance with the Instrument and Articles of Association of the College:
 - The Chief Executive Principal
 - The Deputy Chief Executive
 - The Deputy Principal – Finance and Resources

Terms of Reference

1. To consider a report from the CEP on the performance of the Deputy Chief Executive and the Deputy Principal – Finance & Resources.
2. To consider a report from the Chair of the Board on the performance of the CEP and the Clerk to the Corporation.
3. To consider a report on the relative values of roles, market rates, the overall financial position of the College and the median rate of pay for staff.
4. To determine the appropriate remuneration for the Clerk based on the market rate for the role and having due regard to the overall financial position of the College and any overall staff pay award. This will be reflected in the consolidated salary for the role.
5. To make recommendations to board for the appropriate remuneration for each Senior Post Holder based on the market rate for the role and having due regard to the overall financial position of the College and any overall staff pay award. This will be reflected in the

- consolidated salary for the role.
6. To make any separate recommendations to the Board in relation to any further awards pertaining to Senior Post Holder performance which will be non-consolidated in accordance with the Senior Post Holder Policy.
 7. In making recommendations for the appropriate remuneration for each Senior Post Holder, the Committee shall take into account the provisions of the Senior Post Holder Remuneration Policy and the AoC Senior Post Holder Remuneration Code
 8. To produce an annual report to the Board which includes:
 - A list of Senior Post Holders within the remit of the Committee
 - A summary of the Committee's activities relating to the financial year under review
 - The College's policy on remuneration for Senior Post Holders
 - The College's policy on Senior Post Holder income derived from external activities
 - The pay multiples of the CEP and the median earnings of the College's whole workforce, illustrating how that multiple has changed over time, and, if it is significantly above any published average, an explanation of why
 - The choice of comparator colleges/organisations
 - An explanation of any significant changes
 9. To ensure that information about the remuneration of Senior Post Holders is published in accordance with the AoC's Senior Post Holder Remuneration Code.