



BILBOROUGH
SIXTH FORM COLLEGE

BOARD GOVERNANCE POLICIES MANUAL

(2017 v2 Effective September 2017)

**(STANDING ORDERS RELATING TO THE
CORPORATION, ITS MEMBERS AND ITS COMMITTEES, TOGETHER WITH
CODES OF CONDUCT AND ETHICS, TERMS OF REFERENCE AND
CODE OF GOVERNANCE)**

EXPLANATORY NOTES

Section A

This section contains the College's Instrument and Articles of Government as updated per the Education Act 2011.

Sections B

This section contains the Standing Orders which have been prepared under Article 23 of the Articles of Government by which the Corporation has the power to make rules regarding the governance and conduct of the College. Like the Instrument and Articles of Government, the Standing Orders are a public document.

In the event of a conflict between the Standing Orders and the Instrument and Articles of Government and any other law, the Instrument and Articles or other law will prevail.

Sections C

This is the Corporation's own Code of Conduct and Code of Ethics for all members to strictly adhere to.

Section D

This section contains the delegated authority given to each Committee, through their Terms of Reference: Audit Committee, Search & Governance Committee and Remuneration Committee,

For convenience, throughout the text the terminology used reflects that used in the Instrument and Articles of Government. Words importing one gender shall import all genders.

All members of the Corporation receive a copy of the Board Governance Policies document



INSTRUMENT OF GOVERNMENT

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(Version as per Education Act 2011)

Interpretation of the terms used

1. In this Instrument of Government-
 - (a) any reference to "the Principal" shall include a person acting as Principal;
 - (b) "the Clerk" means the Clerk to the Corporation;
 - (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) "the EFA" means the Education Funding Agency;
 - (g) "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;
 - (h) "necessary skills" means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
 - (i) "parent member", "staff member", and "student member" have the meanings given to them in clause 2;
 - (j) "the previous Instrument of Government" means the Instrument of Government relating to the Corporation which had effect immediately before 1st January 2008;
 - (k) "the Secretary of State" means the Secretary of State for Education;
 - (l) "staff matters" means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
 - (m) "the students' union" means any association of students formed to further the educational purposes of the institution and the interests of students, as students;
 - (n) a "variable category" means any category of members whose numbers may vary according to clauses 2 and 3.

Composition of the Corporation

- 2.- (1) Subject to the transitional arrangements set out in clause 4, the Corporation shall consist of-
 - (a) up to fifteen 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;
 - (b) the Principal of the institution, unless the Principal chooses not to be a member;
 - (c) 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 paragraphs (3), (4) or (5) ("staff members");
 - (d) at least two and not more than three members who are students at the institution and have been nominated and elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students ("student members");
 - (e) at least one and not more than two members, who are parents of students under the age of 19 years attending the institution, who have been nominated and elected by other parents, or if the Corporation so decides, by a recognised association representing parents ("parent members").
- (2) A person who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the

¹ 1992 c. 13

institution for study, travel or for carrying out the duties of any office held by that person in the institution's students' union.

(3) 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.

(4) Where the Corporation has decided or decides that there are to be two staff members -

- (a) one may be a member of the academic staff, nominated and elected only by academic staff; and the other may be a member of the non-academic staff, nominated and elected only by non-academic staff, or
- (b) each may be a member of the academic or non-academic staff, nominated and elected by all staff.

(5) Where the Corporation has decided that there are to be three staff members -

- (a) all may be members of the academic or non-academic staff, nominated and elected by all staff,
- (b) one may be a member of the academic or the non-academic staff, nominated and elected by all staff, one may be a member of the academic staff, nominated and elected by academic staff only, and one may be a member of the non-academic staff nominated and elected by non-academic staff only,
- (c) two may be members of the academic staff, nominated and elected by academic staff only, and one may be a member of the non-academic staff, nominated and elected by non-academic staff only, or
- (d) one may be a member of the academic staff, nominated and elected by academic staff only, and two may be members of the non-academic staff, nominated and elected by non-academic staff only.

(6) The appointing authority, as set out in clause 5, will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph (1).

Determination of membership numbers

3.- (1) Subject to paragraph (2) and the transitional arrangements in clause 4, the number of members of the Corporation and the number of members of each variable category shall be that decided by the Corporation in the most recent determination made under the previous Instrument of Government.

(2) The Corporation may at any time vary the determination referred to in paragraph (1) and any subsequent determination under this paragraph provided that -

- (a) the number of members of the Corporation shall not be less than twelve or more than twenty; and
- (b) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in Clause 2,.

(3) 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.

Transitional arrangements

4. Where, following the last determination under the previous Instrument of Government, the membership of the Corporation does not conform in number to that determination-

- (a) nothing in clauses 2 and 3 of this Instrument shall require the removal of members where the previous Instrument would not have required their removal; but
- (b) the Corporation shall ensure that any new appointments are made so that its composition conforms to the determination as soon as possible.

Appointment of the members of the Corporation

- 5.- (1) Subject to paragraph (2) the Corporation is the appointing authority in relation to the appointment of its members.
- (2) 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.
- (3) The appointing authority may decline to appoint a person as a parent, staff or student member if-
- (a) 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
 - (b) the appointment of the person would contravene any rule or bye-law made under article 23 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
 - (c) the person is ineligible to be a member of the corporation because of clause 8.
- (4) 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.

Appointment of the Chair and Vice-Chair

- 6.- (1) The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves.
- (2) 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.
- (3) 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.
- (4) The Chair and Vice-Chair shall hold office for such period as the Corporation decides.
- (5) The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk.
- (6) 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.
- (7) 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.
- (8) 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.

(9) 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.

(10) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.

(11) Paragraph (10) is subject to any rule or bye-law made by the Corporation under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

Appointment of the Clerk to the Corporation

- 7.- (1) The Corporation shall appoint a person to serve as its Clerk, but the Principal may not be appointed as Clerk.
- (2) In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk, but the Principal may not be appointed as temporary Clerk.
- (3) Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).
- (4) Subject to clause 14, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.
- (5) The Clerk may also be a member of staff at the institution.

Persons who are ineligible to be members

- 8.- (1) No one under the age of 18 years may be a member, except as a student member.
- (2) The Clerk may not be a member.
- (3) 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.
- (4) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.
- (5) 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.
- (6) 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 restrictions undertaking, that disqualification shall cease-
- (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
 - (b) if the bankruptcy order is annulled, at the date of that annulment; or
 - (c) if the bankruptcy restrictions order is rescinded as a result of an application

² 1986 c. 45 as amended by the Enterprise Act 2002 (c. 40)

- under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
- (d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
 - (e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.

(7) 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.

(8) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if-

- (a) 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
- (b) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
- (c) 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.

(9) 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.

(10) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Clerk.

The term of office of a member

- 9.- (1) 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.
- (2) 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.
- (3) Paragraph (2) is subject to any rule or bye-law made by the Corporation under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

Termination of membership

- 10.- (1) A member may resign from office at any time by giving notice in writing to the Clerk.
- (2) If at any time the Corporation is satisfied that any member -
- (a) is unfit or unable to discharge the functions of a member; or

- (b) 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.

(3) 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.

(4) A student member shall cease to hold office-

- (a) 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
- (b) if expelled from the institution,

and the office shall then be vacant.

Members not to hold interests in matters relating to the institution

11.- (1) Except with the written approval of the Secretary of State, no member shall acquire or hold any interest in any property that is held or used for the purposes of the institution.

(2) A member to whom paragraph (3) applies shall -

- (a) disclose to the Corporation the nature and extent of the interest; and
- (b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (3) 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
- (c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (3) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

(3) This paragraph applies to a member who-

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

(4) 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.

(5) 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-

- (a) need not disclose a financial interest; and
- (b) 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
- (c) 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.

(6) The Clerk 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.

Meetings

- 12.- (1) The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- (2) Subject to paragraphs (4) and (5) and to clause 13(4), 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 Corporation written notice of the meeting and a copy of the proposed agenda.
- (3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, 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.
- (4) A meeting of the Corporation, called a "special meeting", may be called at any time by the Chair or at the request in writing of any five members.
- (5) 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.
- (6) 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.

Quorum

- 13.- (1) Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members, determined according to clause 3.
- (2) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- (3) If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- (4) 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

14.- (1) 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.

(2) 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.

(3) A member may not vote by proxy or by way of postal vote.

(4) 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.

(5) Except as provided by procedures made pursuant to article 16 of the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the Principal, shall withdraw-

(a) 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;

(b) 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;

(c) 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 union) of all members of staff or the class of staff (as the case may be); and

(d) 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.

(6) 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).

(7) A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal-

(a) for the expenditure of money by the Corporation; or

(b) under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

(8) Except as provided by rules made under article 18 (3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, 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.

(9) 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-

- (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 Corporation or committee present at the meeting, withdraw from the meeting.

(10) The Clerk-

- (a) shall withdraw from that part of any meeting of the Corporation, 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 Corporation is required to withdraw under paragraph (5).

(11) If the Clerk 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 Clerk during this absence.

(12) If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Corporation shall appoint a person from among themselves to act as Clerk to the committee during this absence.

Minutes

15.- (1) Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph (2), at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.

(2) Paragraph (1) 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.

(3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.

(4) Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk 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.

Public access to meetings

16. The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Principal and in making its decision, it shall give consideration to clause 17(2).

Publication of minutes and papers

17.- (1) Subject to paragraph (2), the Corporation shall ensure that a copy of-

- (a) the agenda for every meeting of the Corporation;
- (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
- (c) the signed 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.

(2) 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 Corporation is satisfied should be dealt with on a confidential basis.

(3) The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation, under paragraph (1), 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.

(4) The Corporation shall review regularly all material excluded from inspection under paragraph (2)(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.

Payment of allowances to members

18. The Corporation may pay to its members such travelling, subsistence or other allowances as it decides, but shall not without the written approval of the Secretary of State, pay allowances which remunerate the members for their services as members.

Copies of the Instrument of Government

19. 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.

Change of name of the Corporation

20. The Corporation may change its name with the approval of the Secretary of State.

Application of the seal

21. 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.



ARTICLES OF GOVERNMENT

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(Version as per Education Act 2011)

Interpretation of the terms used

1. 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 Clerk" has the same meaning as in the Instrument of Government;
 - (e) "the Corporation" has the same meaning as in the Instrument of Government;
 - (f) "the EFA" means the Education Funding Agency;
 - (g) "parent member", "staff member" and "student member" have the same meanings as in the Instrument of Government;
 - (h) "the Secretary of State" means the Secretary of State for Education;
 - (i) "senior post" means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;
 - (j) "the staff" means all the staff who have a contract of employment with the institution;
 - (k) "the students' union" has the same meaning as in the Instrument of Government.

Conduct of the institution

2. 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.

Responsibilities of the Corporation, the Principal and the Clerk

- 3.- (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;
 - (aa) 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;
 - (b) approving the quality strategy of the institution;
 - (c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
 - (d) approving annual estimates of income and expenditure;
 - (e) 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
 - (f) 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 of the institution, and shall be responsible for the following functions-
 - (a) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
 - (b) the determination of the institution's academic and other activities;
 - (c) 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;
 - (d) the organisation, direction and management of the institution and leadership of the staff;
 - (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk,

- where the Clerk is also a member of the staff; and
- (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- (3) The Clerk shall be responsible for the following functions: -
- (a) advising the Corporation with regard to the operation of its powers;
 - (b) advising the Corporation with regard to procedural matters;
 - (c) advising the Corporation with regard to the conduct of its business; and
 - (d) advising the Corporation with regard to matters of governance practice.

The establishment of committees and delegation of functions generally

- 4.- (1) The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Clerk and may delegate powers to-
- (a) such committees;
 - (b) the Chair, or in the Chair's absence, the Vice-Chair; or
 - (c) the Principal.
- (2) 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.
- (3) The Corporation may also establish committees under collaboration arrangements made with other further education institutions and/or maintained schools, and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006 (³) governing such arrangements.

The search committee

- 5.- (1) The Corporation shall establish a committee, to be known as the "search committee", to advise on-
- (a) the appointment of members (other than as a parent, staff or student member); and
 - (b) such other matters relating to membership and appointments as the Corporation may ask it to.
- (2) The Corporation shall not appoint any person as a member (other than as a parent, staff or student member) without first consulting and considering the advice of the search committee.
- (3) The Corporation may make rules specifying the way in which the search committee is to be conducted. A copy of these rules, together with the search 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.
- (4) 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.

³ 2006 c. 40

The audit committee

- 6.- (1) The Corporation shall establish a committee, to be known as the "audit committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control.
- (2) The audit committee shall consist of at least three persons 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 EFA.

Composition of committees

7. Any committee established by the Corporation, other than the committee referred to in article 10, may include persons who are not members of the Corporation.

Access to committees by non-members and publication of minutes

8. 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 institution's website and made available for inspection at the institution by any person, during normal office hours.

Delegable and non-delegable functions

9. The Corporation shall not delegate the following functions-
- (a) the determination of the educational character and mission of the institution;
 - (b) the approval of the annual estimates of income and expenditure;
 - (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
 - (d) the appointment of the Principal or holder of a senior post;
 - (e) the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
 - (f) the modification or revocation of these Articles.
- 10.- (1) The Corporation may not delegate –
- (a) the consideration of the case for dismissal, and
 - (b) the power to determine an appeal in connection with the dismissal
- of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.
- (2)The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.
11. The Principal may delegate functions to the holder of any other senior post other than-
- (a) the management of budget and resources; and
 - (b) any functions that have been delegated to the Principal by the Corporation.

Appointment and promotion of staff

- 12.- (1) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall-
- (a) advertise the vacancy nationally; and
 - (b) appoint a selection panel consisting of-
 - (i) at least five members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal ; or
 - (ii) the Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.
- (2) The members of the selection panel shall-
- (a) decide on the arrangements for selecting the applicants for interview;
 - (b) interview the applicants; and
 - (c) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.
- (3) If the Corporation approves the recommendation of the selection panel, that person shall be appointed.
- (4) 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 paragraph (2), with or without first re-advertising the vacancy.
- (5) 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-
- (a) may be required to act as Principal or in the place of any other senior post holder; and
 - (b) 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.
- (6) The Corporation shall seek the Secretary of State's consent before making any temporary appointment to the post of Principal or any other senior post, where it is intended that such a post holder will not have a contract of employment with the Corporation.

13. The Principal shall have responsibility for selecting for appointment all members of staff other than -

- (a) senior post holders; and
- (b) where the Clerk is also to be appointed as a member of staff, the Clerk in the role of a member of staff.

Rules relating to the conduct of staff

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

Academic freedom

15. In making rules under article 14, 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.

Grievance, suspension and disciplinary procedures

16.- (1) After consultation with staff, the Corporation shall make rules setting out

- (a) grievance procedures for all staff;
- (b) procedures for the suspension of all staff; and
- (c) disciplinary and dismissal procedures for
 - (i) senior post-holders, and
 - (ii) staff other than senior post holdersand such procedures shall be subject to the provisions of articles 3(1)(e), 3(2)(e), 9(d), 9(e), 10(1) and 17.

(2) Any rules made under paragraph (1)(b) 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.

(3) Any rules made under paragraph (1)(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.

Suspension and dismissal of the Clerk

17.- (1) Where the Clerk is also a member of staff at the institution, the Clerk is to be treated as a senior post holder for the purposes of article 16(c).

(2) Where the Clerk is suspended or dismissed under article 16, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation.

Students

18.- (1) Any students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Corporation.

(2) The students' union shall present audited accounts annually to the Corporation.

(3) After consultation with representatives of the students, the Corporation shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

Financial matters

19. 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 EFA.

Co- operation with the EFA's auditor

20. The Corporation shall co-operate with any person who has been authorised by the EFA 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.

Internal audit

- 21.- (1) 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.
- (2) The Corporation may arrange for the examination and evaluation mentioned in paragraph (1) to be carried out on its behalf by internal auditors.
- (3) The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under article 22.

Accounts and audit of accounts

- 22.- (1) The Corporation shall
- (a) keep proper accounts and proper records in relation to the accounts; and
 - (b) prepare a statement of accounts for each financial year of the Corporation.
- (2) The statement shall-
- (a) 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
 - (b) comply with any directions given by the EFA 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.
- (3) The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.
- (4) 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 21.
- (5) Auditors shall be appointed and audit work conducted in accordance with any requirements of the EFA.
- (6) The "financial year" means the first financial year and, except as provided for in paragraph (8), each successive period of twelve months.
- (7) 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 EFA's approval.
- (8) If the Corporation is dissolved-
- (a) the last financial year shall end on the date of dissolution; and
 - (b) the Corporation may decide, with the EFA's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

Rules and bye-laws

23. 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.

Copies of Articles of Government and rules and bye-laws

24. 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.

Modification or replacement of the Instrument and Articles of Government

- 25.- (1) Subject to paragraph (2), 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.
- (2) The Corporation shall not make changes to the instrument or articles of government that would result in the body ceasing to be a charity.

Dissolution of the Corporation

26. (1) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.
- (2) 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.



BILBOROUGH

SIXTH FORM COLLEGE

CORPORATION STANDING ORDERS

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MEETINGS

1. A calendar of meetings for the Corporation and its committees shall be determined by the Corporation for the whole of the next academic year by 31st July each year.
2. The Corporation shall meet at every calendar month (with the exception of July) or at least once in every term, and shall hold such other meetings as may be necessary.
3. Subject to Standing Order 4, all meetings shall be summoned by the Clerk to the Corporation, who shall send to the member's notice of the meeting, a copy of the agenda and all reports referred to on the agenda at least seven calendar days in advance of the meeting.
4. If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal, or retirement of the Clerk to the Corporation, the Chair (and not the Clerk) 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.
5. A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five members. Where the Chair or, in his absence, the Vice-Chair so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such period, being less than seven calendar days, as he specifies.
6. Unless determined by the Corporation, the date, time and place of meetings shall be determined by the Chair, following consultation with the Clerk.
7. With the exception of special meetings, the Clerk shall send a draft agenda listing items of business to the Chair and Principal for consideration and amendment at least 21 calendar days in advance of the date for a meeting of the Corporation or one of its committees.
8. A member of the Corporation who wishes to request the addition of an item (including a proposal to rescind a previous decision) to the agenda for a meeting of the Corporation shall notify the Clerk in writing of the item and shall provide a brief, written report relating to the item, at least 21 calendar days in advance of the date for a meeting of the Corporation or one of its committees.

QUORUM

9. Meetings of the Corporation shall be quorate if 40% or more of the total current membership are present.
10. If the number of members assembled for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Corporation the number of members present ceases to constitute a quorum, the meeting shall be terminated immediately.
11. If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the Chairman shall, if he thinks fit, cause a special meeting to be summoned as soon as may be convenient.

ORDER OF BUSINESS

12. Business shall be taken in the order it appears on the agenda for the meeting except that the order may be varied by agreement of the members present at the meeting.

DEBATE

13. The conduct of debate on all items of business at a meeting shall be under the control of the Chairman.

14. Members of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
15. Any member may propose a motion on an item of business included on the agenda. No debate may take place on a motion unless it is seconded by another member. No further motion may be proposed until the original motion has been determined. An amendment to a motion shall also be duly proposed and seconded. A further amendment shall not be proposed until the Corporation has determined any amendment previously moved.
16. If an amendment is rejected, a further amendment may be moved on the original motion. If an amendment is carried, the motion as amended shall take the place of the original motion and shall become the substantive motion upon which any further amendment may be moved.

VOTING

17. Every question to be decided at a meeting of the Corporation shall be determined by a majority of votes of the members present and voting on the question. Where there is an equal division of votes the chairman of the meeting shall have a second or casting vote.
18. A member may not vote by proxy or by way of a postal vote.
19. 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.
20. Except as provided by article 16 of the Articles of Government (relating to appeals and representations about staff discipline and dismissal), a member of the Corporation who is a member of the staff of the institution (including the Principal) shall withdraw:
 - (a) from that part of any meeting of the Corporation or any committee of the Corporation at which staff matters relating solely to that member of staff (as distinct from staff matters relating to all members of staff, or to all members of staff in a particular class) are to be discussed;
 - (b) from that part of any meeting of the Corporation or any committee of the Corporation at which his re-appointment or the appointment of his successor is to be considered; and
 - (c) if so required by a resolution of any other members present, from the part of any meeting of the Corporation or of any committee of the Corporation at which staff matters relating to any member of staff holding a post senior to his own are to be considered.
21. A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak at all meetings of the Corporation, and any committee of the Corporation, except that he shall withdraw in any case where he would be required to withdraw under Standing Order 20 if he were a Corporation member.
22. A student member who is under the age of 18 shall not vote on any question concerning any proposal:
 - (a) for the expenditure of money by the Corporation; or
 - (b) under which the Corporation, or any members of the Corporation would enter into any contract, or would incur any debt or liability (whether immediate, contingent or otherwise).

23. Except as provided by rules made under article 18(3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from the part of any meeting of the Corporation or any committee of the Corporation at which his conduct, suspension or expulsion is to be considered.
24. In any case where the Corporation or any committee of the Corporation is to discuss staff matters relating to a member or prospective member of the College, a student member shall:
 - (a) take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and
 - (b) 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.
25. Where a member requests that a recorded vote be taken on an item of business specified in the agenda, this shall be agreed. Where a recorded vote is taken, the number voting for and against a motion shall be recorded in the minutes.
26. Members shall vote on all questions by show of hands except for specific items of business where members determine that a secret ballot be held.
27. Whether or not a recorded vote or a secret ballot has been held, a dissenting member shall have the right to have his disagreement recorded in the minutes.

VOTING ON APPOINTMENT

28. All persons seeking appointment to any Chair or Vice-Chair position in the Corporation shall be nominated and seconded by two other members. Where three or more persons are nominated for any position as member, Chair or Vice-Chair of the Corporation or Chair of a committee and there is not a majority of those present and voting in favour of one person, the person having the least number of votes shall be disregarded and a fresh vote taken and so on until there is a majority in favour of one person.

MINUTES

29. At every meeting of the Corporation, the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be signed by the Chair of the meeting as a true record. Where the next meeting of the Corporation is a special meeting, the next following meeting that is not a special meeting shall be treated as a suitable meeting for the purposes of agreeing and signing minutes.
30. Any change proposed to the minutes shall be proposed by members who were present at the meeting of which minutes are under consideration.
31. Changes to the minutes may be handwritten on the copy of the Minute Book and on any reference copy kept at the College for the general public. Changes shall be recorded in the minute of that meeting.
32. Separate minutes shall be taken of those parts of meetings from which the Clerk to the Corporation staff or student members have withdrawn. The Clerk to the Corporation who has withdrawn from a meeting in accordance with Standing Order 64 shall not be entitled to see the minute of that part of the meeting or any related papers. A staff or student member who has withdrawn from a meeting in accordance with Standing Orders 20, 23 and 24 shall not be entitled to see the minutes of that part of the meeting or any related papers.

33. At every meeting of the Corporation other than a special meeting there shall be reported the minutes, either in draft form or otherwise, of committees which have met since the previous Corporation meeting.
34. The procedure at a Corporation meeting for consideration of the minutes of any committee regarding the remuneration of senior post-holders is as follows:
 - (a) The Chair asks student members to withdraw and all staff members except the Principal
 - (b) Consideration and determination on matters arising from the open section of the minutes of the Remuneration Committee
 - (c) Consideration and determination on matters arising from the confidential section of the minutes of the Remuneration Committee
 - (d) Consideration and determination of any Senior Post Holders Remuneration (other than the Principal)
 - (e) The Principal then withdraws from the meeting
 - (f) Consideration and determination of the Principal's remuneration
 - (g) Members determine confidentiality their decisions.

PUBLICATION OF MINUTES AND PAPERS

35. Subject to Standing Order 36, the Clerk to the Corporation shall ensure that a copy of:
 - (a) the agenda for every meeting of the Corporation;
 - (b) the draft minutes of every such meeting, if they have been approved by the chairman of the meeting;
 - (c) the signed minutes of every such meeting; and
 - (d) any report, document or other papers considered at any such meeting, shall, in each case as soon as may be, be made available during normal office hours at the college to any person wishing to inspect them.
36. There shall be excluded from any item made available under Standing Order 35 any material relating to:
 - (a) a named person employed at or proposed to be employed at the college
 - (b) a named student at, or candidate for admission to, the college; and
 - (c) the Clerk to the Corporation: or
 - (d) any matter which by reason of its nature, the Corporation are satisfied should be dealt with on a confidential basis – see Standing Order 71.
37. The Clerk shall ensure that a copy of the signed minutes of every meeting of the Corporation, shall be placed on the college website and shall remain for a period not less than 12 months.
38. The Clerk shall ensure that the Corporation regularly reviews all material excluded from inspection and make such material available for inspection when it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies or that public interest in disclosure outweighs that reason.

ACCESS TO MEETINGS

39. The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings, where that person is not a member, the Clerk or Principal. The Corporation wishes to conduct its business in an open manner to enable any interested party to satisfy themselves that the Corporation always acts to further the stated aims of the College and conducts its business in a proper manner in accordance with the Instrument and Articles of Government.
40. Access by Members of the Public - Meetings of the Corporation are held in private and attended by the elected members of the Corporation, together with members of the senior management team and any other persons specifically invited who can make a positive contribution to the college

corporation.

41. Access by Invitation

- a) The Corporation or Chair of the Corporation shall have the power to invite to attend for the whole or any part of any meeting of the Corporation any person who is believed to be necessary or desirable for the discussion of any item on the agenda for that meeting ("the observer").
- b) Any observer attending by invitation shall be permitted to receive an agenda for the meeting.
- c) During the course of a meeting, any observer shall be permitted to speak only with the permission of the Chair of the Corporation and shall have no power to take part in the voting on any matter.
- d) Observers must agree to leave the meeting immediately if requested to do so by the Chair. (It is for the Corporation to determine who may be present during the discussion of matters that are deemed confidential. Confidential Items are those in Standing Order 36 and 70 and other necessary matters to protect the best interests of the College and the fair treatment of individuals).

MEMBERS NOT TO HOLD INTERESTS IN MATTERS RELATING TO THE COLLEGE

42. Except with the approval in writing of the Secretary of State no member shall take or hold any interest in any property held or used for the purpose of the College.
43. A member who has any financial interest, personal interest or is a representative of anyone who has a financial or personal interest in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College, or any other matter relating to the College or who has any other interest of a description specified by the Corporation in any matters relating to the College must
 - (a) disclose to the Corporation the nature and extent of his interest; and
 - (b) if he is present at a meeting of the Corporation or of any committee of the Corporation at which such supply, contract or other matter is to be considered, disclose the fact and shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he is not entitled to vote.
 - (c) Withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter is to be considered.
44. Standing Orders 42 and 43 shall not prevent the members of the Corporation considering and voting upon proposals for the Corporation to insure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
45. Where a member has declared an interest at a meeting, left the meeting, and has chosen to remain within easy reach, that member shall be recalled before any further business is begun.
46. Each member shall declare at the earliest opportunity a financial interest or other personal interest in any matter to be considered at a meeting. The Clerk will maintain a Register of Interests of members of the Corporation and senior staff containing interests which are disclosed to the Corporation. The Register of Members' Interests will be made available during normal office hours at the College to any person wishing to inspect it.

APPOINTMENT OF CHAIR & VICE CHAIR

47. Members shall appoint a Chair from among their number. The Chair shall hold office from the conclusion of that meeting until the conclusion of the meeting at which his successor has been appointed, without prejudice, however, to his eligibility for re-appointment.
48. Members shall appoint a Vice-Chair from among their number. The Vice-Chair shall hold office from the conclusion of that meeting until the conclusion of the meeting at which his successor has been appointed, without prejudice, however, to his eligibility for re-appointment.
49. The Principal and any staff or student member shall not be eligible to be appointed Chair or Vice-Chair, but may participate in the appointment process.
50. If both the Chair and Vice-Chair are absent from any meeting of the Corporation, the members present shall choose one of their number to act as chair for that meeting, provided that the member chosen shall not be the Principal or any staff or student member.
51. The Chair or Vice-Chair may resign his office at any time by giving notice in writing to the Clerk.
52. At the first meeting following the resignation or removal from office of the Chair or Vice-Chair, the members shall appoint a new Chair or Vice-Chair.
53. The Chair or Vice-Chair retiring at the end of his respective term of office shall be eligible for re-appointment, and shall complete a self-assessment of performance for that term. Each term shall last no more than 2 years, unless agreed by the Corporation.

APPOINTMENT OF GOVERNORS

54. The Corporation is the appointing authority in relation to the appointment or re-appointment of any member of the Corporation, including staff Governors, Student Governors, Parent Governor or Principal. 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 such number of members as is required for a quorum.
55. The Corporation shall not appoint any person as a member of the Corporation unless it has first considered the advice of the Search and Governance Committee regarding the appointment. The Search & Governance Committee may make separate rules on the recruitment process for independent members.
56. Staff members shall be employed at the College and may be teaching or non-teaching staff, full-time or part-time. Staff members shall be nominated and seconded by other members of staff and, if there are more nominations than vacancies, there shall be an election by secret ballot among the staff.
57. A parent member shall be a parent of a student under the age of 19 registered at the College. A parent member shall be self nominating and, if there are more nominations than vacancies, there shall be a ballot among the parents of registered students.
58. Student members shall be members of the College's student union executive that has been nominated and elected by students registered at the College.
59. The term of office of all members (except Student members) is 4 years, subject to Standing Orders 60, 61 and 62.

DETERMINATION OF MEMBERSHIP AND ATTENDANCE

60. A member may resign his office at any time by notice in writing to the Clerk.

61. If at any time the Corporation are satisfied that any member:
 - (a) has been absent from meetings of the Corporation for a period longer than 6 consecutive months starting from the date of a meeting without the permission of the Corporation (see Standing Order 60); or
 - (b) is unable or unfit to discharge the functions of a member or of the Chair or the Vice Chair (as the case may be), the Corporation, following a formal review conducted with at least 5 members of the Corporation, may recommend to remove him from office and thereupon the office shall become vacant.
62. Any member who is a member by virtue of being a member of the staff (including the Principal) shall cease to be a member if he ceases to be a member of the staff of the College and thereupon the office shall become vacant. A student member shall cease to hold office at the end of the academic year in which he ceased to be a student or at such other time in the year after he has ceased to be a student as the Corporation may determine, or if the student is expelled from the College, and thereupon the office shall become vacant. A Parent member whose son or daughter is no longer enrolled at the College will cease to become a member and thereupon the office shall become vacant.
63. In considering Standing Order 61(a):
 - (a) attendance by members at committee meetings, visits or other College events may be taken into account;
 - (b) the Corporation may give permission for a member to be absent for a specified period due to illness, being abroad or other good reason provided a request (preferably in writing) from a member is made prior to the commencement of the meeting.
64. The Chair or in their absence the Vice-Chair, may suspend a member of Corporation for a period of 7 days so that a full review, made up of a group of no less than 5 Corporation members can take place. The group should review all information pertaining to the suspension and either reinstate the member or add a further period of suspension so that further review, advice or clarification can be obtained. This group does not have the power to remove the member, but may make a recommendation as per Standing Order 61(b) should it be found that in their opinion, the member is unable or unfit to discharge the functions of a member.
65. The Clerk shall be entitled to attend all meetings of the Corporation (including meetings of and committees of the Corporation) but shall withdraw from that part of any meeting at which their remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered, in which case members of the Corporation shall appoint from their number a person to act as Clerk to the Corporation or any Committee of the Corporation for the duration of such meeting or part of a meeting.

CHAIR'S ACTION

66. The Chair, or in their absence the Vice Chair or the Principal, shall have power to take action between meetings of the Corporation on the following matters:
- (a) routine matters which would not require an agenda item and discussion at a Corporation meeting such as signing routine documents on behalf of the governors, responding to approaches made to the Corporation by external organisations or agreeing detailed aspects of the implementation of matters already agreed by the Corporation;
 - (b) other urgent matters of significance where a delay in making a decision would disadvantage the College and where there is insufficient time to call a special meeting of the Corporation (if necessary with less than seven calendar days' notice), provided that the Chair takes reasonable steps to consult with the Chairs of the Corporation's committees and the Principal (depending on the nature of the matter) prior to making a decision;
 - (c) other matters where the Corporation has determined to give the Chair delegated authority to act on its behalf.
67. The Chair, or the Vice Chair or the Principal if appropriate, shall keep a record of actions taken under Standing Order 66 and inform the clerk who shall report these actions as an agenda item at the next meeting of the Corporation.

ALLOWANCES

68. (a) All members of the Corporation and of its committees may receive payments for actual out of pocket expenditure incurred in the course of duties as a Corporation and/or committee member. Eligible expenses would be as follows, but not limited to:
- 1. Telephone charges,
 - 2. Photocopying, stationery etc,
 - 3. Travel to and from meetings of the Corporation and its committees and for attendance at training events and other meetings required as a Corporation member, or member of committees,
 - 4. Subsistence at meetings and events where subsistence is not included as part of the meeting or event,
 - 5. Fees for training courses or similar events for governors,
 - 6. Child-care or baby-sitting expenses or care arrangements for an elderly or dependent relative of the governor or committee, member cannot make alternative arrangements,
 - 7. Support for governors with special needs (e.g. audio equipment) and,
 - 8. Support for governors whose first language is not English (translation services)
- (b) Members will provide receipts for all items of expenditure other than travel from work or home for meetings at the College.
- (c) Members may claim for expenses on a half-termly basis.
- (d) Any claims by members of the Corporation or committees for reimbursement of other exceptional expenses will be referred to the Employment Policy and Finance Committee for determination.
- (e) Approval for members' attendance at training events and other meetings not held on College premises, will be provided by the Chair or Clerk and ratified, if required by the Search & Governance Committee. The Chair of the Corporation will report to the Corporation on all training events or external events attended by them.
- (f) The Clerk will keep a log of all training events attended by Corporation members.

CORPORATION SEAL

69. The application of the seal of the Corporation shall be authenticated by the signature of either the Chair or the Vice-Chair and by the signature of any other member.

URGENT BUSINESS

70. The business of a meeting shall be that specified on the agenda circulated to members in advance of the meeting subject to additional, urgent business being included where:

- (a) this has arisen since the agenda was circulated;
- (b) it is declared at the start of the meeting; and
- (c) members determine by vote that it shall be added to the agenda of the meeting.

CONFIDENTIALITY

71. Standing Order 36 includes those matters in the Instrument of Government which the Corporation may determine to be confidential. All other Corporation business shall be open to public scrutiny except for certain matters where disclosure may do serious harm to the interests of the College:

1. Personal information relating to an individual.
2. Information provided in confidence by a third party who has not authorized its disclosure.
3. Financial or other information relating to procurement decisions, including college negotiating position.
4. Information relating to the negotiating position of the College in industrial relations matters
5. Information relating to the financial position of the college where disclosure might harm the college or its competitive position, as determined by the Corporation.
6. Legal advice received from or instructions given to the college legal advisers.
7. Information planned for publication in advance of that publication
8. Information relating to security of college property and assets, staff and students.

RESOLVING DIFFICULTIES

72. Members shall consider the advice of the Clerk whenever the Clerk feels that the Corporation is acting inappropriately or beyond its powers.

73. Where the Clerk feels that his advice is being disregarded or over-ruled and that because of this the proper conduct of the Corporation is being put at risk, the Clerk may take some or all of the following steps:

- (a) the reason for the Clerk's concern is put in writing and sent to the Chair and Principal as appropriate;
- (b) the Chair of the Audit Committee is informed if appropriate;
- (c) the concern is reported to a meeting of the relevant committee or the Corporation as appropriate with a request that it be recorded in the publicly available minutes;
- (d) the College's external auditors should be consulted if appropriate;
- (e) where there is a disagreement about whether an action may be unlawful, legal advice may be obtained without prior authorisation of the Corporation up to a maximum limit of £500.

74. In the unlikely event that the steps taken in Standing Order 73 do not resolve the issue, and there remain grounds for concern, in the view of the Clerk, that there is a threat to the proper governance of the College and/or action may be taken which is outside the powers of the Corporation, the Clerk shall seek advice from an appropriate body and inform the Chair and Principal that this has been done.

LEGAL ADVICE

75. Where the Clerk considers it necessary, legal advice can be obtained direct from the College's legal advisers on interpretation and application of the law relating to the governance of the College up to a maximum of £500 without prior authorisation.

CONDUCT

76. All members of the Corporation are subject to the Code of Conduct and the Code of Ethics adopted by the Corporation.
77. If any member in the opinion of the Chair misconducts himself by persistently disregarding the ruling of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair or any other member may move "that the member named be not further heard" and the motion if seconded shall be put and determined without discussion.
78. If anyone interrupts a meeting the Chair may warn him and if the interruption continues the Chair may order his removal from the meeting. In the case of a general disturbance in any part of the place in which is held a meeting open to the public the Chair may order that part to be cleared. The Chair, in the event of disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such period as he considers appropriate.

AMENDMENT OF STANDING ORDERS

79. Any proposed amendment to the Standing Orders shall be an item of business on the agenda of a meeting of the Search & Governance Committee. The Standing Orders shall be amended upon a majority vote being taken among those members present and voting.

APPOINTMENT OF COMMITTEES

80. The Corporation shall establish the following committees:
- (a) Search & Governance– for the nomination of members (other than as a parent, staff or student member) and such other matters relating to membership, appointments and the governance arrangements for the Corporation.
 - (b) Audit - regarding audit arrangements, risk and systems of internal control).
 - (c) Remuneration - regarding the review of pay and conditions for Senior Post Holders.
 - (d) and such other committees (or working groups) as may be required for any purpose or function, other than those assigned elsewhere in the Articles of Government.
81. The Search & Governance Committee shall determine the membership (including persons who are not members of the Corporation where appropriate) and terms of reference of each committee on a regular basis.
82. The Chair of each committee of the Corporation shall be elected for a term of two years by the Corporation, in accordance with the procedure in Standing Order 28. A self-assessment of performance for that term will be completed on retirement and reviewed by the Search & Governance Committee, who may make a supporting recommendation to Corporation.

83. Whenever a Chair of a committee shall cease to hold office, the vacancy shall be filled at the next meeting of the Corporation.
84. The Vice-chair of each committee of the Corporation shall be appointed for a term of two years by the members of that particular committee, in accordance with the procedure in Standing Order 28.
85. The Principal and any staff or student member shall not be eligible to be appointed Chair or Vice-chair of a committee, but may participate in the appointment process.
86. In the absence of the Chair, the Vice-Chair will chair the committee meeting – no other rights are conferred.
87. If the chair and vice-chair of a committee is absent from any meeting of that committee, the members present shall choose one of their number, who is a member of the Corporation, to act as chair for that meeting, provided that the member chosen shall not be the Principal, staff or student member.
88. The Corporation shall not delegate the following to committees or to the Chair of the Corporation or to the Vice-Chair or to the Principal:
 - (a) the determination of the educational character and
 - (b) mission of the College;
 - (b) the approval of the annual estimates of income and expenditure;
 - (c) ensuring the solvency of the College and the Corporation and the safeguarding of their assets;
 - (d) the appointment or dismissal of the Principal;
 - (e) the appointment or dismissal of the Clerk to the Corporation;
 - (f) the modifying or revoking of the Articles of Government.
 - (g) The consideration of the case for dismissal and the power to determine an appeal in connection with the dismissal of the Principal, Clerk or Senior Post Holder and the rules specifying the way in which a Committee shall be established and conducted.

MEETINGS OF COMMITTEES

89. The Chair of a committee or the Chair of the Corporation may call a special meeting of the committee at any time.
90. All meetings of committees shall be serviced by the Clerk, or other person determined by the Corporation, who shall, except in case of urgency, send the summons and agenda to each member of the committee at least seven calendar days before the meetings.

QUORUM OF COMMITTEES

91. The terms of reference of committees will include requirements relating to quorum.
92. If the number of members assembled for a meeting of a Committee does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the committee the number of members present ceases to constitute a quorum, the meeting shall be terminated immediately. If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the chair shall, if he thinks fit, cause a special meeting to be summoned as soon as may be convenient.

ATTENDANCE AT COMMITTEE MEETINGS

93. All members of a committee determined by the Corporation, shall be entitled to attend all meetings of the relevant committee.
94. Any member of the Corporation who is not a member of the committee shall be able to attend any meeting of the committee.

95. Any observer attending by invitation shall be permitted to receive an agenda for the meeting. During the course of a meeting, any observer attending by invitation shall be permitted to speak only with the permission of the Chair of the committee.
96. Each committee chair shall determine which person(s) who are not members of the Corporation shall attend a meeting and for which specific agenda items.
97. The Principal may delegate attendance at, and support for, committees to members of the College management team.
98. The College's external and internal auditors shall have the right to attend meetings of the Audit Committee and should be present when any report from them is being considered.
99. The Corporation, following advice from the Search & Governance Committee, may appoint non-Governor members, to be known as Committee Associates. Committee Associates will count towards a quorum as laid out in the Committee Terms of Reference and participate fully in Committee meetings. This confers no right to membership of the Corporation or attendance at Corporation meetings unless invited to do so.
100. A member of a committee who is not a member of the Corporation shall be appointed for a term of one year, after which time re-appointment will be considered. They will cease to be a member where he does not attend any meetings for six consecutive months starting from the date of a meeting, unless the non-attendance is for a reason previously approved by the committee.
101. The Clerk shall ensure that the policy of attendance at Committee meetings by non-members is published on the college website and made available for inspection at the college by any person during normal office hours.

MINUTES OF COMMITTEES

102. Subject to the exclusion of any material of a similar nature to that referred to in Standing Orders 36 and 71:
 - (a) minutes of meetings shall normally be prepared for approval by the chairman of any committee within ten working days following the meeting;
 - (b) the unconfirmed minutes of meetings shall normally be circulated to all members of the Corporation following approval by the chair of the committee with agenda and papers for the next meeting of the Corporation;
 - (c) the signed minutes shall, as soon as may be, be made available on the college website. Also during normal office hours at the College any person wishing to inspect the minutes together with any report, document or other papers considered at any such meeting.



**A CODE OF CONDUCT FOR
CORPORATION MEMBERS**

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A CODE OF CONDUCT FOR CORPORATION MEMBERS

1. INTRODUCTION

- 1.1 This Code is intended as a guide for Corporation Members, to the standards of conduct which are expected of them, to enable them to understand their duties and to assist them both in carrying out their duties and in their relationship with the Corporation and the Principal. This Code is therefore aimed at promoting effective and well informed college governance, and is not intended to be definitive or authoritative statement of the law.
- 1.2 In addition to this Code, Members are recommended to familiarise themselves with the following document which will be supplied to them on appointment and includes:-
 - (a) the College's Instrument of Government;
 - (b) the College's Articles of Government;
 - (c) the College's Strategic Plan;
 - (d) the Financial Memorandum entered into by the college with the Education Funding Agency;
- 1.3 This code applies to every committee, working party or other subsidiary body of the Corporation to which Members may be appointed.
- 1.4 Acceptance of appointment as a Member of the Corporation will be constructed as acceptance of this Code.

2. INTERPRETATION

In this Code "College" means "Bilborough College", and "Members", "Chair" "Principal" and "Clerk" mean respectively the Members, Chair of Corporation, Principal and Clerk for the time being of the Corporation. All other definitions have the same meanings as given in the College's Instrument and Articles of Government, and words importing one gender will import any gender.

3. DUTIES

- 3.1 Members owe a fiduciary duty to the college. This means that they should show it the highest loyalty and act in good faith in its interests. Each Member should act honestly, diligently and, subject to the provisions appearing in paragraph 7 of this Code relating to collective responsibility, independently.
- 3.2 Whatever decisions Members take at meetings of the Corporation and its committees must be for the benefit of the College as a whole and not for any improper purpose, or for personal motive. The "benefit of the College" can be taken to mean, first and foremost, the interests of its students and other users of the College's services, and the safeguarding of public funds. Members should have regard to those interests, and must not allow any sectional interest to take precedence. In particular, members are not appointed as 'representatives' or 'delegates' of any outside body, and may not lawfully be bound by mandates given by others.
- 3.3 Members must observe the provisions of the College's Instrument and Articles of Government and in particular the responsibilities given to Corporation by Article 3 (1) of the College's Articles of Government. Those responsibilities, including a list of "reserved" responsibilities are so important that they must not be delegated.

- 3.4 Members should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior post holders, it is the Principal's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Members should work together so that the Corporation and the Principal perform their respective roles effectively.
- 3.5 Members are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the EFA as a condition of receiving public funds.
- 3.6 Although the EFA is the main provider of funds to the College, Members should note that they are also responsible for the proper use of income derived from other sources, such as International Students.

4. SKILL, CARE AND DILIGENCE

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

5. POWER

Members are responsible for taking decisions which are within the powers given to the Corporation by the Further and Higher Education Act 1992 and the Education Act 2011. If a Member thinks that the Corporation is likely to exceed its powers by taking a particular decision, he should immediately refer the matter to the Clerk for advice.

6. CONFLICTS OF INTEREST

- 6.1 Like other persons who owe a fiduciary duty, Members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interest and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgment.
- 6.2 Members are reminded that under clause 11(1) of the College's Instrument of Government they must not acquire or hold any interest of the College's property without the written approval of the Secretary of State for Education.
- 6.3 Members are also reminded that under clause 11(2) of the College's Instrument of Government they must withdraw or disclose to the Corporation any financial interest which they have, or may have, in:-
 - (a) the supply of work or goods to or for the purpose of the College;
 - (b) any contract or proposed contract concerning the College; or
 - (c) any other matter relating to the College.
- 6.4 However, an interest does not have to be financial for the purpose of disclosure. If it is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Member's independent judgment, then the interest, financial or otherwise, should:-
 - (a) be reported to the Clerk; and
 - (b) be fully disclosed to the Corporation before the matter giving rise to the interest is considered.

Members should withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter.

- 6.5 Members must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgment or integrity. Any offer or receipt of gifts, hospitality or benefits should immediately be reported to the Clerk.
- 6.6 The Clerk will maintain a Register of Members Interest which will be open for public inspection. Members are invited to disclose routinely to the Corporation all business interests, financial or otherwise, which they or (so far as they are aware) their spouses or partners, children or other close relatives may have, and the Clerk will enter such interests on the Register. Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Members should have regard to the meaning given to "Interest" in paragraph 6.4 of this Code.

7. COLLECTIVE RESPONSIBILITY

- 7.1 The Corporation operates by Members taking majority decisions at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Members collectively and each individual Member has a duty to stand by it, whether or not he was present at the meeting of the Corporation when the decision was taken.
- 7.2 If a Member disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Member strongly disagrees, he should consult the Chair and if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Member should refer to clause 12(4) of the College's Instrument of Government as to the power to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Member's views in advance to other Members. Alternatively, the Member may decide to offer his resignation from office, after consulting the Chair.

8. CONFIDENTIALITY

- 8.1 Because of the Corporation's public accountability, Members should ensure that, as a general principle, students and staff of the College have free access to information about proceedings of the Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection when they have been approved for publication by the Chair. Minutes of Corporation and Committee Meetings are also accessible via the website.
- 8.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items, will be kept confidentially by the Clerk, and will be circulated in confidence to Members. However, Staff and Student Members may not have access to minutes dealing with matters in respect of which they are required to withdraw from meeting under clauses 14(5), (8) or (9) of the College's Instrument of Government.
- 8.3 It is important that the Corporation and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Members with a shared corporate responsibility for decisions. Members should keep confidential any matter which, by reason of its nature,

the Chair or the Members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.

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

9. ATTENDANCE AT MEETINGS

A high level of attendance at meetings of the Corporation is required so that Members can perform their functions properly. A Member who is unable to attend Corporation Meetings on a regular basis should offer his or her resignation from office. In accordance with the Instrument of Government any member who has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation or is unable or unfit to discharge the functions of a member shall be removed from office.

The Corporation has agreed that all members should attend at least 80% of meetings each year.

10. GOVERNANCE DEVELOPMENT

- 10.1 Members are encouraged to obtain a thorough grounding in their duties and responsibilities by participating in College's governance induction and training programmes, including regular refresher workshops.
- 10.2 In order to promote more effective governance, Members will carry out at every meeting and on annual basis a review of the performance of the Corporation of its duties and responsibilities, as part of a continuing process of self evaluation.
- 10.3 All Governors have the opportunity to meet on an individual basis at regular intervals with their Chair of Committee or in the case of a Chair of Committee, with the Chair of Corporation to reflect on their individual performance and that of the Corporation.



REGISTER OF GIFTS, HOSPITALITY AND OTHER BENEFITS

(Integral Part of the Code of Conduct)

The purpose of the register is to allow governors and members of staff to record every occasion when they are either offered or accept gifts, hospitality or other benefits from an external organisation which may either now or in the future provide goods or services for the Academy. This is only if the hospitality is offered to the Governor or member of staff as a direct result of their Governorship or employment.

The register protects Governors and staff from suspicion of dishonesty and ensures that they are free from any conflict of interest with respect to the acceptance or provision of gifts, hospitality, or any other inducement from or to suppliers of goods or services to the College.

Whenever a governor or member of staff is either offered or receives gifts, hospitality or other benefits they must be recorded in the register. The register also includes a section for describing the action which has been taken regarding the gift. The register is located at the College in the Secretaries Office.

WHAT TO DECLARE?

Free tickets to theatre, concerts or sports fixtures. Bottle of whisky, spirits or liqueurs. Good quality pens, toiletries or other gifts. Free hospitality, drinks and meals at restaurants and venues although modest hospitality, provided it is reasonable in the circumstances, for example, lunches in the course of working visits, would not need to be declared.

WHAT NOT TO DECLARE?

Routine promotional material – e.g. calendars, biros and cheap pens etc. Routine hospitality.

ACCEPT OR DECLINE?

Governors and staff members are to exercise the utmost discretion and integrity in accepting gifts and hospitality. If there is any doubt as to whether the acceptance of such an item is appropriate, Governors and staff should decline the gift and refer the matter to the Clerk or the Chair of Governors.

In cases where a Governor or staff member receives a gift on behalf of the College, the gift remains the property of the College and may be required for display.



REGISTER OF MEMBERS' INTERESTS
(Integral Part of the Code of Conduct)
GUIDANCE NOTES

1. Any interest, financial or otherwise, which is likely or would be perceived as being likely to interfere with the exercise of a Governors' judgement, should be disclosed to the Clerk. The interest will then be recorded in a **REGISTER** which will be maintained by the Clerk and open to public inspection. This register enables Governors to disclose relevant interests in a manner which is open and transparent and demonstrates to the public that such interests have not influenced the Governing Body's decision-making process.
2. Governors are in the best position to decide what interests are relevant and should be disclosed. However, they may find it helpful to consider whether any particular interest should be disclosed by reference to the following headings, which are set out as general guidelines:-

Category of Interest	Information to be disclosed
Paid employment	Name of employer
Self employment	Names of significant customers/clients accounting for more than, say 10% of income of individual or firm
Directorships of companies	Name of companies & Position
Shareholdings	Name of companies in which the Governor owns 5% or more of the issued share capital
Elected office	Name of authority & Position
Trusteeships or participation in the management of charities and other voluntary bodies	Name of body
Public appointments (Paid or Unpaid)	Name of body & Position
Membership of professional bodies and trade or other associations	Name of body

3. Governors are to provide the same information, if known to him or her, in respect of his or her spouse or partner, children or any other person over 18 living in the same household. A Governor should ask him/herself whether members of the public, knowing such information, would reasonably conclude that the relevant interest might influence his or her judgement.
4. Members of staff with significant financial responsibility are to declare interests on the same basis as members of the Governing Body.
5. Governors are not remunerated for their work although reasonable out of pocket expenses (travel etc) can be made.



Register of Members' Interests

Name of Member: _____

Form to be completed by all Corporation members and staff with significant financial responsibility.

Each member is invited to register all business interests, financial or otherwise, which s/he or (so far as s/he is aware) her/his spouse or partner, children or other close relatives may have. Members should inform the Clerk to the Corporation whenever their circumstances change and interest are acquired or cease.

Please refer to attached guidance notes and to the provisions in the College's Code of Conduct which relate to Conflicts of Interest contained in the Governor Manual.

Nature of Interest	Date on which Interest was disclosed	Date on which Interest was changed or ceased

Signature: _____

Date: _____



CODE OF ETHICS

INTRODUCTION

A. General

1. In all College activities it is important to develop and promote a set of core values, relevant to the College mission.
2. As an institution within the public sector, the Corporation accepts that those values must be in conformity with the principles laid down by the Nolan Committee for those holding public office, namely
 - selflessness
 - integrity
 - objectivity
 - accountability
 - openness
 - honesty
 - leadership
3. The Corporation recognises its obligations to all those with whom it has dealings - students, employees, employers, suppliers, other educational institutions and the wider community - and also to the taxpayer.
4. The reputation of the College and the trust and confidence of those with whom it deals is one of its most vital resources, the protection of which is of fundamental importance.
5. The Corporation demands and maintains the highest ethical standards in carrying out its activities.
6. In its dealings with individuals the Corporation will adhere to the principles of natural justice.
7. The Corporation will seek to encourage a culture of openness aimed at ensuring that matters connected with the operation of the College can be discussed frankly with staff and students. It will in addition adopt procedures on whistleblowing which will enable concerns to be raised on a confidential basis, where that is appropriate, both inside, and if necessary outside, the organization.
8. The Corporation is committed to securing equality of opportunity for staff and students alike.

B. Students

1. The Corporation believes that integrity in dealing with its students or prospective students is a prerequisite for success, and an important statement of the values it offers.
2. The College will not give deliberately inadequate or misleading information on its learning programmes or other services.
3. In all advertising and public communications, the College will avoid untruths, concealment and overstatement about its programmes and achievements.
4. The College will avoid recruitment practices which involve the offer of improper financial or other inducements to students.
5. The College will deliver learning programmes and support services to meet

- the individual needs of students, efficiently and effectively to accepted quality standards, and will take steps to rectify any shortcomings in the service delivered.
6. Learning support, information, advice and guidance offered to students will be impartial and guided by the best interests of the student.
 7. The College will adopt a charter setting out what students and others can expect of the College. It will deal with all students with equal care and respect.
 8. The College will ensure that complaints are dealt with fairly, openly and efficiently.
 9. Within the requirements of the law, the College will maintain the confidentiality of information on individual students.

C. Educational Partners

1. The College will compete vigorously but honestly with other educational institutions offering similar learning opportunities.
2. The College will not seek to damage the reputation of competitors either directly or by innuendo.
3. The College will provide information on individual students to institutions engaged in providing for the learning needs of the student in accordance with agreed procedures, within Data Protection Act guidelines.
4. The College will not seek to acquire information regarding competitors by unfair or disreputable means.
5. The College will not engage in unfair or restrictive practices in regard to the recruitment or retention of students.
6. The College will consult with partners who might be affected on any significant proposals for change in the learning programmes or services it offers.

D. Governing Body

1. The Corporation will adopt a Code of Conduct for itself consistent with the principles laid down by the Nolan Committee, the Good Governance Standard for Public Services and the requirements of its Instrument and Articles of Government.
2. The Code of Conduct will require the maintenance of a register of Governors' interests which will be open to inspection by the public. Governors will be required to register those interests which are of relevance to the work of the College, in sufficient detail to allow the nature of those interests to be understood by enquirers.
3. The Corporation will seek to ensure that its members are appointed on merit, after an open selection process, and are drawn widely from the community it serves, having regard to the need for continuity and freshness, and for a range of skills and interests.
4. The Corporation is responsible for determining the educational character and mission of the College and for oversight of its activities; for the effective and efficient use of resources, the solvency of the Corporation, and the safeguarding of its assets; for the approving of annual estimates of income and expenditure; and for the appointment, discipline, pay and conditions of service of staff, in accordance with the Articles of Government.
5. The Corporation will adopt procedures which ensure sound financial decision-making, control and monitoring to meet the requirements of the funding body and public audit.
6. The Corporation will ensure that information on its decisions is made widely available, having regard to proper confidentiality.

E. Management and Staff

1. The College will adopt a Code of Conduct for its employees, based on similar principles to that for Governors.
2. The staff Code of Conduct will forbid employees from soliciting or accepting inducements in respect of any matter connected with the operation of the College.
3. The staff Code will be consistent with the statutory safeguards on Freedom of Speech, in respecting the freedom within the law of academic staff to question and test received wisdom, and to put forward new ideas or controversial or unpopular opinions, without placing their employment in jeopardy. This includes the right of staff to speak freely and without being subject to disciplinary sanctions or victimization about academic standards or related matters, provided they do so lawfully, without malice and in the public interest.
4. Where the College includes confidentiality clauses in severance contracts this will not prevent staff who have legitimate concerns about malpractice raising those concerns with the appropriate authority.
5. As Accounting Officer for the College under the Financial Memorandum the Principal will be responsible for the propriety of financial decision making, and will advise the Corporation of any requirements in respect of matters before it.

F. External Relationships

1. The Corporation recognises that it is responsible to the community it serves and will take steps to ensure that information on its activities is made widely available.
2. The College will be responsive to its community and within the framework of its own Mission Statement will seek to provide programmes and services relevant to the needs of individuals and employers.
3. The College will provide timely and accurate information on individual students to employers or others providing sponsorship.
4. The College will ensure that it contracts with organisations which comply with acceptable ethical standards.

G. Compliance and Verification

1. The College will require all its employees to adhere to its Code of Conduct for staff.
2. The College will create mechanisms by which employees and students can express genuinely held concerns about behaviour or decisions they perceive to involve serious impropriety, and have them investigated, with a guarantee of confidentiality where needed.
3. The Corporation will appoint a person to be responsible for monitoring adherence to the Governors Code by members of the Corporation, investigating alleged breaches and reporting to the Corporation. The Corporation will decide on any action to be taken to ensure compliance with the Code. This will normally be the Clerk to the Corporation.
4. The Principal will be responsible for initiating and supervising investigations into alleged breaches of the Code of Conduct by members of staff, and for ensuring that appropriate action is taken.
5. The College auditors may be asked to report on any practice which appears to breach the code.
6. The College will ensure that its Codes are published and made widely available.



AUDIT COMMITTEE TERMS OF REFERENCE

ROLE

- To adhere to the Joint Audit Code of Practice or any successor guidance so as to provide assurance on the quality and effectiveness of the College's corporate governance and internal controls through a Board Assurance Framework.
- To advise the Corporation on the effectiveness of the College's internal control systems through the work undertaken by the external auditor, the regularity auditor and the internal audit service.
- Monitor the work of auditors and advise the Corporation on their appointment and dismissal.
- Investigate any allegation of fraud or irregularity, seek any information it requires and obtain external professional advice.
- In matters of urgency the Chair of the Audit Committee has power to take appropriate action including notification to the EFA.

ACCOUNTABILITY

- Monitor and review the work of the Internal and External auditors
- Ensure that the college is compliant with the Audit Code of Practice
- Investigate and report on any allegation of fraud or financial irregularity
- Recommend the appointment and dismissal of auditors

MEMBERSHIP

The committee will comprise of members appointed by the Corporation as follows:

Chair of the Committee, who must be a member of Corporation

At least 3 other members of Corporation

Up to 2 non-governor members with expertise relevant to the Committees' duties

The following persons are ineligible for membership:

- Chair of the Corporation
- Principal and other senior post holders

The quorum for a meeting will be 3 members of the committee, two of whom must be members of the Corporation. The Committee will appoint a Vice-Chair of the Committee from amongst themselves. The Vice-Chair must be a member of Corporation and cannot be Staff or Student Members. All members must have appropriate skills and experience and at least one member must be a qualified accountant.

Meetings will be clerked by the Clerk to the Corporation.

DUTIES

The role and duties of the Committee is set out in the Joint Audit Code of Practice and replicated below. However this is not a definitive list of the role of the Committee.

1. assess and provide the corporation with an opinion on the adequacy and effectiveness of the college's audit arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
2. advise the corporation on the appointment, reappointment, dismissal and remuneration 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. inform the corporation of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded.
4. 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.
5. oversee the college's policies on fraud and irregularity and whistleblowing, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity; that investigation outcomes are reported to the audit committee; that the external auditors (and internal auditors where appointed) have been informed, and that appropriate follow-up action has been planned / actioned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.
6. produce an annual report for the corporation. The annual report must summarise 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, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the audit committee's opinion on the adequacy and effectiveness of the college's audit arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness. The annual report must be submitted to the corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the audit committee's annual report must be submitted to the relevant funding body with the annual accounts.

The committee will review its effectiveness annually against the objectives set out in its current Terms of Reference, along with any interim objectives if set, at the beginning of each academic year

SEARCH & GOVERNANCE TERMS OF REFERENCE

ROLE

- To keep under review the effectiveness of the College's arrangements for governance and plan the management of Corporation business.
- To set and monitor key objectives for the Corporation and Committees that supports the Strategic Plan of the college.
- Review the skill set of Corporation on an annual basis to ensure fit to carry out the business of Corporation effectively
- Responsible for the recruitment of new governors and make recommendations to the Corporation regarding the appointment of all governors except the Principal, Staff Governors, Parent Governor and Student Governors.
- To determine the induction programme for new governors and an annual programme of training for governors.

ACCOUNTABILITY

- Setting key objectives and agreeing these with Corporation
- Review Corporation and Committee arrangements
- Set the annual cycle of meetings and work plan
- Recruit governors with appropriate skills, abilities and experience.
- Set the annual training programme for governors

MEMBERSHIP

Members will be appointed by the Corporation as follows:

Chair of the Corporation
Vice-Chair of the Corporation
Principal
At least 2 other members of Corporation

The quorum for a meeting will be 3 members, two of whom must be members of Corporation (other than the Principal).

Meetings will be clerked by the Clerk to the Corporation.

DUTIES

1. To review the effectiveness of the College's governance arrangements and make recommendations to the Corporation on improvements and changes.
2. To plan ahead the management of Corporation business.
3. Set and monitor key governance objectives for the Corporation including the Governance Improvement Plan.
4. Review the effectiveness of the Corporations Board Policies and making recommendations to Corporation as appropriate.
5. Review Meeting Schedule and annual Work Plan

6. To make recommendations to the Corporation on the composition and balance of the Corporation and its committees.
7. To make recommendations to the Corporation on the recruitment and appointment procedure for governors.
8. To develop and maintain a database of appropriate persons interested in making a contribution to the work of the Corporation including those interested in Corporation membership
9. To use various techniques for recruiting new Governors, including the skills audit and the needs of the Committee at the time of the vacancy
10. To consult with interested bodies including local community/employer representatives and local authorities to search for new persons to add to the database
11. To research suitable candidates drawn from the database and to meet them regarding possible membership of the Corporation when a vacancy occurs or is anticipated and for which they may have the necessary skills set.
12. To make recommendations to the Corporation regarding the appointment of all governors (except staff, student and parent governors and the Principal)
13. To determine an induction programme for new governors and to monitor its success
14. To determine an annual programme of training for all governors.

The committee will review its effectiveness annually against the objectives set out in its current Terms of Reference, along with any interim objectives if set, at the beginning of each academic year



REMUNERATION COMMITTEE

ROLE

The Committee will advise the Corporation on the pay and conditions of service and on the appraisal arrangements of senior post holders. The Committee will be able to demonstrate that the remuneration of senior post holders is based on the advice of a Committee which has no personal interest in the outcome of its recommendations and which gives due regard to the financial health of the College and accountability for the proper use of public funds.

MEMBERSHIP

The Committee will comprise of members appointed by the Corporation as follows:

- Chair of the Corporation (Chair of the Committee)
- Vice-Chair of the Corporation
- At least one other member of Corporation

The following persons are ineligible for membership:

- Principal and other senior post holders

The quorum for a meeting will be 3 members of the committee, two of whom must be members of the Corporation.

The Vice-Chair of Corporation will act as Vice-Chair for the Committee. The Vice-Chair must be a member of Corporation and cannot be Staff or Student Members.

Meetings will be clerked by the Clerk to the Corporation.

DUTIES

1. To identify criteria and benchmarks relevant to the remuneration of the Principal and other senior post holders and to establish appropriate pay scales accordingly.
2. To make recommendations annually to the Corporation on the remuneration of the Principal and other senior post holders
3. To advise the Corporation on the conditions of service of the Principal and other senior post holders
4. To advise the Corporation on the appraisal arrangements for the Principal and other senior post holders, and to monitor their operation.

5. To advise the Corporation on policy for the training, development and attendance of senior post holders, and to monitor its operation.

The committee will review its effectiveness annually against the objectives set out in its current Terms of Reference, along with any interim objectives if set, at the beginning of each academic year.