

HAVANT & SOUTH DOWNS COLLEGE

STANDING ORDERS FOR THE CORPORATION BOARD AND COMMITTEES OF THE BOARD

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1. INTRODUCTION

1.1 General

These Standing Orders have been devised to draw together the range of rules and procedures for the Conduct of Corporation business. They are framed from the requirements placed on the College within the Instrument and Articles of Government.

A copy of these Standing Orders will be available for each Member on appointment to the Corporation and will be the basis on which the Chair of the Corporation and each Chair of its committees conduct meetings and all processes of the Corporation are enacted.

Members of the Corporation are also asked to consider these Standing Orders in conjunction with the Corporation's Code of Conduct for Corporation Members and the principles of public office established by the Nolan Committee.

1.2 Interpretation

In these Standing Orders, unless stated otherwise, the following have the meanings assigned to them as indicated below:

Term	Meaning
"Board"	means the Corporation Board or the Governing Body of the College.
"Committee"	means any of the Committees of the Corporation Board of the College.
"Chair"	means the Chair of the Corporation or any of its Committees, or the person presiding as Chair at any particular meeting.
"Vice-Chair"	means the Vice-Chair of the Corporation or any of its Committees.
"Clerk"	means the Clerk to the Corporation Board of Havant & South Downs College, or to any of its Committees.
"Meeting"	means a meeting of the Board or one of its Committees.
"Member"	means a Member of the Corporation Board of the College, or of any of its Committees.
"Committee Member"	includes any Co-opted Members.
"Ordinary Meetings"	means meetings of the Corporation Board of the College, or of its Committees called as part of the regular cycle of meetings.
"Special Meetings"	means those meetings of the Corporation Board, or any of its Committees, called in addition to ordinary meetings.
"Lack of Quorum"	if at any time after the time appointed for the start of a meeting less than the required number of Members (based on either Board determination or Committee Terms of Reference) is present then the meeting will be terminated as a formal meeting for reasons of lack of quorum.
"Casting Vote"	if the votes for and against are equal the Chair shall have a (second) casting vote and shall immediately declare whether that casting vote is for or against the motion; this does not apply where the person Chairing the meeting is not the Chair or Vice-Chair.

Words importing one gender shall import all genders.

- 1.3 The ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Governing Body, or be open to discussion.

These Standing Orders shall take effect, subject to any statutory provision, for the time being in force affecting Further Education Corporations.

2. COMPOSITION OF THE CORPORATION

- 2.1 The composition of the Corporation is determined by the framework laid down in the Instrument of Government. The membership of the Corporation of the College will be determined from time to time by the Corporation having regard to the provision of the Instrument of Government and the recommendations of the Search and Governance Committee.

3 APPOINTMENT OF BOARD MEMBERS

- 3.1 In accordance with the Articles of Government, the Corporation has established a Search & Governance Committee which operates agreed procedures for the process of selecting and making recommendations to the Corporation for the appointment of Board members. The Rules and Procedures of the Search and Governance Committee, including the Terms of Reference and the membership framework, as approved by the Corporation, are included in **Annex 1** and publicly available on the College's website. The Corporation shall not appoint any member of the Corporation (other than Staff and Student members and the Principal) unless it has first considered the advice of the Search and Governance Committee.
- 3.2 All appointments to the Corporation will be scrutinised to determine eligibility and any member subsequently becoming disqualified from holding office shall notify the Clerk in accordance with the Instrument.

4 APPOINTMENT OF EXTERNAL CO-OPTIONS TO THE BOARD

- 4.1 The Corporation may invite external co-options to serve on any Corporation Committee.
- 4.2 Such external co-options will be appointed for the expertise which they can offer to a particular committee. They will be regarded as full members of the committee and will be entitled to vote on any issues debated by the committee. They will not be entitled to act as full members of the Board and will only attend full Board meetings by invitation, where they will be in attendance only and will have no voting rights.
- 4.3 External co-options will not normally be appointed as Chairs of committees.

5. APPOINTMENT OF CHAIR & VICE-CHAIR

- 5.1 In accordance with the Instrument of Government, the Corporation will appoint a Chair and a Vice-Chair who will perform the roles set out in **Annex 2**. The Principal and Staff and Student members are not eligible to be Chair or Vice-Chair.
- 5.2 The Chair and Vice Chair will be elected annually from the membership of the Corporation, normally on an open ballot. A proposer and a seconder must support the nominations, neither of whom must be the nominee. The appointments process may take place at the last meeting before the end of the term of office of the Chair or Vice-Chair or at the first meeting following the Chair's or Vice-Chair's resignation or removal from office.
- 5.3 A member of the Corporation who is not standing as the Chair will take the Chair for this item, normally in accordance with the following:

- If the current Chair is not standing for re-election, he/she will take the chair for this item;
- If the current Chair is standing for re-election, then the Chair will be taken by the current Vice-Chair unless he/she is standing for the Chair;
- If the current Vice-Chair is unable to take the Chair because they are standing, then the Corporation members present will choose one from their number to take the Chair for this item.

As there will be no Chair to hold a casting vote, if an election is necessary, voting will continue until a majority is achieved.

- 5.4 The Principal, Staff and Student Members are ineligible for these appointments, but may nevertheless take part in the appointment process. If the Chair should resign or otherwise cease to hold office during the year, then the Vice-Chair shall act as Chair until the next meeting when an election shall be held. If the Vice-Chair should resign or otherwise cease to hold office during the year an election for a replacement shall be held at the next meeting.
- 5.5 Members of the Corporation may be asked to make formal nominations in advance of meetings where the election will take place. Where a ballot is necessary, it will be conducted at the start of the meeting by the Clerk using ballot papers under the direction of the Chair, as agreed in 5.2 above.
- 5.6 The rules which relate to the appointment of Chair will apply to the election of Vice-Chair except that the Chair will take the Chair and will have a casting vote when elections take place. The provisions of paragraph 5.3 of these Standing Orders will not, therefore, be necessary.
- 5.7 If both the Chair and Vice-Chair of the Corporation are absent from any meeting of the Corporation, the members present shall choose one of their numbers to act as Chair for that meeting, provided that the members chosen shall not be the Principal or any Staff or Student members.
- 5.8 The Chair or Vice-Chair may resign at any time by giving notice in writing to the Clerk.
- 5.9 At the last meeting before the expiry of a term of office or the first meeting following a resignation, members shall elect a new Chair or Vice-Chair in accordance with the normal rules.

6 THE CLERK TO THE CORPORATION

- 6.1 Under the Instrument, the Corporation is required to appoint a Clerk who may not be the Principal or a member of the Corporation. Arrangements for the Clerk are outlined in **Annex 3** to these Standing Orders. That person will serve as Clerk until he/she resigns the appointment or the Corporation determine that the appointment should be terminated. The appointment will be in accordance with the job description in **Annex 3**.
- 6.2 The Corporation will determine the nature of the appointment and the appointments process upon the occurrence of a vacancy.
- 6.3 In accordance with the Instrument, the Clerk is required to withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered and in other circumstances if he/she is also a member of staff of the College. Neither will he/she be entitled to see the minutes. On such occasions the Board will adopt the protocol outlined in **Annex 3**.
- 6.4 The Clerk is responsible for the administrative support for the Governing Body's work, for advising on proper procedure, and for intervening when the Clerk considers that the Governing Body is acting inappropriately or beyond its powers. In these circumstances, the protocol in **Annex 3** will be applied.

7 ATTENDANCE

- 7.1 Members are appointed to serve on the Corporation in the expectation that they will make time in their schedule to attend and fully participate in the work of the Corporation and the life of the College as laid down in the Rules of Conduct for the Corporation. If, however, a member is prevented from attending a Corporation meeting or a Development Event, that member should notify the Clerk and give as much notice as possible. The purpose of this is to enable the Clerk to:
- Give apologies at the meeting and record these in the minutes;
 - Ascertain whether or not the meeting will be quorate.
- 7.2 The Clerk shall keep a record of attendance, which shall be reported annually to the Corporation. Any Board member who knows, or has reason to believe, that he/she will not be able to attend any meeting for a period of 6 months shall inform the Clerk who will raise the matter with the Chair and the Board. Any Member who has not attended meetings for more than six consecutive months without permission of the Corporation may be removed from office by decision of the Corporation in accordance with the Procedures for Removal of a Board Member, detailed in the Rules of Membership in **Annex 1**.
- 7.3 Every Governor appointed as a member of a Committee will cease to be a member of that Committee when he ceases to be a Governor unless he has been appointed for a further term of office as a Governor, or specifically becomes a co-opted member of a committee.
- 7.4 Staff (including the Principal) and student members will cease to hold office when they cease to be members of staff or students of the College.

8 QUORUM

- 8.1 The quorum of the Corporation and Committees is 40% of the determined membership, rounded up to the nearest whole number. The Corporation sets the membership and quorum for Committees.
- 8.2 The rules on the quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring an interest. The Clerk shall keep a note of attendance, including any changes, which take place during the meeting. If a meeting becomes inquorate the Clerk shall immediately inform the Chair.
- 8.3 An inquorate meeting shall be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

9 MEETINGS OF THE BOARD

- 9.1 The Corporation will meet at least once a term and at such other times as may be necessary.
- 9.2 Subject to 9.3 below, all meetings shall be summoned by the Clerk to the Corporation who shall, at least seven calendar days before the date of the meeting, send to the Members written notice of the meeting and a copy of the proposed agenda.
- 9.3 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 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, in accordance with the protocol in **Annex 2**.

- 9.4 A special meeting of the Corporation may be called at any time by the Chair or, at the request in writing to the Clerk, of any five members. Where the Chair or, in his/ her absence the Vice-Chair, so directs on the grounds 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 a period, being less than seven days, as he or she specifies.
- 9.5 Any individual Board member may request that an item be included on the agenda of the Corporation or a Committee; items should normally be submitted to the Clerk at least 10 working days before the date of the meeting. The Clerk shall notify the Chair or Committee Chair and Principal of any items proposed through this route before the agenda is finalised. The Chair of the Corporation or the Chair of the Committee shall make the final decision as to inclusion of any item on the agenda.
- 9.6 At every ordinary meeting of the Corporation, the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, signed as a true record by the Chair of the meeting.
- 9.7 Separate minutes shall be taken of those parts of meetings from which the Clerk to the Corporation or staff or student members have withdrawn. The Clerk to the Corporation, Staff or Student members shall not be entitled to see the minute(s) or any papers relating to that part of the meeting from which they were required to withdraw and the Board will adopt the protocol outlined in **Annex 3**.
- 9.8 Minutes of the proceedings of every meeting shall be drawn up. Such draft will then be forwarded to the Chair of the Board for comment before being placed as an item on the agenda for the next meeting of the Board. At that subsequent meeting the Minutes shall be signed by the Chair, or in his absence the Vice-Chair (or any other Member acting as Chair for the meeting).
- 9.9 Any matters which Board members may wish to raise under the 'Other Business' item on the agenda must be raised at the beginning of the meeting and receive the approval of the Chair for consideration. Such items would normally be restricted to urgent matters, or matters of great and immediate importance – the reason for urgency should be stated and recorded in the Minutes.
- 9.10 The Chair or, in his absence, the Vice-Chair may vary the order of business so as to give precedence to any report or issue.
- 9.11 If any person interrupts the proceedings at any meeting of the Board the person chairing the meeting shall warn him/her. If he/she continues the interruption the person chairing the meeting shall require him/her to withdraw from the meeting and shall, if necessary, adjourn the meeting whilst this takes place.
- 9.12 It is not allowed to make audio or visual records of all, or any part, of a meeting of the Board.
- 9.13 The Board decides the dates of meetings of the Board and its Committees. The Clerk may cancel or vary such dates and times after consultation with relevant Members.

10 COMMITTEES OF THE CORPORATION AND ANY OTHER GROUPS ESTABLISHED BY THE BOARD

- 10.1 The Corporation currently has established Committees as follows:
- Audit
 - Finance and Estates
 - HR
 - Standards & Quality
 - Remuneration
 - Search and Governance

- HE
- Student

The terms of reference of these Committees are available from the Clerk.

- 10.2 The quorum, constitution, membership and terms of reference of these committees are agreed by the Corporation from time to time; copies are available from the Clerk. Membership and Chairs of all Committees will be kept under review by the Chair and Vice-Chair. Minutes of all Committee meetings will normally be reported to the following ordinary meeting of the Corporation, with relevant issues for consideration by the full Board.
- 10.3 The Board may establish other committees and working groups and will frame relevant terms of reference accordingly.

11. PROCEEDINGS OF COMMITTEES

- 11.1 Vacancies occurring on any Committee during any year shall be addressed by the Chair and Vice-Chair and formally reported to the Board.
- 11.2 The Chair of a committee may, after appropriate consultation, invite other members of the Board to a committee meeting where the committee would benefit from their involvement.
- 11.3 Board Members, apart from the Board Chair and Vice-Chair, will not normally be Chair of more than one Committee.
- 11.4 The membership of the Audit Committee shall not overlap in any way with the membership of the Committee which deals with Finance.
- 11.5 The quorum of Committees shall be as set out in the appropriate Committee Terms of Reference.
- 11.6 Every question to be decided at a meeting of a Committee shall be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Proxy votes, or votes by way of a postal vote, for absent Members are not permitted. Voting need not necessarily be by way of a formal vote – see Section 13 on 'Voting'.
- 11.7 Minutes of the proceedings of every meeting shall be drawn up. Such draft will then be forwarded to the Chair of the Committee for comment before being placed as an item on the agenda for the next meeting of the Committee. At that subsequent meeting the Minutes shall be signed by the Chair, or in his/her absence or any other Member acting as Chair for the meeting.
- 11.8 If any person interrupts the proceedings at any meeting of the Committee the person chairing the meeting shall warn him/her. If he/she continues the interruption the person chairing the meeting shall require him/her to withdraw from the meeting and shall, if necessary, adjourn the meeting whilst this takes place.
- 11.9 It is not allowed to make audio or visual records of all, or any part, of a meeting of any of the Committees.

12 WITHDRAWAL FROM MEETINGS

- 12.1 In accordance with the Instrument of Government, Staff and Student Members and, where applicable, the Clerk and the Principal, must withdraw from any part of a meeting, which is discussing their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement. The Board has determined that Staff and Student Members will be asked to withdraw when discussing the appointment, remuneration, conditions of service,

promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves.

13 VOTING

- 13.1 Every question to be decided at a meeting shall be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Proxy votes for absent Members are not permitted.
- 13.2 Not all decisions need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. There would only be call for a vote either if there was a clear expression of dissent or if it were a matter of particular significance (for example, approval of the annual budget or accounts).
- 13.3 Should an individual member of the meeting request a vote on a particular issue, this must be agreed by the meeting. If a formal vote is taken, the number voting for, against or abstaining shall be recorded in the minutes. It is for the meeting to decide the circumstances in which a secret ballot shall be held or in which the names of those voting for or against a proposal shall be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting Member shall have the right to have his/her disagreement recorded in the minutes, at his/her request.

14 RECONSIDERATION OF RESOLUTIONS

- 14.1 No Resolution (i.e. any formal decision by the Corporation) of the Board may be rescinded or varied at a subsequent meeting of the Corporation unless its reconsideration appears on the agenda for that meeting. A Resolution cannot therefore be overturned or varied, for instance, simply as part of discussions of matters arising from previous minutes. Not only must the subject matter appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.

15 DECLARATION OF PERSONAL /OTHER INTEREST

- 15.1 Any Board member who has any financial interest in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College, or any other matter relating to the College or who has any other interest of a description specified by the Corporation in any matter relating to the College shall:
- (i) Disclose to the Corporation the nature and extent of his interest; and
 - (ii) If he/she 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, 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.
- 15.2 The declaration of interest is normally the responsibility of the individual Member. However if the Clerk, on the basis of information in the Corporation Register of Interests, has reason to believe a Member has a financial or personal interest that may need to be declared, he or she should draw this to the attention of the Chair and the Member concerned (preferably before the meeting).
- 15.3 The declaration of an interest by a Board member during the course of the meeting shall be recorded in the minutes.
- 15.4 Every Member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to him by any other body or person.

- 15.5 Standing Order 15.1 shall not prevent the member of the Corporation considering and voting upon proposals for the Governing Body 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 premiums.
- 15.6 The Clerk shall maintain a Register of Interests of Governors and Senior Managers who will be required to declare their own interests and those of their immediate family defined as a spouse/partner, child. Further guidance on this matter is contained in the Corporation's Policy on Conflicts of Interest & Duty.

16 CONFIDENTIALITY

- 16.1 The Corporation shall determine when an item is confidential. Criteria for defining an item as confidential include:
- (i) Consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation;
 - (ii) Consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position;
 - (iii) Items containing personal information relating to an individual (other than a member of staff of the College);
 - (iv) Information provided in confidence by a third party who has not authorised its disclosure;
 - (v) Information relating to the negotiating position of the College in employment relations matters;
 - (vi) Legal advice received from or instruction given to the College legal advisors;
 - (vii) Where appropriate, professional advice received from or instructions given to the College's professional advisers;
 - (viii) Information planned for publication in advance of that publication;
 - (ix) Any other matters the publication of which would in the Corporation's view, be detrimental to the College's interests.
 - (x) Where the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member or prospective member of staff are to be considered.
- 16.2 Matters relating to individual members of staff come under the confidential section of the minutes and will not be made publicly available. The Corporation and its committees are empowered to identify other items that they wish to be minuted under the confidential section.
- 16.3 All Governors and co-opted members of committees must respect the confidentiality of any papers made available to them whether for purposes of the Governing Body or committee meetings or otherwise for so long as those papers remain confidential.
- 16.4 In order to ensure that the Corporation operates in keeping with a spirit of openness, all items which are deemed to be confidential, either by virtue of the paper supporting that item or because the associated minute has been deemed to be confidential, will be reviewed at the end of every academic year to establish its ongoing status. If the item is no longer confidential because it has become public within the College, then the associated paper and/or relevant minutes will be deemed to be available for public scrutiny and that will be determined by the relevant committee or the full Board. The Clerk will also be responsible for reviewing all full Corporation and committee papers on a rolling basis to establish the current status of confidential papers and will report annually to the Corporation which will determine whether they can be released.

17. PUBLIC ACCESS TO AGENDA AND MINUTES

- 17.1 Copies of the agenda, minutes and papers of each meeting of the Corporation and its Committees are available during the hours of 09.00 – 1630, Monday to Friday, in the Clerk's office. In accordance with the Articles of Government, minutes and the Rules of Procedure of the Search & Governance Committee will be made available on the College website. The only exceptions to this are in the case of minutes and papers deemed by the Corporation to be confidential. Agenda shall be available for inspection as soon as the Members have received them, and before the meeting. Minutes shall be available in draft form after approval by the Chair. Non-confidential papers considered at a meeting shall be made available after the meeting.

18 PUBLIC ACCESS TO MEETINGS

- 18.1 The Corporation, or the Chair on its behalf, may, at its discretion, invite persons who are not Members of the Corporation Board or the Clerk to attend Corporation or Committee meetings, or parts of meetings. Any such invitations shall be issued through the Clerk who shall stipulate the portion of the meeting, which the person may attend. Such persons may only speak if invited to do so by the Chair of the Corporation or the Committee. The presence of such persons, and the point in the meeting at which they left, shall be recorded in the minutes.
- 18.2 Members of the public and representatives of the press shall not be admitted to meetings of the Corporation or Committees.
- 18.3 Subject to 18.7 below, the Principal shall be entitled to attend meetings of any Committee of which (s)he is not a member.
- 18.4 The Clerk to the Corporation shall attend meetings of all Committees except that (s)he shall withdraw from that part of any meeting at which her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
- 18.5 Other members of College staff may attend Committees meetings as required, or as indicated in the terms of reference.
- 18.6 The Chair of any Committee may permit the attendance of any other person at a Committee meeting after having taken the advice of the Clerk.
- 18.7 All Committees shall have the right to exclude any person who is not a member of the Committee from all or part of a meeting should this be warranted by the nature of the business to be considered.

19 CHAIR'S ACTION

- 19.1 It will be necessary from time to time for the Chair, or the Vice Chair in his/ her absence, to act on behalf of the Corporation between meetings. The circumstances under which the Chair or Vice Chair may act will include: routine action which would not have merited an agenda item and discussion at a Corporation meeting, for example routine documents; responding to approaches by external organisations; and agreeing to detailed aspects of implementation of matters already agreed by the Corporation.
- 19.2 Alternatively the Chair may take action on matters, which she or he judges are too urgent to await a meeting of the Corporation Board. If such urgent matters arise, the Chair has the option to call a special meeting, if necessary with less than the normal seven days' notice. Chair's action should only be taken if delaying a decision would disadvantage the College.
- 19.3 The Corporation accepts corporate responsibility for those actions taken by the Chair outside of a meeting, and within the terms of these Standing Orders. The Clerk must make a full record of all such Chair's action, and report them to the next meeting of the Corporation. If the Clerk has not been directly involved in an action then the Chair (or Vice-Chair) must ensure that she or he is given a full account of the action.

- 19.4 Chair's Action may not be taken on any non-delegable items as listed in Section 20 below.

20 DELEGATED POWERS OF THE CORPORATION

- 20.1 In accordance with the Articles of Government, the Corporation may delegate any of its powers with the exception of the following:
- (a) the determination of the educational character and mission of the college;
 - (b) the approval of the annual estimates of income and expenditure;
 - (c) the responsibility for ensuring the solvency of the college and the safeguarding of its assets;
 - (d) the appointment or dismissal of the principal or other senior postholder;
 - (e) the appointment and dismissal of the Clerk to the Corporation;
 - (f) the modifying or revocation of the Articles of Government.
- 20.2 The Corporation may not delegate 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 postholder, other than to a committee of members of the Corporation, and will make rules specifying the way in which a committee of this nature will be established and conducted.
- 20.3 The Corporation will abide by its agreed scheme of delegation and the terms of reference for its committees.

21 ALLOWANCES TO MEMBERS & GOVERNORS' EXPENSES

- 21.1 In accordance with the Instrument of Government, Governors are entitled to receive reimbursement for expenses incurred while undertaking Corporation business. Expenses claims can be made to cover the costs incurred for travelling to meetings, conferences, training events, and to cover child care costs incurred whilst on Corporation business. Expenses will be authorised and paid in accordance with the Financial Regulations.

22 ARRANGEMENTS FOR SENIOR STAFF

- 22.1 The Corporation is responsible for the recruitment and terms and conditions of the Clerk to the Corporation and designated Senior Post Holders. The Principal has general responsibility for appointment of all members of staff other than for senior post holders.
- 22.2 When a Senior Staff post falls vacant the Corporation shall comply with the provisions of the Articles of Government.
- 22.4 The Remuneration Committee shall have responsibility for ensuring that the appraisal of senior staff is undertaken and shall report to the Corporation on the outcomes, as well as making recommendations on issues related to salary and terms and conditions of service, in accordance with its terms of reference.
- 22.5 The Corporation will ensure that there are appropriate procedures in place for the management of disciplinary and grievance matters for senior staff.

23 INDEPENDENT PROFESSIONAL ADVICE FOR MEMBERS

- 23.1 This procedure is based on the premise that Corporation Members shall have the right to take advice from: the Corporation's advisers; or, if necessary, at the Corporation's expense, independent advisers on any matters concerning the exercise of their powers and responsibilities.

Such matters shall:

- **include** advice on legal, accounting and regulatory duties,
- **exclude** advice to individual Corporation Members concerning their own respective personal interests in relation to the Corporation.

23.2 A Member who wishes to seek advice under this procedure shall give prior written notice to the Clerk to the Corporation and provide:

- a summary of issues on which advice is sought; and
- if independent advice is sought (i.e. not from the Corporation's existing advisers), the names(s) of the advisers whom the Member wishes to instruct together with a short explanation of the reasons why consultation with the Corporation's advisers on the particular issue(s) is considered to be inappropriate.

23.3 The Clerk shall ensure the Chair of the Corporation and the Principal are advised of the Member's requirements.

23.4 On behalf of the Corporation, the Chair will consider the merits of the case and pay or contribute towards the costs of independent professional advice. The contribution to be made will be based on the merits of each individual case. The decision shall be made after consultation with the Principal.

23.5 The Chair shall decide whether to authorise such payment or contribution as soon as practicable after receiving a copy of the notice seeking advice under this procedure and in any event within ten working days.

23.6 The Clerk will notify the Member in writing whether the costs for the professional advice are payable by the Corporation and, if they are not, brief reasons shall be stated in support of the decision not to provide support.

23.7 Any advice which is obtained under this procedure shall, on request, be made available to all Corporation Members.

23.8 References in this procedure to the Chair shall include, in his or her absence, references to the Vice-Chair.

24 STATEMENTS MADE ON BEHALF OF THE CORPORATION

24.1 Statements made on behalf of the Corporation will normally only be made by:

- The Chair or Vice-Chair in his absence;
- The Principal;
- The Clerk.

24.2 Individual members of the Corporation must abide by the provision of the Code of Conduct for members of the Corporation. Members of the Corporation are appointed to contribute to the work of the Corporation and not appointed to represent any organisation, interest group or persons. Furthermore, they shall not be bound in speaking and voting by mandates from any other body or persons.

24.3 It is the responsibility of the Clerk to conduct correspondence on behalf of the Corporation.

24.4 The Corporation's arrangements for communications are set out in Annex 4 of these Standing Orders.

25 APPLICATION OF THE SEAL

25.1 The Seal of the Corporation shall be kept by the Clerk to the Corporation and shall not be fixed to any document unless the sealing is in accordance with the Instrument of Government.

- 25.2 The application of the Seal of the Corporation shall be authenticated by:
- (a) the signature either of the Chair or of some other Board Member authorised either generally or specially by the Corporation to act for that purpose; and
 - (b) the signature of any other Member.

26 FINANCIAL REGULATIONS

- 26.1 The Board, Committees, Members and Officers of the Corporation shall at all times comply with such Financial Regulations & Procedures as the Board approve.

27 SUSPENSION AND REVIEW OF STANDING ORDERS

- 27.1 If at any meeting the Board, or a Committee, is satisfied that, for the purpose of facilitating the conduct of the business, the provisions of any Standing Order (or part thereof) ought not to apply then the appropriate Standing Order (or part thereof) may be suspended by resolution of the Board/Committee.
- 27.2 Any recommendation for such suspension must state the specific Standing Order, or part thereof, which it is desired shall be suspended.
- 27.3 It is the responsibility of the Clerk to ensure that these Standing Orders are kept under regular review.

ANNEX 1 TO THE STANDING ORDERS OF THE HAVANT & SOUTH DOWNS CORPORATION

RULES OF MEMBERSHIP OF THE CORPORATION

1. SEARCH & GOVERNANCE COMMITTEE

1.1 Terms of Reference of the Search & Governance Committee

- (i) In accordance with the Articles of Government (Article 5(3)), the Corporation has established a Search and Governance Committee with terms of reference and membership as outlined in **Appendix A to this Annex**.
- (ii) The Search and Governance Committee has responsibility for advising the Corporation on the full range of issues associated with membership and governance issues

1.2 General Conduct of the Search and Governance Committee

- (i) The Search and Governance Committee will conduct its business in accordance with normal rules of procedure for the Corporation and its committees outlined in the Rules of Conduct of the Corporation and the Corporation's Standing Orders, subject to any more detailed advice contained in these Rules. These Rules are held by the Clerk to the Corporation and, together with all documentation relating to the work and advice of the Search and Governance Committee, are available for public inspection in the Clerk's Office during normal office opening hours and on the College's website.
- (ii) The Search and Governance Committee will normally meet once a term, unless members decide that there is insufficient business. It will receive regular reports on the membership position of the Corporation and the other related issues within its terms of reference and conduct its business in accordance with an annual schedule.

2. MEMBERSHIP OF THE CORPORATION

2.1 Composition of the Corporation

The Corporation has determined its overall membership in accordance with the Instrument of Government. The membership determination at 1st August 2017 sets the total number of Board members at 20. This may be varied by a later resolution of the Board, in accordance with the Instrument of Government.

2.2 Terms of Office

Governors will normally be appointed to the following terms of office:

- External Governors – 4 years
- Staff Governors – 3 years
- Student Governors – 2 years

They will not normally be eligible to serve more than two consecutive terms of office. Given that there is also a balance to be maintained between seeking new blood for the Corporation and making use of experienced members, particularly at times when a number of terms of office come to an end, the Search and Governance Committee will seek to adopt this advice but may, unusually, make recommendations that a further term of office be served. On such occasions, the Committee will outline clearly the reasons for this recommendation and the length of additional term of office.

2.3 Eligibility to be a Governor

- (i) The eligibility for Governorship is laid down in the Instrument of Government. It is the duty of the Search and Governance Committee to ensure that any individuals recommended for membership of the Corporation comply with the eligibility criteria both generally and for specific categories of Governorship. Particularly, the following must be applied:

- Governors must be 18 years of age or older unless they are appointed as Student Governors;
 - Staff may not serve as Governors unless in the capacity of staff member or Principal;
 - Students may not serve except in the capacity as student member. Any existing member may enrol on a part-time course at the College during his/her term of office, but will cease to be a member of the Corporation if he/she enrolls on a full-time course;
 - The Clerk may not be a member.
- (ii) In addition, the provisions of the Instrument make ineligible those who have certain convictions or have been adjudged bankrupt. Those making application to the Corporation are required to make declarations in this respect so that the Search and Governance Committee can make a judgement as to eligibility within the provisions of the Instrument of Government before making appointments.

2.4 Principles for making appointments

The Corporation is committed to a range of systematic procedures to make appointments to the Corporation. These are based on:

- (i) Fair and open procedures for appointment
- (ii) The application of all general principles of equality and diversity including all relevant legislation in respect of protected characteristics.
- (iii) The capacity for all appointments to be open to public scrutiny.

2.5 Criteria for Selection

- (i) In order to achieve the appropriate mix of skills and the profile of members determined by the Corporation, all applications for Governorship will be measured against the following criteria:
- Commitment and interest in education and training;
 - Time and energy to undertake the role;
 - Clear appreciation of the role of a Governor and, particularly the role as it applies to those who are co-opted/elected/nominated by other bodies, for Governors who will serve in those categories;
 - Skills and experience likely to be of use to the College;
 - Potential for a range of contacts likely to assist the College in its interface with the community;
 - External Business Governors likely to be senior within their organisations.

These criteria are enshrined in the Governor job description which is **Appendix B to this Annex**

- (ii) All prospective applicants, irrespective of the category of Governorship in which they wish to serve, will have access to a general information brochure about the Corporation, including the Instrument and Articles of Government.
- (iii) All applicants, including those seeking to renew their Governorship or known to the Corporation, will normally complete an application form which is then reviewed by the Search and Governance Committee against the selection criteria. When the Committee has decided upon a suitable list of recommendations to the Corporation, it is the practice that, where applicants are not known to the College, the Principal and other members of the Committee will meet with them before a final recommendation is made.

3 MEMBERSHIP APPOINTMENT PROCEDURE

- 3.1 At the specific instruction of the Search and Governance Committee, or as required to replenish the database of individuals interested in future Corporation Board membership, the Clerk may invite applications via advertisement in local press or by written invitation to

suitable local businesses, unitary authorities and/or community groups. Potential candidates may also be personally introduced by current member(s). As far as possible, the Corporation will seek to identify a pool of prospective Governors so that vacancies can be filled promptly.

- 3.2 All applicants or nominees for membership of the Corporation Board are required to submit the Governor application form and pass these to the Clerk to the Corporation.

Process in relation to New Applicants

- 3.3 All applications for Corporation Board membership, howsoever introduced, will be assessed impartially against the latest available Skills Audit Analysis for the whole Board to ascertain the areas where skills are required. At the time that an appropriate vacancy falls due, the Clerk and the Chair of the Search and Governance Committee will carry out an initial assessment of all available applications.
- 3.4 If, as a result of the initial assessment, one or more applications suggest potentially suitable applicants to fulfil the current requirements for Corporation Board membership, the Clerk will contact the applicant to ascertain their interest in pursuing their application at that stage.
- 3.5 Following this, the Chair of the Search and Committee may contact the potential applicants for an informal discussion. In addition, the Clerk will normally invite the applicants to attend a meeting with members of the Search and Governance Committee, including the Chair of the Committee and the Principal.
- 3.7 At the meeting, individuals will be given a brief outline of the role, responsibilities and commitment required of a Governor and provided with appropriate background information about the role and the College. They will also be advised of the Corporation's Committee structure and the College management structure, and invited to discuss their relevant professional and personal experience and their perception of how they would contribute to the sound governance of the College.
- 3.8 After the meeting with the applicants, the Search and Governance Committee will usually meet formally to decide upon the advice to be given to the Corporation Board, and recommended term to be served if not the standard 4 years. The Clerk may also be asked to take up references for the applicants, particularly where they are not known to the College.
- 3.9 The Report of the Search and Governance Committee will be included on the agenda of the next Corporation Board meeting where, if appropriate, its recommendation will be considered. Applicants may be invited to attend this meeting, but will only be in attendance and may be required to withdraw whilst their membership position is being considered. If the Board approves the appointment and any required references confirmed, then the Clerk will write to the applicants requesting formal acceptance of Corporation Board membership and completion of the associated formalities.
- 3.10 Following written acceptance of Governorship, and satisfactory completion of the membership formalities, the new appointees will be invited to attend for an initial induction session with the Clerk and to attend the next meeting of the Board.

Governors Reapplying for a Further Term of Office

- 3.11 At the end of an individual's term of office, consideration will be given to those who wish to seek another term of office as a Governor, providing that they remain eligible in accordance with the Instrument of Government and the rules made by the Corporation. Such Governors will still need to be considered in accordance with the arrangements for the category of Governorship in which they serve and will be reviewed by the Search and Governance Committee in the normal way, as outlined above, before a formal recommendation will be made to the full Corporation.

3.12 Election procedures

- (i) Where elections are to take place from a given constituency, it is the duty of the Clerk to act as Returning Officer and to ensure that the Corporation's business is conducted in an orderly and fair manner which is open to scrutiny. Whatever the constituency, the following will apply:
- Vacancies for Governors in the relevant category will be advertised widely to ensure that, as far as possible, they reach a widely dispersed community. The method of advertisement may vary depending on the constituency and may be at the discretion of the Clerk, save that he/she will retain all details of the advertising procedure and advise the Search and Governance Committee accordingly;
 - Individuals interested in serving as Governors will be formally nominated and seconded and the Clerk will establish appropriate open procedures to secure nominations.
 - Nominees will be invited to submit a short statement or *curriculum vitae* as a candidate;
 - The Clerk will draw up a list of candidates and put in place election processes with clearly established closing dates and subject to normal election rules. Normally the election will be conducted via postal ballot with numbered ballot papers. Again, as Returning Officer, the Clerk may have the discretion to use alternative methods if they are more appropriate to the constituency in question;
 - After the closing date, the Clerk will publish the results and indicate who is deemed to be the winner for consideration for appointment to the Corporation;
 - The Search and Governance Committee will receive details of the election winner and request that the Corporation confirm the appointment as formal approval is not required by the Board;
 - If there is only one candidate, no election will take place and that individual will be deemed to be the nomination to be received by the Search and Governance Committee.

4. PROCEDURE FOR THE REMOVAL OF A GOVERNOR FROM OFFICE

4.1 Absence from Meetings for Periods of longer than Six Months

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

4.2 Inability or Unfitness for Office

- (i) Any question, regardless of its source, as to whether or not a Governor may be unable or unfit to discharge the functions of a Governor must be referred to the Clerk.

- (ii) When such a question is brought to the attention of the Clerk (s) he shall immediately notify the Chair of the Board. If it appears to the Chair that the matter should be pursued, (s) he will decide, in consultation with the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.
- (iii) The Chair will decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Search & Governance Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Search & Governance Committee considers that there may be grounds for the removal of the Governor from office, it will instruct the Clerk to convene a special meeting of the Board to consider whether the Governor should be removed from office.

4.3 Meetings of the Board Regarding the Removal of a Governor

- (i) Meetings of the Board at which the removal of a Governor is to be considered shall be convened by the Clerk giving at least seven days' notice in writing to all parties entitled to attend the meeting. The Governor whose removal is being considered ("the Governor") should be provided with written notification setting out why the Board is considering taking such action.
- (ii) The meeting shall be attended by members of the Board, the Clerk, and the Governor. The Governor has the right to be accompanied and/or represented by a person of his/her choice.
- (iii) The Governor shall be entitled to attend all parts of the meeting relating to whether (s)he should be removed from office save that (s)he shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.
- (iv) At the meeting, the reasons why consideration is being given to the removal of the Governor shall be explained to the Governor and the Governor shall have the opportunity to state his/her case in full. Both the Governor and the Board shall have the right to examine witnesses if appropriate.
- (v) The Board shall decide whether or not the Governor should be removed from office. In either case the Clerk shall notify the Governor of the Board's decision in writing as soon as practicable after the meeting and, in any event, within seven days.
- (vi) A Governor removed from office shall have no right of appeal against the Board's decision.
- (vii) The Chair of the Corporation and the Principal will be directly responsible for handling any external communication in respect of action taken to remove a Governor.

4.4 Removal of an External Co-option (Non-Governor) from a Committee

- (i) A person co-opted by the Board to serve as a member of a committee ("the member") may be removed from membership of that committee if he or she has failed to attend meetings of the committee for a period of six months or more, or for any other reason, at the sole discretion of the Board.
- (ii) In the event that the Board is considering the removal of a member, the member shall be provided with written notification setting out why the Board is considering taking such action.
- (iii) The member shall be notified of the time and place of the Board meeting at which the member's removal is to be considered and the member has the right to provide written representations as to why (s) he should not be removed from membership of the relevant committee or to attend the meeting to state his/her case as to why (s) he should not be

removed. The member shall not be entitled to attend any part of the meeting not relating to his/her removal and shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.

- (iv) The Board shall decide whether or not the member should be removed from membership of the committee and the member shall be notified of the Board's decision in writing as soon as practicable after the meeting, and in any event within fourteen days.
- (v) A co-opted member removed from membership of a committee shall have no right of appeal against the Board's decision.

APPENDIX 1 TO THE RULES OF MEMBERSHIP OF THE CORPORATION

HAVANT & SOUTH DOWNS CORPORATION SEARCH & GOVERNANCE COMMITTEE TERMS OF REFERENCE

1. Membership

The membership will comprise 5 members, to include the Chair, the Vice-Chair, the Principal and 2 other Governors.

2. Quorum

The quorum shall comprise 2 External Governor members of the Committee.

3. Purpose

- (i) To lead the Corporation on all issues related to membership of the Corporation and its committees and all matters related to governance, structure, and procedures, including the provision of advice to the Corporation on the appointment of members, the provision of training to enable members to fulfil their responsibilities as members of the Corporation and the review of all procedural and policy matters related to effective corporate governance.
- (ii) The Corporation shall not appoint any member of the Corporation (other than the Principal) unless it has first considered the advice of the Committee. Appointments shall be made in accordance with the Instrument and Articles of Government.

4. Appointment of Chair

With responsibility for membership, the Vice-Chair of the Corporation will, *ex-officio*, chair the Search & Governance Committee.

5. Officers in Attendance

The Committee has the right to invite any other person to attend for a part of or for the whole of a meeting.

All persons In Attendance shall have no voting rights.

6. Meetings

- i) The Committee shall meet as and when necessary for the proper discharge of its responsibilities, but shall meet at least three times per year.
- ii) The Clerk to the Corporation shall act as Clerk to the Committee.
- iii) All responsibilities of the Committee will be subject to the Corporation's approved Scheme of Delegation. Consequently, all decisions of the Committee shall be referred to the Corporation for confirmation, except those specifically delegated, which shall be reported to the Corporation.
- iv) There will be an annual schedule of business to enable Governors to identify when they will receive key items of business – **see Appendix 1**. This schedule is intended to be flexible to meet business needs.

7. Terms of reference

i) Board Membership

- a) To determine detailed procedures for the recruitment, nomination and proposal of candidates for appointment to the Corporation and to ensure that such procedures are made publicly available, including determining arrangements for the creation of a waiting list of potential candidates for membership of the Corporation.

- b) To draw-up appropriate criteria for the assessment of the suitability of candidates for consideration by the Corporation, addressing:
 - The need to ensure that the membership of the Corporation complies with the Instrument and Articles of Government,
 - The need for the skills and experience of new members to complement those of existing members.
 - The need to ensure that the Board reflect, as far as possible, the composition of the local community.
- c) To keep the composition and balance of the Corporation and its committees under review, including the areas of expertise available within the Corporation; to review the need for additional skills and experience which would best serve the needs of the college and to advise the board as necessary and as required.
- d) To identify potential candidates who meet the assessment criteria, and to consult board members, the local community, including the business community, the funding bodies and professional organisations as appropriate.
- e) To recommend appointments to the Corporation.

ii) Board Training

To keep the training needs of Corporation members under review and to develop appropriate policies and procedures for the induction, appraisal, and ongoing development needs of the Corporation members, and to implement such matters as appropriate.

iii) Board Self-Assessment

To lead the Corporation's annual self-assessment process to assess performance in the conduct of their business and the discharge of its duties and responsibilities.

iv) Corporate Governance

To review all policies, procedures and standing orders related to corporate governance and to formulate proposals as necessary for consideration by the Corporation.

v) General

- a) To delegate such tasks/functions as it believes appropriate to the Principal and/or the Clerk to the Corporation.
- b) To undertake such other related responsibilities as the Corporation may remit.

8. Review of Terms of Reference

These Terms of Reference shall be subject to a formal **annual** review.

SEARCH & GOVERNANCE COMMITTEE – ANNUAL SCHEDULE OF BUSINESS

AGENDA ITEM
AUTUMN TERM
Update on membership including committee membership & curriculum links
Consideration of individual membership issues
Review of previous year's attendance statistics
Annual Report on Governor training for the previous year & proposed training for the current year
Outcomes of Governance Self-Assessment and Governance Development Plan
Update on the Code of Good Governance
eGovernance update
Legislative issues for consideration
SPRING TERM
Update on membership including committee membership
Consideration of individual membership issues
Review of any issues from annual update of Register of Interests & Governors' Eligibility
Review of outcomes of Skills audit & identified training needs to inform annual review of membership of committees
Update on actions relating to Governance from College QIP
Update on the Code of Good Governance
eGovernance update
Legislative issues for consideration
SUMMER TERM 4
Annual update of business schedule
Review of Terms of Reference
Update on membership including committee membership
Consideration of individual membership issues
Update on actions relating to Governance from College QIP
Consideration of issues related to Governance SAR including PIs
Annual Review of key Governance Documents
Update on the Code of Good Governance and formal review of the Committee's performance in respect of the governance and management infrastructure and regular governance review.
eGovernance update
Legislative issues for consideration

APPENDIX 2 TO THE RULES OF MEMBERSHIP OF THE CORPORATION

JOB DESCRIPTION & PERSON SPECIFICATION FOR GOVERNORS

KEY ISSUES

- (i) Governors, other than the Principal, are appointed as non-representative members of the Corporation.
- (ii) Governors will be asked to become a member of at least one of the Corporation Committees.
- (iii) Governors give of their time without remuneration.
- (iv) Governors are regarded as ambassadors for the College and are expected to promote the work of the College, fostering good relations with the local community. Equally, if Governors are made aware of any criticism of the College's activities, they will be expected to bring the criticism to the attention of the Chair of the Governing Body or the Principal and Chief Executive, who will investigate the matter.
- (v) The College is managed by the Principal and Chief Executive in accordance with the Articles and Instrument of Government. The Principal is accountable to the Governing Body and any concerns which a Governor has about any aspect of the management of the College should be brought to the attention either of the Principal or the Chair of the Governing Body.
- (vi) Governors will have access to induction and training sessions to assist them in fulfilling their role.
- (vii) Governors are expected to register all direct and indirect financial interests with the Clerk and to avoid any actions which would embarrass the College.
- (viii) Governors are expected to act with total propriety in their dealings with the representation of the College.
- (ix) Members are expected to:
 - Be aware of the responsibilities of the Corporation and Principal as set out in paragraphs 3 and 4 of the Articles of Government
 - Attend meetings on a regular basis; (failure to attend regularly without leave or good cause can lead to loss of office)
 - Study agenda papers and prepare for meetings appropriately
 - Contribute advice and views on issues brought to meetings on the basis of their specialist knowledge and experience
 - Support the College and its work by, for example, publicising the work of the College amongst other agencies and in other organisations of which the Governor is a member, and attending College events such as the Presentation Day and Open Days.

SPECIFIC REQUIREMENTS OF THE ROLE

Governors are required to:

- (i) Complete the Register of Interests and advise the Clerk of the Corporation of any new or amended interests as they occur.
- (ii) Observe the Code of Conduct as from time to time amended.
- (iii) Observe the terms of reference of the Corporation and any Committees or Working Groups of which they are a member and comply with the Corporation's Standing Orders.
- (iv) Ensure that they are eligible to be a Governor, in accordance with the Instrument of Government.

- (v) Ensure that their actions, personally and collectively, maintain high standards, and that they act with integrity and behave ethically at all times, in accordance with the Seven Principles of Public Life.
- (vi) Attend Corporation and committee meetings regularly and advise the Clerk promptly if there are reasons why they cannot attend.
- (vii) Participate in personal and group training to support their role as a Governor.

DUTIES

1. Play an active role in the future development and well-being of the College by contributing to:
 - the development of the College's mission, vision and educational character;
 - the development of strategic priorities;
 - the setting of measurable targets to support the College's development;
 - the monitoring of achievement against objectives;
2. Play an active role in committees and so contribute to one or more of the following:
 - overseeing the management of financial, human and physical resources;
 - internal and external audit processes;
 - the development of senior post holder pay policy and the framework for the pay and conditions of service of all other staff;
 - the recruitment of new Governors;
3. Contribute to the regular monitoring of the financial health of the College;
4. Comply with the Instrument and Articles of Government, the Corporation's standing orders and Code of Conduct and any other related governance policies and procedures;
5. Contribute to the business of the Corporation in an effective, efficient, open and transparent manner;
6. Attend Corporation meetings, Governor training and induction events as required;
7. Get to know the College through discussion with the Principal and the staff, reading relevant papers, visiting the College and participating in events;
8. Help new Governors understand their role;
9. Act in good faith and the best interests of the College at all times.

Governors have collective responsibility for the above but no individual Governor has the authority to speak or act on the Corporation's behalf unless specifically delegated to do so.

GOVERNOR PERSON SPECIFICATION

In seeking to fill any vacancy, the Corporation endeavours to maintain a balance of skills and experience amongst its membership. The following is a specification for Governors in general.

Skills/ Attributes	Experience & Aptitude
Commitment to education and awareness of the work of College	Able to demonstrate a commitment to lifelong learning
Interpersonal and team work	Able to work positively with others and debate whilst maintaining a constructive atmosphere.

Communication and ability to influence	Able to express ideas/plans in a clear manner and to listen actively to other views. Able to communicate effectively.
Planning and organisation	Able to establish quickly an effective course of action for self and others to achieve goals that can be monitored by realistic performance targets. To be visionary for the future plans of the College.
Drive to achieve and determination	Able to create the required energy/enthusiasm and commitment necessary to be effective and have the tenacity to overcome obstacles.
Strategic perspective	Able to develop a broad-based view of issues and events and perceive their long-term impact.
Intellectual and technical ability	Able to absorb sometimes complex information and rationalise appropriately. Able to think laterally and arrive at a pragmatic solution.
Leadership	Able to demonstrate behaviour and skills that motivate others to achieve, inspire confidence in others to achieve objectives, and respect the views of others.
Experience	1) Experience in a field that is of relevance to the oversight of the affairs of the College, and/or 2) Ability to demonstrate an understanding and appreciation of the principles of governance, including collective responsibility, discharge of fiduciary duties and the seven principles of public life
Circumstances	Available to attend scheduled meetings of the Corporation and Committees.
Equality & Diversity and Safeguarding	Committed to equality & diversity and safeguarding

ANNEX 2 TO THE STANDING ORDERS OF HAVANT & SOUTH DOWNS CORPORATION

ROLE AND RESPONSIBILITIES OF THE CHAIR AND VICE CHAIR OF THE CORPORATION

1. To provide effective leadership for the Corporation, promoting its well-being and efficient operation, in conjunction with the Clerk, by:
 - Ensuring the efficient conduct of the business of meetings of the Corporation by following established procedures for the conduct of business.
 - Taking care that the business of committees of the Corporation is reported appropriately.
 - Ensuring that the views of all members are sought at meetings of the Corporation and that members work together effectively as a corporate body.
 - Being satisfied that the seven principles of public life are being observed in all business of the Corporation.
2. To ensure that there is effective management of meetings through agenda-setting, planning meetings and overseeing follow-up.
3. With the support of the Clerk, to ensure the efficient and effective conduct of business at Corporation meetings in particular by ensuring that issues before the Corporation are debated fully, that all members have the opportunity to contribute and that discussions and decisions are properly summarised and recorded.
4. To exercise a second or casting vote where there is an equality of votes on any issue at a Corporation meeting.
5. To exercise any specific authority delegated by the Corporation together with a general delegated authority to act, after consultation with the Principal and the Clerk, on any issue arising which is both urgent and important which would normally be dealt with by the Corporation but which cannot wait for the next meeting. Such action will be reported to the Corporation for information at the next available meeting, in accordance with Corporation Standing Orders.
6. To develop an effective working relationship with the Principal and the Clerk based on a full understanding of the role of the Corporation in the governance of the College.
7. Where appropriate, to offer both general and specific support to the Principal where strategic, major or contentious issues are involved.
8. To offer personal support to the Principal, ensuring in particular that appraisal arrangements are in place and to be responsible for the appraisal of the Principal in accordance with the requirements set-out in the Contract of Employment for the Principal.
9. To be responsible for the appraisal of the Clerk
10. To instigate disciplinary action in line with the approved disciplinary procedures against holders of senior posts should the need arise.
11. To be the sole representative for dealing with the media on behalf of the Corporation.

The Vice Chair will ensure that when (s) he is deputising for the Chair, (s)he will ensure that (s)he operates in line with the above policy.

The Vice-Chair will take specific responsibility for Board membership issues.

The Roles of Chair and Vice-Chair require the following:

- (i) Background and understanding of the College;
- (ii) In-depth understanding of key issues to be able to focus on main strategic matters;
- (iii) Effective management of differences of opinion;
- (iv) Development of a climate of trust, honesty and respect between all members of the Corporation and College officers;
- (v) Effective management of debate which draws the Corporation towards sustainable decisions.

(S)He will:

- (i) Provide all members with opportunity to ask questions and voice opinions;
- (ii) Facilitate a shared view of the issues and the risks;
- (iii) Ensure the Corporation reaches clear decisions;
- (iv) Ensure that all members are provided with appropriate briefing, if this is not conducted via formal meeting.

ANNEX 3 TO THE STANDING ORDERS OF HAVANT & SOUTH DOWNS COLLEGE CORPORATION

ARRANGEMENTS FOR THE CLERK TO THE CORPORATION

1. Role of the Clerk

- 1.1 In accordance with the Articles of Government, the Clerk is responsible for:
- (i) advising the Corporation with regard to the operation of its powers;
 - (ii) advising the Corporation with regard to procedural matters;
 - (iii) advising the Corporation with regard to the conduct of its business; and
 - (iv) advising the Corporation with regard to matters of governance practice.
- 1.2 The role of the Clerk is enshrined within the job description at **Appendix 1** to this annex.

2. Appointment of the Clerk

- 2.1 Upon the occurrence of a vacancy, the Corporation will determine how it intends to secure the appointment of a new Clerk and the terms and conditions of that appointment, as long as they are in accordance with any regulations in the Instrument and Articles of the Government.

3 Appraisal of the Clerk

- 3.1 The Clerk will have an annual appraisal, normally with the Chair of the Board and the outcomes of that appraisal will be reported to the Remuneration Committee which will advise the Corporation on any matters arising from the appraisal process.

4. Dismissal of the Clerk

- 4.1 In the event that the Corporation may deem it necessary to invoke proceedings which might lead to the suspension or dismissal of the Clerk, where the Clerk is directly employed under a contract of employment with the Corporation, the Clerk will be treated as a senior postholder for the purposes of these procedures, as specified in the Articles of Government.

5 Attendance at Meetings

- 5.1 The Clerk will attend all meetings of the Corporation and its committees. In the event that (s)he is unable to attend a meeting, the Clerk shall be responsible for making arrangements for a Clerk to attend in a temporary capacity.
- 5.2 The Instrument of Government specifies that the Clerk must withdraw from all meetings or part of a meeting where his/her own remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. In order to meet this requirement, the following protocol will be followed:
- (i) Any papers relating to an agenda item which addresses the above issues will be dispatched separately from the main agenda by the Chair of the Corporation/Chair of the relevant committee, supported by an appropriate Administrator, if required. Such papers will normally be sent at least 7 days before the meeting;
 - (ii) The Clerk will withdraw from the meeting at the appropriate time. If appropriate, a member of staff will act as a Clerk and take the minutes for this part of the meetings. Alternatively, the Corporation or relevant committee will appoint a member to have responsibility for producing the minute for that part of the meeting. This will be a separate, confidential minute which the Clerk will have no entitlement to see;

- (iii) The Corporation/Committee will decide at the end of its discussions whether members are prepared for the Clerk to have sight of the minute. If they are prepared to allow this, then the confidential minute will be written by the member appointed as Clerk and appended to the main minutes of the meeting by the Clerk in accordance with the usual processes for the production of minutes. If the Clerk is not allowed to see the minute, then the Chair will send it separately to Governors and the Clerk will be required to withdraw from that part of the next meeting when the minute is approved. The Chair will be responsible for maintaining the records related to all such minutes.

6. Action to be taken where the Clerk believes that the Corporation may be acting inappropriately

- 6.1 If the Clerk has a concern that the Corporation may be acting inappropriately or beyond its powers he/she will raise that concern in the first instance with the Chair and if necessary with the Vice Chair of the Corporation and/or the Principal, who may request that independent legal or other advice is sought. If as a result it is agreed that the Board will need to reconsider a decision, the Chair will bring this to the attention of the Board as soon as practicable, together with the reasons.
- 6.2 If no solution can be reached and the Clerk considers that the grounds for the original concern still present a threat to the proper Governance of the College, he or she is authorised to take independent legal advice and/or seek advice from the relevant funding bodies. All Board members will be informed that this had been done, and will be notified of the advice received.

APPENDIX 1 TO ANNEX 3 – JOB DESCRIPTION



HAVANT & SOUTH DOWNS COLLEGE

Job Description

Post:	Clerk to the Governors
Salary / Grade:	Spot salary - £60,000 per annum FTE
Type of appointment	Part-time – 0.6 FTE – 3 days per week to be worked flexibly Actual salary = £36,000 per annum
Responsible to:	The Board of Governors via the Chair

Key Purpose:

1.	To provide strategic, legal, advisory and administrative support to the College Board.
2.	To ensure that the Board's proceedings are conducted in accordance with the provision of the statutory Instrument and Articles of Government, the Education Acts (as modified or replaced from time to time) and the general law.
3.	To promote excellence governance of the College.
4.	To support the Board and the Senior Leadership on legal and policy matters.

Key Responsibilities and Accountabilities:

1. <u>The Conduct of Board Meetings</u>	<p>To ensure that the Board acts within its legal powers through the proper conduct of meetings of the Board and its committees, and adherence to all correct procedures, by:</p> <ul style="list-style-type: none"> 1.1 Formulating, with the Chairman and the Principal as applicable, the agenda for all meetings and organising the supporting reports and papers. 1.2 Timetabling all meetings of the Board and committees, calling meetings on proper written notice and distributing agenda and supporting papers. 1.3 Attending meetings and ensuring that accurate minutes are produced. 1.4 Checking the quoracy of meetings. 1.5 Ensuring the timely publication of agenda, draft minutes (when approved by the Chair), signed minutes and supporting papers. 1.6 Maintaining the Minute Book and issuing certified copies of minutes. 1.7 Formulating, with the Chairman and the Principal as appropriate, follow-up instructions that arise from the minutes and reporting on what action has been taken in response to such instructions. 1.8 Preparing, for approval by the Board, committee terms of reference and rules relating to composition, quoracy, chairing and frequency of committee meetings as laid down in the Instrument and Articles of Government and Standing Orders.
2. <u>Membership and</u>	To ensure that all appointments to the Board and committees are valid and made in accordance with the Membership Rules of the Board, including:

<u>Appointments to the Board</u>	<p>2.1. Overseeing all Board recruitment processes and being proactive in identifying opportunities to enhance the Board's membership profile.</p> <p>2.2. Undertaking regular skills audits to identify how far the Board complies with its desired profile and what actions need to be taken.</p> <p>2.3. Checking the eligibility of current and prospective members.</p> <p>2.4. Ensuring that all appointments to the Board and committees have been properly made and minuted in accordance with the provisions of the Instrument and Articles of Government and the Standing Orders.</p> <p>2.5. Preparing and issuing, in the name of the Board, Letters of Appointment.</p> <p>2.6. Giving advance notification to the Board of expected vacancies and notifying the Board of all actual vacancies.</p> <p>2.7. Issuing and receiving on behalf of the Board notices relating to members.</p> <p>2.8. Assisting the Board with the processes of succession planning for the appointments of Chair and Vice-Chair of the Board of Governors.</p> <p>2.9. Overseeing the election to the Board of Staff and Student governors.</p>
3. <u>Governors' Training & Development</u>	<p>To provide effective support for all Governors' training and development, in accordance with the Board's Training & Development Policy, including:</p> <p>3.1. Taking a leading role in the induction of new Governors to ensure that they are fully supported in their new roles.</p> <p>3.2. Designing, planning and delivering an annual programme of Governors' training events.</p> <p>3.3. Ensuring that Governors are properly informed and trained in key areas such as Safeguarding, Prevent, Health & Safety, and Equality & Diversity.</p> <p>3.4. Ensuring the provision of specialist training for key committees such as the Audit Committee.</p> <p>3.5. Providing general training and development resources for Governors.</p>
4. <u>Registers and Corporate Governance Documents</u>	<p>To be responsible for administering those procedures which have been approved by the Board for making certain information available to the public in accordance with the principles of transparent and open accountability, including:</p> <p>4.1. Maintaining:</p> <ul style="list-style-type: none"> a) Registers of members' attendance; b) Up to date records of the names, addresses and category of governing body members and their term of office, and inform the governing body and any relevant authorities of any changes to its membership. c) Copies of current terms of reference and membership of all committees d) Copies of all agreed governance policies and procedures. e) Record of all signed minutes of meetings of the Board and its committees f) Records of governing body correspondence g) A Register of Members' Interests; h) A Register of all rules and procedures made or authorised by the Board

	<p>4.2. Ensuring that the Registers and copies of the statutory Instrument and Articles of Government are made available for public inspection.</p> <p>4.3. Undertaking regular reviews of all corporate governance documents to ensure that they are up-to-date and reflect best practice and any changes to FE/General law.</p>
5. <u>Corporation Seal</u>	<p>To be responsible for the proper use of the Corporation Seal, including:</p> <p>5.1. Advising on the proper use of the seal.</p> <p>5.2. Keeping the Corporation Seal in safe custody.</p> <p>5.3. Ensuring that all deeds and documents to which the Corporation Seal has been affixed have been properly authenticated.</p> <p>5.4. Keeping a record of all documents to which the Corporation Seal has been affixed.</p>
6. <u>Legal Advice & Guidance</u>	<p>To be responsible for providing guidance and support to the Board and its committees on corporate governance issues, ensuring accountability directly to the Board, through the Chair, as an officer of the Corporation (independent of the Senior Leadership Team), providing advice which is unbiased and impartial, including:</p> <p>6.1. Advising the Members of Board on the proper exercise of their powers within Statutory Instruments issued under the Further and Higher Education Act 1992 and subsequent revisions.</p> <p>6.2. Being responsible to the Board for ensuring that its proceedings are conducted in accordance with the Corporation's Instrument and Articles of Government, any and rules and regulations made under the Articles, the Education Acts (as modified or replaced from time to time), the law relating to charities (including the requirements of the Charity Commissioners) and the general law.</p> <p>6.3. Advising on and being responsible for the constitution of the Corporation (Instrument and Articles and any bye-laws).</p> <p>6.4. Monitoring, advising and supporting compliance with the Governance Code adopted by the Corporation and reported to the funding bodies including an annual self-assessment on board performance.</p> <p>6.5. Advising the Board on governance legislation and procedural matters where necessary before, during and after meetings providing updates on changes.</p> <p>6.6. Acting as the first point of contact for Governors with queries on procedural matters.</p> <p>6.7. Having access to appropriate legal advice, support and guidance, and where necessary seek advice and guidance from third parties on behalf of the governing body.</p> <p>6.8. Offering advice on best practice in governance, including on committee structures and self-evaluation.</p> <p>6.9. Ensuring that statutory policies are in place, and are revised when necessary, with the assistance of staff.</p> <p>6.10. Advising on the annual calendar of Board meetings and tasks.</p> <p>6.11. Taking appropriate action if and when the Board, the Chair or one of the committees appears to be at risk of acting outside their powers or to be proposing actions that may be unlawful.</p>

7. <u>General Legal Advice</u>	<p>To provide general legal advice to the Board and the College, including:</p> <p>7.1. Advising relevant managers on key areas of legislation such as Freedom of Information, Data Protection (including the General Data Protection Regulations), health & safety, Safeguarding and Prevent as they affect the Board, and particularly the most appropriate ways of reporting on them.</p> <p>7.2. Maintaining oversight of any ongoing legal matters including due diligence exercises.</p>
8. <u>Senior Post Holders</u>	<p>To advise the Board on the employment of senior post holders in accordance with the Instrument & Articles of Government, including:</p> <p>8.1. Managing any agreed recruitment processes, in liaison with the College's HR Team.</p> <p>8.2. Advising on the Board's roles and responsibilities with regard to the employment of senior post holders.</p> <p>8.3. Ensuring that the framework for the employment of senior post holders is up-to-date, including disciplinary and grievance procedures.</p> <p>8.4. Clerking any required committees related to the employment of senior post holders.</p>
9. <u>Policy and Strategy</u>	<p>To advise the Board /Senior Leadership Team on policy and strategy, including:</p> <p>9.1. Advising on areas of policy and strategy to be determined by the Board.</p> <p>9.2. Facilitating determination and approval of College policy and strategy documents in consultation with the Principal and relevant College Managers.</p> <p>9.3. To maintain the Board's Scheme of Delegation.</p> <p>9.4. To maintain a central register of all current College policy and associated procedural documents and ensure that reviews and updates are undertaken in a timely fashion and reflect best practice and current legislation.</p> <p>9.5. To ensure that all approved College policy and strategy documents are published on the College's websites and are up-to-date.</p>
10. <u>Other Duties</u>	<p>10.1. To be responsible for administering the reimbursement of governors' expenses.</p> <p>10.2. To act as Company Secretary for College subsidiary companies.</p> <p>10.3. To attend relevant meetings of the Senior Leadership Team, in consultation with the College Principal.</p> <p>10.4. To clerk any statutory appeal committees/panels the Board is required to convene.</p> <p>10.5. To maintain archive materials effectively.</p> <p>10.6. Prepare briefing papers for the Board/Senior Leadership Team, as necessary.</p>

	10.7. Participate in the College's appraisal process, undertake and deliver appropriate staff development and training.
	10.8. To engage in professional development and networking for continuous professional development.
	10.9. Travelling and working away from normal base as may be required from time to time.
	10.10. Undertake such other reasonable duties as may be required from time to time and review this Job Description at least annually through the College appraisal scheme.

Cross-College Responsibilities and Accountabilities:

1	Participate in Performance Management and professional development activities as required.
2	Value and promote diversity and equal opportunities.
3	Work within health and safety guidelines and be aware of your responsibilities for health and safety.
4	Fully support and adhere to the College approved strategies, policies and procedures.
5	Be responsible for safeguarding and promotion of the welfare of children, young people and vulnerable adults, including the College's duty with regard to Prevent.
6	Support the College's quality initiatives, promoting the values of the College and ensuring that outputs meet quality standards
7	Provide the best possible service to customers (both internal and external) in line with College standards.

This job description is current as at the date shown below.

In consultation with you, it is liable to variation by management to reflect or anticipate changes in or to the job. You are liable to undertake such other duties as may reasonably be required of you, commensurate with your grade, at your initial or present place of work or at any other of the College's operational sites.

Person Specification

		Essential	Desirable	How assessed
QUALIFICATIONS & TRAINING				
(i)	Minimum of a level 4 qualification or equivalent	x		A
(ii)	Minimum of GCSE English and Maths at Grade C or above or equivalent	x		A
(iii)	Relevant professional qualification e.g. ICSA Company Secretary or ICSA Cert in FE governance		x	A
KNOWLEDGE, EXPERIENCE & UNDERSTANDING (CURRENT)				
(iv)	Excellent organisation and planning skills with ability to organise multiple activities to ensure all deadlines are achieved.	x		AI

		Essential	Desirable	How assessed
(v)	Highly developed interpersonal and facilitation skills with the ability to gain and sustain credibility with the Board and the Senior Leadership Team.	x		AI WA P
(vi)	Strong general IT skills, including competence in use of general Microsoft packages	x		AI WA
(vii)	Strong writing skills	x		AI WA
(viii)	Ability to take accurate minutes and prepare agenda	x		AI WA
(ix)	Ability to place the learner and stakeholders at the centre of the governing processes	x		AI
(x)	Knowledge of FE and the issues facing the sector		x	AI
(xi)	Understanding of Safeguarding legislation and requirements		x	AI
SKILLS & ATTRIBUTES				
(xii)	Professional Integrity and a calm, professional approach	x		AI
(xiii)	Capacity to work well under pressure and manage deadlines effectively.			
(xiv)	Ability to cope with ambiguity and to anticipate change	x		AI
(xv)	Ability to work with, and effectively communicate with, the Principal, College managers, Chair, Vice Chair and Chairs of committees and to build strong and effective relationships.	x		AI
(xvi)	Ability to work collaboratively across the whole College	X		AI
(xvii)	High degree of political awareness	X		AI
(xviii)	A can-do, enthusiastic and collaborative approach	X		AI
(xix)	Strong attention to detail and ability to produce accurate and detailed work	X		AI
(xx)	Resilient, self-motivated and driven	x		AI
(xxi)	Ability and willingness to deliver working hours flexibly to fulfil requirements of the role (to include evening and week-end working on occasions)	x		AI
(xxii)	Ability to travel to all College locations to undertake the role	x		AI
(xxiii)	Ability and willingness to undertake some travelling within the UK	x		AI
(xxiv)	A commitment to undergo further training/development as, or when, appropriate.	x		AI
(xxv)	Possession of a driving licence		x	A
(xxvi)	Willingness to use own vehicle for business purposes		x	AI

Key to assessment methods:

A = Application

I = Interview

P = Presentation

W = Written assessment

Annex 4 - THE COMMUNICATIONS FRAMEWORK OF THE CORPORATION

INTRODUCTION & CONTEXT

The Corporation fully supports clear communication with all of the College's stakeholders. This is on the basis that it is important that the Corporation business is widely known and understood throughout the College and that staff, students, parents, employers and the general community should have access to information about the Corporation's work as well as the access to formal Corporation reports and minutes, with the exception of those which are deemed to be confidential.

This is in the context that Governors recognise that Governors act in accordance with their Code of Conduct and the regulations relating to speaking on behalf of the full Board only when specifically authorised to do so. Governors need to keep in touch with College life in order to undertake their strategic duties and responsibilities, whilst avoiding involvement in operational management duties which are the role of the College managers.

PRINCIPLES

The Corporation's framework for communications is founded on the following principles:

- Communication between the College and the Corporation and the Corporation and the College is of fundamental importance;
- The Corporation has a duty to inform staff, students and key stakeholders of its work;
- Any reporting from the Corporation will be in the form of the formal minutes from meetings and formal reports which are the property of the Corporation as a whole and not of any individual within the Corporation;

KEY ROUTES FOR COMMUNICATING

The following documentation and activities underpin the above principles in the Corporation's approach to communication:

College Website

The College website includes a section on Governance which provides key information about the Board, the way it operates and members of the Corporation. This includes the publication of minutes of Board meetings (once approved by the Board) and the key Governance policies. The website will be kept up-to-date by the Clerk and the Marketing Team.

Opportunities to meet with staff and students informally

This is achieved through the Governors' Links Scheme and attendance of Governors at Cross-College activities, end of year showcase events and the Annual Awards Ceremony. Governors are assigned to areas of particular interest in the College and have a responsibility to maintain informal contact with the staff and students in this area. All efforts will also be made to invite a full range of staff to participate in other Governor events e.g. Governors' Social Events.

Appropriate reporting after formal meetings of the Corporation

Staff and Student members are not representatives of the group which elects them so it is not deemed to be appropriate that those individuals should report back to staff and students formally, although it is of paramount importance that the Corporation is able to communicate with these groups in order to ensure that the staff and student body are well informed about Corporation matters. Full Board meetings take place after all of the committees of the Corporation on a termly cycle and, in accordance with the Instrument and Articles of

Government and the Corporation's own Standing Orders, approved minutes of Corporation meetings are now published on the College website. All committee minutes and reports, except any specifically deemed to be confidential, are available from the Clerk to the Corporation. All confidential minutes are reviewed annually and, where appropriate, are declassified.

The Chair will also take the opportunity to communicate on specific issues of importance to staff and students through the 'all staff/student' email facility. Governors also acknowledge the need to ensure that there is regular communication with students through the Learner Voice framework.

Regular information on key issues related to Governance and Management for all Governors and also for circulation to staff:

The College circulates Governors with copies of information of general interest, particularly any relevant information published by the ESFA, to provide access to a wider range of general background information other than that which they receive through formal papers. The College will promote all opportunities to keep Governors and staff up-to-date on key issues in the sector, using a variety of mechanisms and in accordance with its general communications policy. In addition, the Clerk is charged with ensuring that all College Managers have a clear understanding of the role of the Corporation and general corporate governance issues.

Financial Information

In addition to the formal reporting established for the Finance and Estates Committee, all members of the full Corporation will receive a monthly Governors' report which draws together the key issues emerging from the monthly management accounts and the current performance against KPIs.