

# **Standing Orders**

**Approved by the Corporation  
20 March 2024<sup>1</sup>**

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## A GENERAL

### Terminology

1 The terms used in this document have the following meanings:

ESFA	The Education and Skills Funding Agency
Funding Body	The government departments or agencies that provide funding to the College.
Corporation	The corporation of the College, comprising members appointed under the College's charter and the relevant statutory instruments to be responsible for its affairs
Finance and General Purposes Committee	The committee of the corporation charged with monitoring the financial affairs of the College
Head of Governance	The person appointed by the corporation to act as independent Head of Governance responsible for advising the Corporation with regard to the operation of its powers; procedural matters; conduct of its business and governance practice.
Designated Senior post holders	The Principal/CEO, Vice Principal Corporate Services, Deputy Principal/Vice Principal Curriculum & Quality.
Senior Management Team	The Principal/CEO, designated senior post holders and others designated by the Principal/CEO
Vice Principal Corporate Services	The senior postholder responsible to the Principal/CEO for the College's financial management
Manager	Any member of the College's staff who has responsibility for managing part of the College's affairs or budget, including (but not limited to) heads of department, heads of faculty and members of the senior management team

### Status of the Regulations

2 These Regulations are subordinate to the College's Instrument and Articles of Government, to applicable legislation or regulations and to any restrictions contained in the College's Condition of Funding with the ESFA.

### Distribution

3 A controlled copy of these Regulations shall be posted on the College intranet and distributed to:

- (a) All members of the Corporation
- (b) The Head of Governance
- (c) All members of the Senior Management Team

## **B GOVERNANCE**

### **THE CORPORATION**

#### **Purpose**

- 1 The purpose for which the corporation was established is:
  - (a) To determine the educational character and mission of the College and for oversight of its activities
  - (b) To ensure the provision of high quality further and higher education
  - (c) To carry on any other business or activity related to or necessary for the provision of further and higher education.

#### **Powers**

- 2 The corporation has the following powers:
  - (a) To own, acquire and dispose of land and other property
  - (b) To enter into contracts
  - (c) To borrow money and, in connection with such borrowing, to grant mortgages, charges or other securities in respect of any land or property owned by the corporation
  - (d) To invest any sums not immediately required for the purposes of carrying on any activities within its powers
  - (e) To accept gifts of money, land or other property and apply these, or hold and administer these on trust
  - (f) To do anything incidental to the conduct of an education institution providing further or higher education.

#### **Responsibilities**

- 3 The corporation is responsible for:
  - (a) Determining the educational character and mission of the institution and the oversight of its activities
  - (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
  - (c) Approving the quality strategy of the institution
  - (d) The effective and efficient use of resources, the solvency of the institution and the corporation and safeguarding their assets
  - (e) Approving annual estimates of income and expenditure

- (f) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Head of Governance
- (g) setting a framework for the pay and conditions of service of all other staff
- (h) the modification or revocation of the Instrument and Articles of Government.

The corporation is also responsible for the approval of the College's Strategic Plan and for regularly monitoring progress against its strategic targets.

### **Membership**

- 4 The membership of the corporation shall be a maximum of 21 governors of which 2 shall be staff governors, 2 shall be student governors and the Principal/CEO.

### **Appointment, reappointment, and resignation of members**

- 5 All members shall be elected by the full corporation.
- 6 Members of the corporation, other than student members, shall serve for a term of office of not more than four years.
- 7 Student members shall be elected by the student body in accordance with the terms of the College of West Anglia Student Union Constitution (*approved Corporation 17 March 2021*).
- 8 Members retiring at the end of their term of office shall be eligible for re-election, subject to the limits set by the corporation within its Standing Orders.
- 9 A member may at any time resign his office by giving notice in writing to the Head of Governance.
- 10 Should a member be absent from meetings of the corporation or its Committees or Working Groups for a period longer than six consecutive months without the permission of the corporation or become unable or unfit to discharge the functions of a member, the corporation may, by notice in writing to that member, remove him/her from office and thereupon the office shall become vacant.
- 11 If a member is aware that, for a defined period of time during their term of office, they are unable to attend meetings due to working away from home, scheduled medical treatment or other commitments then they should notify the Head of Governance, giving details of the nature of their commitment and anticipated timescale. This information will be reviewed by the Chair of the corporation and at the next meeting of the Search and Governance Committee and, at the discretion of the Chair/Committee, the member will be granted a leave of absence from meetings during the period. This sabbatical period will normally be for a period of one to two terms and would not normally extend beyond one year.
- 12 Any staff member (including the Principal/CEO) or student member shall cease to be a corporation member if they cease to be a member of staff or student of the College, and the office shall become vacant.
- 13 A student member shall cease to hold office if he/she is expelled from the College.

## **Meetings**

14 Quorum:

Corporation meetings shall be quorate if at least 40% of the members are present.

15 Use of Televisual and Electronic Media for Meetings:

Members are expected to attend all meetings of the corporation and those committees of which s/he is a member in person. In exceptional circumstances, and with prior permission of the Chair, a member (including the Chair) may join a meeting using audio conferencing, televisual facilities, or other visual electronic media where these are available.

Where a member has obtained the necessary prior approval to participate in a meeting using audio conferencing, televisual facilities, or other visual electronic media, to join the members who are physically present at the designated meeting place is encouraged, in advance of the meeting, to raise any issues that they would have raised at the meeting with the Chair, in order that the Chair can introduce those issues into the meeting discussion.

16 Chair:

(a) The full corporation shall appoint its Chair and Vice Chair(s) at the last meeting before the expiry of their term of office, or at the first meeting following the resignation or removal from office of the Chair or Vice Chair.

(b) The Principal/CEO, staff and student members are not eligible to be Chair or Vice Chair but may participate in the process of appointment.

17 In attendance:

The Head of Governance, or his/her nominee appointed by the Chair, shall attend every meeting.

18 Frequency of meetings:

The corporation shall meet at least once in every term and shall hold such other meetings as may be necessary.

19 Summoning of meetings:

Corporation meetings shall be summoned by the Head of Governance, who shall send to the members notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.

A special meeting of the corporation may be called at any time by the Chair or at the request in writing of any five members. This meeting may be called with less than seven days' notice if the Chair (or in his/her absence, the Vice Chair) so directs, on the ground that there are matters demanding urgent consideration.

20 Agenda standing items:

The Head of Governance shall maintain a list of standing agenda items for each meeting, which shall be reviewed annually. These items shall be sufficient to discharge the corporation's responsibilities under the Instrument and Articles of Government.

21 Time limitations on decided questions:

If a decision has been resolved by the corporation, it may not be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting, i.e., it cannot be changed under Matters Arising.

22 Written Resolutions:

A resolution in writing agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:

- (a) A quorum of members, as defined in Instrument 12 of the Instrument and Articles of Government vote whether in support of or against the motion.
- (b) A copy of the proposed resolution has been sent to every eligible member (in hard copy or electronically) at least seven clear days in advance of the date at which the resolution shall be resolved.
- (c) The proposed resolution will be accompanied by a statement informing the member how to signify agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.

23 Public access to meetings:

Meetings of the corporation (and its sub-committees) shall not be open to members of the public, press, staff, students, and other interested parties unless by prior agreement with the Chair.

### **Chair's Actions**

- 24 There are exceptional times when it will be necessary for the Chair, or the Vice- Chair in her or his absence, to act on behalf of the corporation between meetings. There are occasions when issues arise which should be placed before the corporation, but the next scheduled meeting is too distant, and it is not thought appropriate to call a special meeting. In such circumstances, the corporation delegates to the Chair, in consultation with the Principal/CEO, authority to take action on behalf of the corporation, provided that such action is not contrary to the Instrument and Articles of Government or other regulations. The actions taken by the Chair shall be reported to the next scheduled meeting of the corporation, as appropriate.

### **Election of Student Governors**

- 25 There will be two student governors, either of which can come from the FE or HE student population, with the proviso that at least one post must be filled by an FE student.

Student governors will serve for the term of their study at the college to a maximum of 4 academic years.

Elections will take place via an online poll in the summer term, and voting will be open to all students. The elected candidates will assume governor responsibilities from the start of the next academic year.

Candidates for election will come from the FE and HE class representatives and will normally be nominated in the summer term at the relevant representatives' meeting. Candidates may include FE and HE students but must include at least one FE student.

If a student governor resigns mid-year, nominations for replacement governors will be sought from the relevant class representative's group with an election being held at the earliest possible opportunity. In this case, the elected candidate will be expected to begin their governor role with immediate effect.

A student who is subject to a current/ongoing disciplinary process may not be eligible to stand for the office of Student Governor.

## **26 Election of Staff Governors**

Staff members shall be elected by the staff body. Where a vacancy for a Staff Governor arises, expressions of interest will be sought from interested members of staff who will be briefed by the Head of Governance on the role and responsibilities of a Governor. Following this, formal nominations will be invited from those who have expressed an interest. An online election process will be instigated should there be more than one candidate.

Staff members may apply for re-appointment at the end of their term of office, subject to review by the Search and Governance Committee.

A staff member who is subject to a current/ongoing disciplinary process may not be eligible to stand for the office of Staff Governor or to be considered for re- appointment.

## **27 Suspension of a Member\* (also refers to Co-opted Non-governors\*)**

The corporation may use its power to suspend a member under Instrument 9(3) of the Instrument and Articles of Government for a reasonable period of time, and in any event no more than a total of six months (or, in exceptional circumstances where criminal investigations are ongoing, until the end of such criminal investigations). At the end of this period, the suspended member shall either be fully reinstated as a member of the corporation or proceedings under Instrument 9(2) of the Instrument and Articles of Government shall be commenced immediately.

Concerns justifying the suspension of a member of the corporation include, but are not limited to, breach of the code of conduct, acting in a manner that has or is likely to bring the College, the corporation or the office of governor into disrepute or being the subject of internal investigation, court or tribunal proceedings, the outcome of which may be that he or she is disqualified from continuing to hold office as a governor. Suspension of membership is a neutral act aimed at supporting the governing body, College, and member.

All concerns about a member should be referred to the Head of Governance who shall immediately notify the Chair of the corporation or in their absence the Vice Chair of the corporation. The Chair of the corporation will discuss concerns with the member in question together with the Head of Governance in the first instance.

Any concerns about the Chair of the corporation should be referred to the Head of Governance who shall immediately notify the Vice Chair of the corporation. The Vice Chair of the corporation will discuss concerns with the Chair of the corporation together with the Head of Governance in the first instance. If there is no resolution at this stage, the Vice Chair of the corporation, in consultation with the Chair of the Search and Governance committee, the Head of Governance and the Principal/CEO will determine whether the Chair of the corporation should be suspended pending the outcome of further investigation. The suspension of the Chair of the corporation shall be determined by the Vice Chair in consultation with the Chair of the Search and Governance committee, the Head of Governance and the Principal/CEO. The Vice Chair of the corporation shall act as Chair of the corporation during the Chair's suspension.



The member will be notified in writing of any decision to suspend and the reasons for this.

During any period of suspension, the member shall continue to receive notification of corporation or sub-committee meetings and a copy of the agendas, minutes and supporting documents.

During any period of suspension, the member shall not be entitled to (i) attend any meeting of the corporation or its sub-committees (unless the member has been expressly invited by the corporation) either as a member or as an observer, (ii) count towards the overall quorum requirements for corporation or sub-committee meetings, and (iii) participate in the decision making process of the corporation either at meetings or through written resolutions.

A member who has been suspended cannot be disqualified from holding office for failure to attend meetings.

**28 Termination of a Member\*** (*also refers to Co-opted Non-governors\**)

Where the corporation has reasonable grounds to believe that any of the conditions set out in Instrument 9(2) of the Instrument and Articles of Government are likely to be met, the Chair will place on the agenda of the next corporation meeting a motion to remove the member along the following lines:

*That [NAME] be removed from office as member of the corporation with [immediate] effect [from [DATE]] in accordance with Instrument 9(2) of the Instrument and Articles of Government for the following reasons: [include outline reasons]*

Prior to the next corporation meeting, the Head of Governance shall provide an overview in writing to the member to be removed of the reasons which justified the tabling of the above motion and remind the member of their right to make a statement (orally or in writing) at the next corporation meeting.

If the Chair has had any direct participation or personal involvement in the matters leading to the tabling of the above motion, the resolution should be proposed by a member other than the Chair who has had no involvement (or as little involvement as possible) in such matters.

The member concerned should be given sufficient early prior notification of the action proposed to be taken and of the charge that he or she will be called on to answer. The particulars set out in the notice should be sufficiently explicit to enable the member to understand the charge to be answered and to prepare his or her own case.

The member named in the motion shall have the right to reply to the allegations made against him or her, either in writing prior to or at the meeting or through an oral representation in person at the meeting. The member will be required to declare an interest in the proceedings at the meeting and may be required to leave the meeting while the motion is considered, after s/he has had an opportunity to make his/her position known to the other members of the corporation.

At the conclusion of the debate, the corporation will adopt or reject the resolution by a simple majority vote in accordance with Instrument 13 of the Instrument and Articles of Government.

If the resolution is passed, the Chair must give notice in writing to the member:

- (a) Informing the member of the resolution, its date, and the fact it was passed; and
- (b) Removing the member from office in accordance with Instrument 9(2) of the Instrument and Articles of Government.

## **C CORPORATION COMMITTEES**

### **Establishment of committees**

1 The corporation shall establish and maintain the following committees:

<b>Committee</b>	<b>Attendance</b>	<b>Standing Orders</b>
Finance & General Purposes	Head of Governance Vice Principal Corporate Services Head of Finance SMT as required	Membership = 7 Quorum = 4
Audit and Risk	Head of Governance Vice Principal Corporate Services SMT as required Internal & External Auditors as required	Membership = 5 Quorum = 3
Search & Governance	Head of Governance	Membership = 7 Quorum = 4
Remuneration	Head of Governance Principal/CEO (as required)	Membership = 3 Quorum = 3
Performance Review & Quality	Head of Governance Deputy CEO/Vice Principal Curriculum & Quality SMT as required	Membership = 6 Quorum = 3
Special Committee	Head of Governance	Membership = 4 Quorum = 3

### **Committee Terms of Reference**

2 The business of each committee shall be conducted in accordance with their terms of reference, which are reviewed annually by each committee and approved by the Corporation.

## **D CORPORATION WORKING GROUPS**

### **Establishment of working groups**

- 1 The corporation has the power to establish and to delegate to working groups any of its functions for which delegation is not expressly prohibited.
- 2 As at 6 December 2023 there were no working groups in operation.

<b>Working Group</b>	<b>Specialist Attendance</b>	<b>Standing Orders</b>

### **Terms of Reference**

- 3 Each Working Group's business shall be conducted in accordance with the terms of reference established by the corporation at the formation of the group.
- 4 The Working Group governor-membership shall remain as that originally elected throughout the duration of the group's existence unless determined otherwise by the corporation. Should a working group member resign, the group will seek a replacement from within the corporation membership and the Head of Governance shall advise the Board accordingly at the next corporation meeting.

## **E CODE OF CONDUCT FOR CORPORATION MEMBERS**

### **INTRODUCTION**

- 1 The Code of Conduct originally established by the Norfolk College corporation on 31 October 1995 was amended on 16 November 1998, to apply to corporation members of The College of West Anglia, and further revised on 16 March 2016

### **Purpose of the Code of Conduct**

- 2 This Code is intended as a guide for corporation members, to indicate the standards of conduct and accountability which are expected of them, to enable them to understand their legal and ethical duties and to assist them both in carrying out their duties and in their relationship with the corporation and the Principal/CEO as the Chief Executive. The Code is therefore aimed at promoting effective and well-informed College governance and is not intended to be a definitive or authoritative statement of the law or good practice.
- 3 In addition to this Code, members are recommended to familiarise themselves with the following:
  - The College's Instrument and Articles of Government<sup>(1)</sup>
  - The College's Strategic Plan, including its Mission and Values
  - The current Conditions of Funding entered into by the College with the ESFA
  - These Standing Orders
  - The Post-16 Audit Code of Practice
  - The AoC Code of Good Governance for English Colleges
  - College Governance: A Guide (published by the Department for Business Innovation and Skills August 2014)
- 4 Sections E1, E2 and E3 are attached to this Code for easy reference to summarise the requirements, as they affect corporation members, of respectively:
  - The Instrument and Articles of Government
  - The Conditions of Funding with the ESFA
  - The Further and Higher Education Act 1992, as amended.

They should not be read as an exhaustive statement of duties, powers or provision, and members should refer to the source documents listed above.

- 5 If a member is in doubt about the provision of this Code or any of the source documents, the Head of Governance shall be consulted and, if necessary, professional advice shall be obtained. However, ultimate responsibility for the appropriateness of conduct as a corporation member of the college and for any act or omission in that capacity rests with the individual member.

### **Interpretation**

- 6 In this Code "College" means the College of West Anglia. "member", "Chair", "Principal/CEO" and "Head of Governance" mean respectively the member of the corporation, the Chair of the corporation, the Principal/CEO of the College, and the Head of Governance. All other definitions have the same meanings as given in the college's Instrument and Articles of Government, and words importing one gender will import any gender.

## **Compliance with the Code of Conduct**

- 7 This Code applies to every committee, working party or other subsidiary body of the corporation to which members may be appointed.
- 8 By accepting appointment to the corporation of the College of West Anglia, each member agrees to accept the provisions of this Code and agree that any breach of the Code by them may lead to the termination of their appointment as a member, in accordance with Instrument 9 of the college's Instrument and Articles of Government.
- 9 Members will be asked to sign a statement explicitly acknowledging their acceptance of the Code of Conduct. Regardless of this, acceptance of appointment as a member of the corporation will be construed as acceptance of this Code.

## **DUTIES OF CORPORATION MEMBERS**

### **10 "Nolan" Principles of Public Life**

Members are required to conform to the seven principles set down by the Second Report of the Committee on Standards in Public Life (the Nolan Committee) in 1996:

- (a) *Selflessness*  
Take decisions solely in the public interest, not to gain financial or other material benefits for themselves, their families or their friends.
  - (b) *Integrity*  
Not place themselves under financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
  - (c) *Objectivity*  
Make choices on merit.
  - (d) *Accountability*  
Be accountable for their decisions and actions and submit themselves to whatever scrutiny is appropriate.
  - (e) *Openness*  
Be as open as possible about decisions and actions, giving reasons and restricting information only when the wider public interest clearly demands this.
  - (f) *Honesty*  
Declare any private interests relating to their public duties and take steps to resolve any conflicts arising in a way that protects the public interest.
  - (g) *Leadership*  
Promote and support these principles by leadership and example.
- 11 Members owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests. Each member should act honestly, diligently and, subject to the provisions appearing in paragraph 29 of this Code relating to collective responsibility, independently. The actions of members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

- 12 Decisions taken by members of the corporation and its committees must not be for any improper purpose, or for personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to, safeguarding - public funds. Accordingly, members must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including but not limited to the bodies that elected them).
- 13 Members must observe the provisions and responsibilities contained in the College's Instrument and Articles of Government and, in particular, the duty to give immediate notice to the Head of Governance should they become disqualified from continuing to hold office.
- 14 In the event that a member is the subject of unresolved criminal proceedings or investigations, the member shall immediately advise the Chair and the Head of Governance. Where the member concerned is the Chair, the Chair shall immediately advise the Vice Chair and the Head of Governance. The member may then be suspended in accordance with clause 27 of the Standing Orders, until the outcome of the proceedings/investigation is resolved (and for the avoidance of doubt, in these circumstances a suspension could exceed the normal maximum six months).
- 15 Members should comply with the Standing Orders and terms of reference of the corporation and its committees to ensure that the corporation conducts itself in an orderly, fair, open and transparent manner. Members must keep those Standing Orders and terms of reference under periodic review.

### **Statutory Accountability**

- 16 Members are collectively responsible for observing the duties set out in the Financial Memorandum and the funding agreements which the College has entered into with the Education Skills Funding Agency (ESFA) as a condition of receiving public funds. A summary of some of the more important requirements of the Financial Memorandum is set out in section E2.
- 17 Members should note that they are also responsible for the proper use of income derived from other sources, such as the Higher Education Funding Council for England (HEFCE) and the European Union (EU) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and audit.

### **Skill, Care and Diligence**

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

### **Responsibilities of the Corporation and its Members**

- 19 Members must observe the provisions of the College's Instrument and Articles of Government and in particular the responsibilities given to the corporation by Article 3(1) of the College's Instrument and Articles of Government. Those responsibilities, including a list of "reserved" responsibilities, which are so important that they must not be delegated, are set out in the summary of the provisions of the Instrument and Articles of Government within this Code of Conduct (E1).

- 20 Members should also have regard to the different, but complementary, responsibilities given to the Principal/CEO as the College's Chief Executive. Whereas it is the corporation's function to decide strategic policy and overall direction and to monitor the performance of the Principal/CEO and any other senior post holders, it is the Principal/CEO's role to implement the corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the corporation. Members should work together so that the corporation and the Principal/CEO perform their respective roles effectively.

### **Powers**

- 21 Members are responsible for taking decisions that are within the powers given to the corporation by Sections 18 and 19 of the Further and Higher Education Act 1992, as amended. A summary of those powers is included in section H3.
- 22 If a member thinks that the corporation is likely to exceed its powers by taking a particular decision, he/she should immediately refer the matter to the Head of Governance for advice.

### **Conflicts of Interest**

- 23 Like other persons who owe a fiduciary duty, members and senior staff should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interest and their duties to the corporation.

They should not allow any conflict of interest to arise, which might interfere with the exercise of their independent judgement.

- 24 Members are also reminded that under the College's Instrument and Articles of Government and the general law they must disclose to the corporation any direct or indirect financial interest which they or their spouse, partner, children, or other close relatives or business associate have, or may have, in:

- (a) The supply of work or goods to or for the purposes of the College;
- (b) Any contract or proposed contract concerning the College; or
- (c) Any other matter relating to the College; or
- (d) Any duty which is material and which conflicts, or may conflict, with the interests of the corporation.

- 25 An interest does not have to be financial for the purposes of disclosure. If it is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a member's independent judgement, then the nature of the interest, financial or otherwise, should be:

- (a) Reported to the Head of Governance; and
- (b) Fully disclosed to the corporation before the matter giving rise to the interest is considered.

- 26 If the member concerned is present at a meeting of the corporation, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he/she should:

- (a) Not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
  - (b) Withdraw from that part of the meeting at which the matter giving rise to the interest is considered, where required to do so by a majority of the members of the corporation or committee present at the meeting, and on no account may vote in relation to the matter.
- 27 A staff member shall withdraw from the meeting if the matter under consideration relates to pay and conditions under negotiation and the staff member is representing any of the staff concerned in those negotiations.
- 28 Failure to disclose a relevant interest may lead to a member being in breach of the Code of Conduct. It may also result in the member being subject to legal action and personal liability for breach of trust. Such breaches may lead to the corporation considering the possibility of suspending or terminating the member's membership of the corporation. Such breaches by a senior member of staff may lead to disciplinary action being taken under the College's staff disciplinary procedure.
- 29 Members must not receive gifts, hospitality, or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College's anti-bribery policy or be seen to compromise their personal judgement or integrity.
- Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Head of Governance.
- 30 The Head of Governance will maintain a Register of members' Interests which will be open for public inspection. Members must disclose routinely to the corporation all business interests, financial or otherwise, which they or persons associated with them may have, and the Head of Governance will enter such interests on the Register. Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Members should inform the Head of Governance whenever their circumstances change, and interests are acquired or lost.

### **Collective Responsibility**

- 31 The corporation operates by members taking majority decisions at quorate meetings, including meetings held by telephone and by alternative methods such as written resolutions, as provided for in the Instrument and Articles of Government. Therefore, a decision of the corporation, even when it is not unanimous, is a decision taken by the members collectively and each individual member has a duty to stand by it, whether or not he was present at the meeting of the corporation when the decision was taken.
- 32 If a member disagrees with a decision taken by the corporation, his /her first duty is to have any disagreement discussed and minuted. If the member strongly disagrees, he should consult the Chair and, if necessary, then raise the matter with the corporation when it next meets. If no meeting is scheduled, the member should refer to Instrument 11(4) of the College's Instrument and Articles of Government as to the power to call a special meeting and, if appropriate, exercise it, requesting the Head of Governance to circulate the member's views in advance to the other members. Alternatively, the member may decide to offer his/her resignation from office, after consulting the Chair.



## **Openness and Confidentiality**

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

34 There will be occasions when the record of discussions and decisions will not be made available for public inspection for example, when the corporation considers sensitive issues or named individuals, matters relating to commercial transactions and or legal matters, or matters relating to negotiations which, if known, would disadvantage the College, and for other good reasons.

Such items will be kept in a confidential folder by the Head of Governance, and will be circulated in confidence to members, save those members who have a conflicting interest in the particular sensitive matter. Some confidential items are likely to be of a sensitive nature for a certain period of time only. The corporation should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed.

35 Members should be aware that items designated "confidential" may still be required to be disclosed under the Freedom of Information Act. The limits on the requirements to disclose information are determined by law and are not affected by any corporation decision to designate an item as "confidential".

36 Staff and Student members have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument and Articles of Government.

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

38 Members should not make statements to the press or media or at any public meeting relating to the proceedings of the corporation or its committees without first having obtained the approval of the Chair or, in his absence, the Vice Chair.

39 It is unethical for members publicly to criticise, canvass or reveal the views of other members which have been expressed at meetings of the corporation or its committees.

40 The requirements of the Data Protection Act 2018, and the Freedom of Information Act 2000 will apply, as appropriate, to any request for information from a third party.

## **Complaints**

41 In order to ensure that the affairs of the College are conducted in an open and transparent manner, and that the College is accountable for its use of public funds but also to its employees, its students, and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised. Members have a specific responsibility, under the Instrument and Articles of Government, to make

rules specifying the procedures in accordance with which employees may seek redress of any grievances relating to their employment, of having formal complaints procedures in place to handle issues raised by students and third parties, and of the legal requirement to have a whistle blowing procedure in place.

### **Attendance at meetings**

- 42 A high level of attendance at meetings of the corporation and its committees and Working Groups and for training/planning sessions is expected. Apologies should be given in advance of the meeting as appropriate.
- 43 Members should fully prepare for meetings; actively engage in discussions; contribute in a considered and constructive way, listen carefully and challenge sensitively.

### **Governance Development**

- 44 The corporation shall seek to ensure that all members are appointed on merit, in accordance with an open selection procedure, carried out by the Search and Governance committee, and are drawn widely from the community which the College serves so as to be representative of the community. The corporation should have regard to the provisions relating to membership in the College's Instrument and Articles of Government, the need to combat discrimination and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the corporation carries out its functions under the College's Instrument and Articles of Government.
- 45 Members must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 46 In order to promote more effective governance, members will carry out an annual review of the performance by the corporation of its duties and responsibilities, and of their own performance and training needs, as part of a continuing and critical process of self-evaluation.

## **E1 Summary of Members' Responsibilities under the College's Instrument and Articles of Government<sup>[1]</sup>**

- 1 Under Article 3 (i) of the College's Instrument and Articles of Government the corporation shall be responsible for:
  - (a) The determination of the educational character and mission of the institution and for oversight of its activities;
  - (aa) Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
  - (b) Approving the quality strategy of the institution
  - (c) The effective and efficient use of resources, the solvency of the institution and the corporation and safeguarding their assets;
  - (d) Approving annual estimates of income and expenditure;
  - (e) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Head of Governance (including where the Head of Governance is, or is to be appointed as, a member of staff, the Head of Governance's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff);
  - (f) Setting a framework for the pay and conditions of service of all other staff.
- 2 "Senior Post" means the post of Principal/CEO and such other senior posts as the members may determine for the purposes of the Instrument and Articles of Government.

### **Responsibilities which must not be delegated**

- 3 Article 9 of the Instrument and Articles of Government prohibits the corporation from delegating the following:-
  - (a) The determination of the educational character and mission of the institution;
  - (b) The approval of the annual estimates of income and expenditure;
  - (c) The responsibility for ensuring the solvency of the institution and the corporation and for safeguarding their assets;
  - (d) The appointment or the dismissal and determination of an appeal of the Principal/CEO; or holder of a senior post;
  - (e) The appointment or the dismissal and determination of an appeal of the Head of Governance (including where the Head of Governance is, or is to be, appointed as a member of staff the Head of Governance's appointment or, subject to article 17, dismissal in the capacity as member of staff);
  - (f) The modifying or revoking of the Instrument and Articles of Government.
- 4 The corporation may, from time to time, resolve to add other matters, which must not be delegated to this list of "reserved" responsibilities.

## **E2 Summary of the Powers of the Corporation under the Further and Higher Education Act 1992 (Amended by the Learning and Skills Act 2000 and further modified by the Education Act 2011)**

### **Principal Powers**

- 1 Under Section 18 of the Further and Higher Education Act 1992 a further education corporation may:
  - (a) Provide further and higher education; and
  - (b) Supply goods or services in connection with their provision of education.

These powers are known as the corporation's "principal powers".

### **Supplementary Powers**

- 2 Under Section 19 of the 1992 Act a further education corporation may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise of any of the principal powers conferred by Section 18 of the Act, including in particular the following:
  - (a) The power to acquire and dispose of land and other property.
  - (b) The power to enter into contracts, including in particular:
    - Contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of their principal powers; and
    - Contracts in respect of carrying on by the corporation of any such activities;
  - (c) The power to borrow such sums as the corporation thinks fit for the purposes of carrying on any activities they have power to carry on or to meet any liability transferred to them under Sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1st April 1993) and in connection with such borrowing, the power to grant any mortgage charge or other security in respect of any land or other property of the corporation;
  - (d) The power to invest any sums not immediately required for the purposes of carrying on any activities they have power to carry on;
  - (e) The power to accept gifts of money, land or other property and apply it, or hold and administer it on trust, for any of those purposes; and
  - (f) The power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes.
- 3 The corporation may also provide facilities of any description (including accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.
- 4 The powers conferred by Section 19 of the Act are known as "supplementary powers".
- 5 The Further and Higher Education Act 1992 was amended by the Learning and Skills Act 2000 and further modified by the Education Act 2011.