



South Thames Colleges Group Governors' Handbook

Revised 1 December 2023

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WELCOME

Dear Governor,

MEMBERSHIP OF THE CORPORATION OF SOUTH THAMES COLLEGES GROUP

I am writing to you on behalf of the Corporation of the South Thames Colleges Group to welcome you on your appointment as a Governor. I hope that you will find the experience of being a governor challenging and enjoyable.

This Governors' Handbook sets out all the reference documents which you should need in relation to your role as a governor. I hope you will find the enclosed information useful but please do not hesitate to contact me should you require any additional explanation

The minutes of previous Committee and Corporation meetings are available on the website of South Thames Colleges Group at this link: <https://stcg.ac.uk/about/governance/governance-documents>

The guide produced by the Department for Education (the DfE) '**FE Corporations: Governance Guide**' is available at <https://www.gov.uk/guidance/fe-governance/the-corporation> and provides a very clear guide to the roles and responsibilities of Further Education governors including link to other guidance documents.

The **Association of Colleges (AoC) website** has useful information on College Governance at <https://www.aoc.co.uk/funding-and-corporate-services/governance/governance-resources>

AoC Briefings include opportunities for governors to attend webinars, conferences and training are circulated weekly to all governors by Helen Meredith.

Governance4FE is another recommended website with links to training opportunities & resources for governors <https://governance4fe.co.uk/>

The latest list of **acronyms** available from the Governance4FE website has been added to Governance Reference documents on the STCG Governance portal.

I hope that you will be able to attend the Corporation meetings. The Corporation has set a target of 80% attendance at its meetings. There are usually five Corporation meetings a year with three extra training events which I should be grateful if you would make every effort to attend. You will also be asked to join one of the Committees of the Corporation.

If you are unable to attend any meeting could you please let me have your apologies in advance by e-mail at college: helen.meredith@stcg.ac.uk or on 0787 6103 540

As you are aware the Group Principal / CEO is Peter Mayhew-Smith. The current Chair of the Corporation is Rob Foulston and the two Vice-Chairs are Katie Driver and John Stone.

I hope that you will find your role as a Governor a rewarding experience and please do not hesitate to ask me any questions about the role

With kind regards,
Yours sincerely,

Helen Meredith, Head of Governance , South Thames Colleges Group

INTRODUCTION: What is Governance?

This guidance note is for new governors - external, staff, student and parent.

'Fingers out noses in'

As a governor, are you clear about the difference between governance and management?

Does your governing body have stated role descriptions for the Chair, governors, the Principal, senior post holders and the Clerk?

Do you believe that your governing body receives data about the college at an appropriate strategic level and in a format that enables you to interrogate it effectively?

How far do you consider that your College Board and the College Executive work together as a team committed to the success of the college and its learners?

'Governance is the act of governing – not managing. Governance provides strategic leadership and direction to an organisation. It sets and approves policies and the budget, defines expectations, delegates powers, and verifies performance towards delivering its strategic aims and objectives. The most important aspect is an appropriate division of responsibilities between strategic governance by the governing body and operational management by the College's senior management team led by the principal. This approach would be underpinned by the right level of checks and balances.'

(Definition of good governance from **Creating Excellence in College Governance**, report by Susan Pember)

Introduction

The definition of good governance above indicates clearly that there should be an appropriate division of responsibilities between strategic governance and operational management. However different colleges have different practices on the *appropriate* division between governance and management.

The bedrock of effective governance is that governors and senior college managers agree on the appropriate division of responsibilities. This sounds clear but in practice the difference is not black and white.

In the **Creating Excellence in Governance** report (2013) one of the Governance challenges created by the current changes in the landscape is said to be *Concerns raised by Governors and senior leaders about the boundaries between governance and management.*

Similarly, in a report from the Principals Professional Council (PPC) **Challenges for the future** (2013) Principals raise concerns on issues of governance:

'It is no exaggeration to say that for some principals working with governors is one of their biggest challenges.

*Many principals do have good working relationships with their boards. But many also feel that governors often do not understand their **strategic role** in leading college improvement but are too focused on matters such as the accounts, premises or compliance, rather than education and young people. Some do not know what information they need to assess the college's performance, how to interrogate data to extract its meaning or what questions to ask in order to hold the principal and SLT properly to account.*

Such potential difficulties can be overcome with an agreed understanding of where strategy and operation begin and end, with a clear statement of roles, stated delegation of powers, and agreed policies on important matters of college life.

Fundamentally, governance is focused on the strategic direction of the college, setting its aims and monitoring its performance, not only financially but in teaching and learning and learner outcomes.

Governors do not manage the college; a Chief Executive and managers are employed to do that, however, governors are accountable for the way public funds are used.

Additionally the **English Colleges' Foundation Code of Governance** requires that:

The governing body should ensure that the respective functions of governance and management, and the roles and responsibilities of the Chair, the Principal, the Clerk and individual governors, are clearly defined.

The role of the governing body is to ensure that the college is being managed well by being informed at an appropriate level and asking appropriate questions. Governors should not be seeking every detail of college performance but do require an overview of data that indicates trends and issues and compares performance with other providers.

The level of information sought by governors and the required support and challenge may change within a college, for example the appointment of a new Principal or a poor inspection outcome will demand more support and perhaps more challenge from the governing body. But such issues should not mean that governors take over the management of the college.

In terms of power relationships, it is the governing body as the FE Corporation which employs the Principal/Chief Executive, the Clerk and other senior postholders, appraises their performance and agrees their remuneration packages, usually through the Chair and the Remuneration Committee.

Scheme of delegation

To avoid conflict over the boundaries of governance and management the college also requires a statement of delegated powers to the Principal, for example over financial expenditure and other matters.

The instruments and articles traditionally forbid delegation of certain powers from the governing body such as the determination of its educational character and the financial solvency of the institution and safeguarding its assets.

Distinction between governance and management

Leadership of colleges is shared between governance and management working in partnership to provide the best possible quality of provision for learners, employers and the community, within a broader national and international context.

But beneath these abstract concepts it is people in the roles of governors and managers who observe the distinctions or blur them. It is possible to characterise differences between governance and management, for example:

Governance	Management
Strategic	Operational
Policies	Procedures
Ends	Means
Mission vision and values	Proposals to consider and then action
Key performance indicators	Detailed performance reports
Quality overview	Self assessment processes and action plans
Frameworks	Implementation
Strategic plan	Propose plan/ deliver it
Financial solvency and monitoring	Budget planning and implementing
Oversight of resources	Planning and deployment
Scheme of delegation	Delegated action
Framework of pay and conditions	Implementation
Risk assessment	Risk analysis and planning

Health and safety policies	Management action and reports
Equality and Diversity policies	Management action and reports
External partnerships and collaboration	Management action and reports
'Well informed and up to date awareness of college life'	Daily attention
Teaching and learning overview	Managing teaching and learning and observations
Employers	Employed
Non-executive	Executive
Accountable to statutory bodies and the local community	Accountable to the Board

You may wish to add to these lists or disagree with them! Whilst they suggest differences these may not be so clear cut in practice. The governing body is responsible for the strategic plans but does not write them: it is for the Principal to make proposals and recommendations for the governing body to consider.

Conclusions

There are colleges where the relationships between governance and management, between governors and managers, can become dysfunctional.

In some extremes governors seek to manage the college themselves and undermine the Principal and senior postholders; in other extremes Principals abdicate their responsibilities by failing to involve governors sufficiently in the process of running a good organisation. This is often the case in colleges with failed or poor inspection results where the idea of governors as an 'amiable entity' has been the cause of failure.

Some governors get too involved in management. But some managers get too involved in managing governors. Good governance is essentially about team work which means that all members of the college (governors and staff) are essentially engaged in the same process of ensuring the best outcomes for learners.

In the most successful colleges governors and managers develop an ethos of working together as a team.

Colleges which achieve outstanding judgements share the following characteristics:



1. The composition of the board works - there is respect and trust amongst all members, and a strong team ethos. The right people who 'gel" together.
2. A high degree of open relationships with high emotional intelligence amongst governors.
3. Time spent building the quality of the relationships between individual members, the whole board and the senior leadership.

**DETERMINATION OF NUMBER OF
SOUTH THAMES COLLEGES GROUP
CORPORATION MEMBERS**

Date of last determination	Categories of membership	Number in each category
21 May 2020	Skills Based external Members (including the previous categories Business, Local Authority, Local Community and Co-opted)	17
	Staff	2
	Student	2
	Group Principal / CEO	1
	Total number on the Corporation	22

GOVERNANCE AT SOUTH THAMES COLLEGES GROUP (STCG)

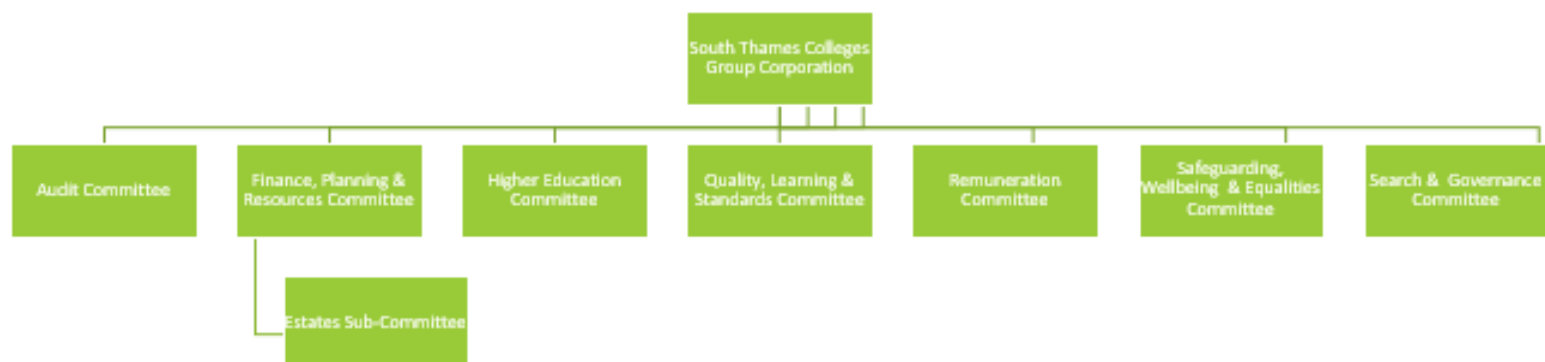
STCG was established by the merger of Carshalton, Kingston and South Thames Colleges. Following merger, the Group recreated the identity of Merton College. It was important for the communities to retain the 4 individual college identities but the South Thames College Group brand and STCG website has been developed.

Governance structure

- STCG has a single governing body covers the four separate colleges in the Group. operating a traditional committee structure to scrutinise the performance of the whole group through regular committee meetings.
- Committee structure shown below- a high number of committees and meetings because of the complexity of the Group and range of provision & funding streams
Some college groups have set up local governing bodies for each college with delegated responsibilities but STCG felt that implementation of the merger is better carried out through matrix, cross group working reporting to a single over-arching governing body.

Nine committees/ Panels support the Corporation:

1. Audit Committee
2. Search & Governance Committee
3. Finance Planning and Resources Committee ('FPR') – with an Estates Sub-Committee which meets when the Estates Strategy is being revised
4. Higher Education Committee
5. Safeguarding, Wellbeing and Equalities (SWE) Committee
6. Quality, Learning and Standards Committee ('QLS')
7. Remuneration Committee
8. Special Committee (only convened as required)
9. Senior Post-holder Selection Panel. (only convened as required)



Governors of South Thames Colleges Group

A list of the current governors can be found on the College website under the list of Governance documents . The list for 2023-24 can be accessed using this link:

<https://stcg.ac.uk/about/governance/governance-documents/659-list-of-governors-2023-24/file>

Photos of the Current governors can be found on the ' Meet our Governors' Section of the college website at this link <https://stcg.ac.uk/about/governance/governors>

And if you click on the photo for each governor you can see a pen portrait / biography about them.

A matrix of Committee Membership is shown on the next page

SOUTH THAMES COLLEGES GROUP CORPORATION COMMITTEE MEMBERSHIP 2023-24 From December 2023

Governors:	End of term	Category	Current	Vacancies	Total
Ms J. Agyei	31.07.2024				
Cllr K. Akinola	31.07.2026				
Ms L. Austin	31.07.2027	Members	15	2	17
Ms S. Axbey	31.07.2027	Staff	2	0	2
Mr J Azah	31.07.2025	Students	2	0	2
Ms K. Driver	31.07.2025	Group Principal	1	0	1
Mr R. Foulston	31.07.2027	Total	19		22
Ms S. Gordon	31.07.2025				
Ms H. Harper	31.07.2026				
Cllr A Holt	31.07.2024				
Prof H. Laville	31.07.2025				
Mr J. Marshall	31.07.2025				
Mr P. Mayhew-Smith	CEO(ex officio)				
Mrs W. Miles	27.09.2025				
Mr K. Mohamed	31.07.2026				
Mr T. Plarre	31.07.2023				
Ms M. Savage	31.07.2025				
Mr K. Shipman	31.07.2024				
Mr M. J. Stone	31.07.2027				
Ms C. Streliaev-Pivetta	27.09.2025				
Vacancy					
Vacancy					

Link Governors 2023-24	Matrix Link Area	Matrix Lead
Harriet Harper	Outcomes	John O'Shea
Miranda Savage	TLA & Digital	Jane Morrison
Jim Marshall	Personal Development and Careers	David Williamson
Samantha Axbey	Safeguarding	Jason Pemberton-Billing
Katie Driver	Leadership and Management	Peter Mayhew-Smith
Alison Holt	16-19 Study Programmes	John O'Shea
John Stone	19+ Adult and Skills	David McClymont
Rob Foulston	Apprenticeships	Sharon Muncie
Keith Shipman	High Needs Learning	Julie Percival
Helen Laville	HE	Jane Morrison
Miranda Savage	Digital	Jane Morrison
Keith Shipman	Mental Health	David Williamson
John Azah	Equality, Diversity and Inclusion	Jane Morrison
Kamal Mohamed	Learner Voice	David Williamson

Special Committee
K. Driver
4 Vacancies

Audit Committee	Higher Education Committee	Quality, Learning & Standards	Remuneration Committee	Search and Governance Committee	Safeguarding Wellbeing and Equalities	SPH Selection Panel
K. Driver (Chair)	H. Harper	H. Harper	L. Austin R.	K. Driver	J. Azah	R. Foulston
M.J.Stone	H. Laville	H. Laville	Foulston	R. Foulston	S. Axbey	K. Driver
K Akinola	K. Mohamed	CEO	J. Marshall	S. Gordon(Chair)	S. Gordon(Chair)	CEO
M.Savage	CEO	M. Savage	1 vacancy	H. Harper	W. Miles	M.J Stone
External Co-opted:	M.J. Stone	M.J Stone		CEO	K. Mohamed	2 vacancies
L.Linton	External Co-opted	C. Streliaev-Pivetta	By invitation:CEO		K. Shipman	
N. Ratnavel	A.Mortby	3 vacancies	External co-opted		CEO	
	G. Parry		M Rose		1 vacancy	
	T. Monger-Godfrey					

(KINGSTON COLLEGE CHARITABLE TRUST: TRUSTEES: Dr J Brumwell, Principal, Ms H. Cavanagh, Ms J. Murphy, Mr C. Stead, Mrs J Wackett

(KINGSTON COLLEGE TRADING COMPANY (KCTC Ltd): DIRECTORS: R. Foulston , S. Gordon, R Greenaway

(KINGSTON AND SUTTON EDUCATION PARTNERSHIP (KSEP Ltd): DIRECTORS: R. Foulston , S. Gordon, P Mayhew-Smith

Meeting dates for the Corporation 2023-24

Meeting	Date	Time	Location
Corporation	Monday 6 November 2023 Away day	All day	STC, Wandsworth
	Mon 27 November 2023 - for auditors' presentation	5.30-6.15pm	Virtual Meeting
	Thurs 7 December 2023	6.30-8.30pm	Merton College
	Tues 26 March 2024	6.30-8.30pm	Kingston College
	Thurs 16 May 2024 Governor Strategic Plan Review	3.00-6.30pm followed by dinner	Merton College
	Thurs 4 July 2024	6.30-8.30pm	Kingston College
CSAR Validation	Monday 20 November 2023	11.30-4.30pm	Merton College All governors invited
Audit Committee	Mon 27 November 2023	5.30-7.45pm	Virtual Meeting
	Mon 11 March 2024	5.30-7.30pm	Virtual Meeting
	Thursday 20 June 2024	5.30-7.30pm	Virtual Meeting
F P & R Committee	Tuesday 26 September 2023	5.30 -7.00pm	Virtual Meeting
	Thursday 23 November 2023	5.30- 7.30pm	Virtual Meeting
	Thursday 25 January 2024	6:00 -7:30pm	Merton College
	Thursday 14 March 2024	5.30-7.30pm	Virtual Meeting
	Tuesday 23 April 2024	5:30-7:00pm	Virtual Meeting
	Tuesday 18 June 2024	5.30-7.30pm	Virtual Meeting
Estates Sub-Committee	Thursday 9 November 2023	5.30-7.30pm	Virtual Meeting
HE Committee	Monday 13 November 2023	12.00-1.30pm	Virtual Meeting
	Monday 26 February 2024	12.30-2.00pm	Virtual Meeting
	Monday 3 June 2024	12.30-2.00pm	Virtual Meeting
QLS Meeting	Tuesday 17 October 2023	5.30-7.30pm	Virtual Meeting
	Monday 20 November 2023	5.00-6.00pm	Merton College
	Tuesday 30 January 2024	5.30-7.30pm	Virtual Meeting
	Tuesday 5 March 2024	5.30-7.30pm	Virtual Meeting
	Tuesday 7 May 2024	5.30-7.30pm	Virtual Meeting
	Tuesday 11 June 2024	5.30-7.30pm	Virtual Meeting
Remuneration Committee	Thursday 16 November 2023	6.00- 8.00pm	Merton College
	Monday 10 June 2023	5.30-7.00pm	Virtual Meeting
Safeguarding, Wellbeing & Equalities Committee	Thursday 19 October 2023	6.00-8.00pm	Virtual Meeting
	Thursday 1 February 2024	6.00-8.00pm	Virtual Meeting
	Tuesday 4 June 2024	6.00-8.00pm	Virtual Meeting
Search & Gov. Committee	Tuesday 10 October 2023	5:30 -7:00pm	Virtual Meeting
	Tuesday 23 January 2024	5:30 -7:30pm	Virtual Meeting
	Tuesday 21 May 2024	5:30-7:00pm	Virtual Meeting

Governor Training	LSIP Briefing led by Business LDN Friday 26 January 2024	11.00-12.00 followed by lunch	Merton College
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Governors' Christmas Lunch	Thursday 14 December 2023	12.30pm	Taste, Merton College
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KSEP Ltd	Thursday 23 November 2023 - Board Meeting	5:00 -5:15pm	Virtual Meeting
KCTC Ltd	Thursday 23 November 2023 - Board Meeting	5:15- 5:25pm	Virtual Meeting
Kingston College of FE Charitable Trust	Tuesday 16 January 2024 - Trustees' Meeting	5:00- 6:15pm	Virtual Meeting

South Thames Colleges Group Governors' Handbook

Section 2 – Legal Framework, Standing Orders, & Terms of Reference



South Thames Colleges Group

Instrument and Articles of Government of South Thames Colleges Group Corporation

as amended by the 31 March 2012 Modification Order

Revised December 2015

Adopted by Corporation 3 December 2015

Revised March 2017

Adopted by Corporation 2 March 2017

Revised July 2017

**Adopted by Corporation 17 July 2017, subject to response to consultation
on proposed changes**

Revised September 2017

Adopted by Corporation 29 September 2017

Revised September 2018

Adopted by Corporation 9 October 2018

Revised December 2018

Adopted by Corporation 11 December 2018

Revised March 2020

Adopted by Corporation 31 March 2020

Revised March 2021

Adopted by Corporation 25 March 2021

Revised November 2022

Adopted by Corporation 7 November 2022

INSTRUMENT OF GOVERNMENT

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1. Interpretation of the terms used
2. Composition of the Corporation
3. Determination of membership numbers
4. Appointment of the members of the Corporation
5. Appointment of the Chair and Vice-Chair
6. Appointment of the Head of Governance
7. Persons who are ineligible to be members
8. The term of office of a member
9. Termination of membership
10. Members not to hold interests in matters relating to the institution
11. Meetings
12. Quorum
13. Proceedings of meetings
14. Minutes
15. Public access to meetings
16. Publication of minutes and papers
17. Copies of the Instrument of Government
18. Change of name of the Corporation
19. Application of the seal

Interpretation of the terms used

1. In this Instrument of Government:

- (a) any reference to "the Group Principal / CEO" shall include a person acting as Group Principal / CEO;
- (b) "the Corporation" means any further education corporation to which this Instrument applies;
- (c) "the institution" means the institution which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992¹;
- (d) "this Instrument" means this Instrument of Government;
- (e) "the CE of ESFA" means the Chief Executive of Education and Skills Funding Agency ;
- (f) "meeting" includes a meeting at which the members attending are present in more than one place, provided that by the use of appropriate facilities it is possible for each person present at the meeting to communicate with each other and includes any other procedure with a similar purpose provided for in Standing Orders;
- (g) "necessary skills" means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- (h) "staff member" and "student member" have the meanings given to them in clause 2;
- (i) "the previous Instrument of Government" means the Instrument of Government relating to the Corporation which had effect immediately before 1st January 2008;
- (j) "the DfE" means the Department for Education;
- (k) "staff matters" means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (l) "the students' union" means any association of students formed to further the educational purposes of the institution and the interests of students, as students;
- (m) a "variable category" means any category of members whose numbers may vary according to clauses 2 and 3.

Composition of the Corporation

2. (1) Subject to the transitional arrangements set out in clause 4, the Corporation shall consist of:

- (a) up to eighteen members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government;
- (b) the Group Principal / CEO of the institution, unless the Group Principal / CEO chooses not to be a member;
- (c) not more than two members who are a member of the institution's staff and have a contract of employment with the institution and who have been nominated and elected as set out in paragraphs (3), (4) or (5) ("staff member"); and
- (d) not more than two members who are students at the institution and have been nominated and elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students ("student member").

(2) A person who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the institution for study, travel or for carrying out the duties of any office held by that person in the institution's students' union.

¹ 1992 s13

(3) The staff members will be one member of the academic staff and one member of the non-academic staff and shall be nominated and/ or elected by all staff.

(4) The appointing authority, as set out in clause 4, will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph (1).

Determination of membership numbers

3. (1) Subject to paragraph (2) the number of members of the Corporation, and the number of members of each variable category shall be that decided by the Corporation.

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

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

(3) No determination under this clause shall terminate the appointment of any person who is already a member of the Corporation at the time when the determination is made.

Appointment of the members of the Corporation

4. (1) Subject to paragraph (2) the Corporation is the appointing authority in relation to the appointment of its members.

(2) If the number of members falls below the number needed for a quorum, the DfE is the appointing authority in relation to the appointment of those members needed for a quorum.

(3) The appointing authority may decline to appoint a person as a parent, staff or student member if:

- (g) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
- (h) the appointment of the person would contravene any rule or bye-law made under article 20 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
- (i) the person is ineligible to be a member of the corporation because of clause 7.

(4) Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

Appointment of the Chair and Vice-Chairs

5. (1) The members of the Corporation shall appoint a Chair and up to two Vice-Chairs from among themselves.

(2) Neither the Group Principal / CEO nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.

(3) If both the Chair and the Vice-Chairs are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.

(4) The Chair and Vice-Chairs shall hold office for such period as the Corporation decides.

(5) The Chair or Vice-Chairs may resign from office at any time by giving notice in writing to the Head of Governance.

(6) If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office, or considers that it is no longer in the best interests of the Corporation for them to continue in post, it may give written and / or electronic notice, removing the Chair from office and the office shall then be vacant.

(7) If the Corporation is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office, or considers that it is no longer in the best interests of the Corporation for them to continue in post, it may give written and / or electronic notice, removing the Vice-Chair from office and the office shall then be vacant.

(8) At the last meeting before the end of the term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.

(9) At the last meeting before the end of the term of office of the Vice-Chair, or at the first meeting following the Vice-Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.

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

(11) Paragraph (10) is subject to any rule or bye-law made by the Corporation under article 20 of the Articles of Government concerning the number of terms of office which a person may serve.

Appointment of the Head of Governance

6. (1) The Corporation shall appoint a person to serve as its Head of Governance, but the Group Principal / CEO may not be appointed as Head of Governance.

(2) In the temporary absence of the Head of Governance, the Corporation shall appoint a person to serve as a temporary Head of Governance, but the Group Principal / CEO may not be appointed as temporary Head of Governance.

(3) Any reference in this Instrument to the Head of Governance shall include a temporary Head of Governance appointed under paragraph (2).

(4) Subject to clause 14, the Head of Governance shall be entitled to attend all meetings of the Corporation and any of its committees.

(5) The Head of Governance may also be a member of staff at the institution.

Persons who are ineligible to be members

7. (1) No one under the age of 18 years may be a member, except as a student member.

(2) The Head of Governance may not be a member.

(3) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Group Principal / CEO.

(4) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.

(5) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986², or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.

(6) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease:

- (j) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
- (k) if the bankruptcy order is annulled, at the date of that annulment; or
- (l) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
- (m) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
- (n) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.

(7) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.

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

- (o) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
- (p) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
- (q) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.

(9) A person shall be disqualified from holding, or from continuing to hold, office as a member if that person is disqualified from being a Charity Trustee under the Charities Act 2011 or any successor legislation.

(10) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.

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

The term of office of a member

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

8. (1) A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.
- (2) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 4 shall apply to the reappointment of a member as it does to the appointment of a member.
- (3) Paragraph (2) is subject to any rule or bye-law made by the Corporation under article 20 of the Articles of Government concerning the number of terms of office which a person may serve.
- (4) Members of the Corporation should not normally serve for more than two terms (or a maximum of eight years) except where subsequently undertaking a new and more senior role, for example as chair or vice-chair of the Corporation or chair of a Corporation Committee

Termination of membership

9. (1) A member may resign from office at any time by giving notice in writing to the Head of Governance.
- (2) If at any time the Corporation is satisfied that any member:
- (r) is unfit or unable to discharge the functions of a member; or
 - (s) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation,
 - (t) considers that it is no longer in the best interests of the Corporation for them to continue in post,
- the Corporation may by giving written and / or electronic notice to that member remove the member from office and the office shall then be vacant.
- (3) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Group Principal / CEO, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- (4) A student member shall cease to hold office:
- (u) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
 - (v) if expelled from the institution,
- and the office shall then be vacant.
- (5) The Corporation may suspend the membership of a member of the Corporation until further notice where it considers on reasonable grounds that it is in the best interests of the Corporation, its learners or potential learners or staff to do so , or it considers it necessary to assist the Corporation to exercise its legal powers or to discharge its legal duties.

Members not to hold interests in matters relating to the institution

10. (1) A member to whom paragraph (2) applies shall:
- (w) disclose to the Corporation the nature and extent of the interest; and
 - (x) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, not take part in the consideration or vote on any question with

- respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
- (y) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.
- (2) This paragraph applies to a member who:
- (z) has any financial interest in:
- (i) the supply of work to the institution, or the supply of goods for the purposes of the institution;
 - (ii) any contract or proposed contract concerning the institution; or
 - (iii) any other matter relating to the institution;
- (aa) has any other interest of a type specified by the Corporation in any matter relating to the institution.
- (3) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
- (4) Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member:
- (bb) need not disclose a financial interest; and
 - (cc) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
 - (dd) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.
- (5) The Head of Governance shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

Meetings

11. (1) The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- (2) The Corporation shall determine its rules and procedures covering the use of e-governance.
- (3) The Corporation shall determine its rules and procedures covering the use of decisions by written resolution, video and or teleconferencing. The rules and procedures relating to decisions by written resolution are set out at paragraph (9).
- (4) Subject to paragraphs (6) and (7) and to clause 12(4), all meetings shall be called by the Head of Governance, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda and such notice may be included in delivered emails.
- (5) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Head of Governance, 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.

(6) A meeting of the Corporation, called a "special meeting", may be called at any time by the Chair or at the request in writing of any five members.

(7) Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written and / or electronic notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days. In the event it is not practical to call a special meeting and/or as an alternative to Chair's action a decision may be agreed by written resolution.

(8) Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

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

(a) a copy of the proposed resolution has been sent to every eligible member of the Corporation or, in the case of a resolution to be considered by a Committee, to every eligible member of that Committee.

(b) the Chair or, in the case of a resolution to be considered by a Committee, the Committee Chair is satisfied that there are exceptional circumstances justifying use of the written resolution procedure.

(c) a simple majority of the members of the Corporation have signified agreement to the resolution; and

(d) it is contained in a document authenticated by the Head of Governance which has been received at the address specified by the College for the receipt of documents within the period of 14 days beginning with the circulation date.

Furthermore:

(e) A resolution in writing may comprise several copies to which one or more members of the Corporation have signified their agreement.

(f) A written resolution will lapse if it is not passed before the end of the period of 14 days beginning with the circulation date.

(g) For the purposes of this Instrument 11(9)(f) "circulation date" is the day on which copies of the written resolution are sent or submitted to Governors or, if copies are sent or submitted on different days, to the first of those days.

(10) Any meeting or communication with a member of the Corporation or any Committee thereof shall be capable of being made by electronic means (as defined in Section 1168(3) to

(6) (inclusive) Companies Act 2006).

Quorum

12. (1) Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members (excluding vacancies), determined according to clause 3. Members who are using a teleconferencing facility to join the meeting will be counted towards the quorum.

(2) For meetings or agenda items that are declared confidential, quoracy will be at least 40% of those members eligible to attend the confidential meeting or agenda item.

(3) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.

(4) If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.

(5) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.

Proceedings of meetings

13 (1) Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question. Members who are using a teleconferencing facility to join the meeting will be entitled to cast a vote whilst they are participating in the meeting.

(2) Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.

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

(4) No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

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

(ee) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;

(ff) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;

(gg) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class. where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and

(hh) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

(6) A Group Principal / CEO who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Group Principal / CEO shall withdraw in any case where the Group Principal / CEO would be required to withdraw under paragraph (5).

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

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

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

(8) Except as provided by rules made under article 18 (3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

(9) In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall:

- (kk) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
- (ll) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.

(10) The Head of Governance:

- (mm) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Head of Governance's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Head of Governance are to be considered; and
- (nn) where the Head of Governance is a member of staff at the institution, the Head of Governance shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (5).

(11) If the Head of Governance withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (10), the Corporation shall appoint a person from among themselves to act as Head of Governance during this absence.

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

Minutes

14. (1) Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph (2), at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.
- (2) Paragraph (1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.
- (3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.
- (4) Separate minutes shall be taken of those parts of meetings from which staff members, the Group Principal / CEO, student members or the Head of Governance have withdrawn from a meeting in accordance with clause 13(5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

Public access to meetings

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

Publication of minutes and papers

16. (1) Subject to paragraph (2), the Corporation shall ensure that a copy of:
- (oo) the agenda for every meeting of the Corporation;
 - (pp) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
 - (qq) the signed minutes of every such meeting; and
 - (rr) any report, document or other paper considered at any such meeting,
- shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.
- (2) There shall be excluded from any item made available for inspection any material relating to:
- (ss) a named person employed at or proposed to be employed at the institution;
 - (tt) a named student at, or candidate for admission to, the institution;
 - (uu) the Head of Governance; or
 - (vv) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- (3) The Corporation shall ensure that a copy of the approved or signed minutes of every meeting of the Corporation, under paragraph (1), shall be placed on the institution's website, and shall remain on its website for a minimum period of 12 months.
- (4) The Corporation shall review regularly all material excluded from inspection under paragraph (2)(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

Copies of the Instrument of Government

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

Change of name of the Corporation

18. The Corporation may change its name with the approval of the DfE.

Application of the seal

19. The application of the seal of the Corporation shall be authenticated by the signature of two independent members.

ARTICLES OF GOVERNMENT

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CONTENTS

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Interpretation of the terms used

1. In these Articles of Government:

- (ww) any reference to "the Group Principal / CEO" shall include a person acting as Group Principal / CEO;
- (xx) "the Articles" means these Articles of Government;
- (yy) "Chair" and "Vice-Chair" mean respectively the Chair and Vice-Chair of the Corporation appointed under clause 6 of the Instrument of Government;
- (zz) "the Corporation" has the same meaning as in the Instrument of Government;
- (aaa) "the CE of ESFA" means the Chief Executive of Education and Skills Funding Agency ;
- (bbb) "parent member", "staff member" and "student member" have the same meanings as in the Instrument of Government;
- (ccc) "the DfE" means the Department for Education;
- (ddd) "senior post" means the post of Group Principal / CEO and such other senior posts as the Corporation may decide for the purposes of these Articles;
- (eee) "the staff" means all the staff who have a contract of employment with the institution;
- (fff) "the students' union" has the same meaning as in the Instrument of Government.

Conduct of the institution

- ### **2.**
- The institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.

Responsibilities of the Corporation, the Group Principal / CEO and the Head of Governance

3. (1) The Corporation shall be responsible for the following functions:

- (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (aa) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (b) approving the quality strategy of the institution;
- (c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- (d) approving annual estimates of income and expenditure;
- (e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the 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; and
- (f) setting a framework for the pay and conditions of service of all other staff.

(2) Subject to the responsibilities of the Corporation, the Group Principal / CEO shall be the Chief Executive of the institution, and shall be responsible for the following functions:

- (a) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- (b) the determination of the institution's academic and other activities;
- (c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- (d) the organisation, direction and management of the institution and leadership of the

- staff;
 - (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Head of Governance, where the Head of Governance is also a member of the staff; and
 - (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, delegating the power to suspend or expel students on disciplinary grounds or expel students for academic reasons to another senior postholder or appropriate senior manager.
- (3) The Head of Governance shall be responsible for the following functions:
- (a) advising the Corporation with regard to the operation of its powers;
 - (b) advising the Corporation with regard to procedural matters;
 - (c) advising the Corporation with regard to the conduct of its business; and
 - (d) advising the Corporation with regard to matters of governance practice.

The establishment of committees and delegation of functions generally

- 4.(1) The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Group Principal / CEO or Head of Governance and may delegate powers to:
- (a) such committees;
 - (b) the Chair, or in the Chair's absence, the Vice-Chair; or
 - (c) the Group Principal / CEO.
- (2) The number of members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.
- (3) The Corporation may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006³ governing such arrangements.

The Search and Governance committee

- 5.(1) The Corporation shall establish a committee, to be known as the "Search and Governance committee", to advise on:
- (a) the appointment of members (other than as a parent, staff or student member); and
 - (b) such other matters relating to membership and appointments as the Corporation may ask it to.
- (2) The Corporation shall not appoint any person as a member (other than as a parent, staff or student member) without first consulting and considering the advice of the search committee.
- (3) The Corporation may make rules specifying the way in which the Search and Governance Committee is to be conducted. A copy of these rules, together with the search committee's terms of reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, shall be published on the institution's website and shall be made available for inspection at the institution by any person during normal office hours.
- (4) The Corporation shall review regularly all material excluded from inspection under paragraph

³ 2006 s 40

(3) and shall make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

The Audit Committee

- 6.(1) The Corporation shall establish a committee, to be known as the "Audit Committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control.
- (2) The audit committee shall consist of at least three persons and may include members of staff at the institution with the exception of those in senior posts, and shall operate in accordance with any requirements of the CE of Skills Funding.

Composition of committees

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

Access to committees by non-members and publication of minutes

8. The Corporation shall ensure that:
 - (a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and
 - (b) the minutes of committee meetings, if they have been approved by the Chair of the meeting,

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

Delegable and non-delegable functions

9. The Corporation shall not delegate the following functions:
 - (a) the determination of the educational character and mission of the institution;
 - (b) the approval of the annual estimates of income and expenditure ;
 - (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
 - (d) the appointment of the Group Principal / CEO or holder of a senior post ;
 - (e) the appointment 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 in the capacity of a member of staff); and
 - (f) the modification or revocation of these Articles.
- 10.(1) The Corporation may not delegate:
 - (a) the consideration of the case for dismissal; and
 - (b) the power to determine an appeal in connection with the dismissal

of the Group Principal / CEO, the Head of Governance or the holder of a senior post, other than to a committee of members of the Corporation.

 - (2) The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.
11. The Group Principal / CEO may delegate functions to the holder of any other senior post other than:
 - (a) the management of budget and resources; and
 - (b) any functions that have been delegated to the Group Principal / CEO by the

Corporation.

Appointment and promotion of staff

12. The Corporation will set out in a policy the procedure for the appointment and promotion for senior post holders.
13. The Group Principal / CEO shall have responsibility for selecting for appointment all members of staff other than:
 - (a) senior post holders; and
 - (b) where the Head of Governance is also to be appointed as a member of staff, the Head of Governance in the role of a member of staff.

Academic Freedom

14. In making rules under Article 13, the Group Principal / CEO shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

Grievance, suspension and disciplinary procedures

15. The Corporation will set out in a policy disciplinary and dismissal procedures of senior post holders.

Suspension and dismissal of the Head of Governance

- 16.(1) Where the Head of Governance is also a member of staff at the institution, the Head of Governance is to be treated as a senior post holder for the purposes of article 15.
- (2) Where the Head of Governance is suspended or dismissed under article 14, that suspension or dismissal shall not affect the position of the Head of Governance in the separate role of Head of Governance to the Corporation.

Students

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

Financial matters

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

Co- operation with the CE of Skills Funding's auditor

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

Internal audit

- 20.(1) The Corporation shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper,

economic, efficient and effective use of the Corporation's resources.

- (2) The Corporation may arrange for the examination and evaluation mentioned in paragraph (1) to be carried out on its behalf by internal auditors.
- (3) The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under article 19(3) .

Accounts and audit of accounts

21.(1) The Corporation shall:

- (a) keep proper accounts and proper records in relation to the accounts; and
- (b) prepare a statement of accounts for each financial year of the Corporation.

(2) The statement shall:

- (a) give a true and fair account of the state of the Corporation's affairs at the end of the financial year and of its income and expenditure in the financial year; and
- (b) comply with any directions given by the CE of ESFA as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

(3) The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.

(4) The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 18.

(5) Auditors shall be appointed and audit work conducted in accordance with any requirements of the CE of Skills Funding.

(6) The "financial year" means the first financial year and, except as provided for in paragraph (8), each successive period of twelve months.

(7) The "first financial year" means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation with the CE of Skills Funding' approval.

(8) If the Corporation is dissolved:

- (a) the last financial year shall end on the date of dissolution; and
- (b) the Corporation may decide, with the CE of Skills Funding's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

Rules and bye-laws

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

Copies of Articles of Government and rules and bye-laws

23. A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of

charge, to any other person who requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

Modification or replacement of the Instrument and Articles of Government (update from modification order)

24. (1) Subject to paragraph (2), the Corporation may by resolution of the members modify or replace its instrument and articles of government, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.

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

Dissolution of the Corporation

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

(2) The Corporation shall ensure that a copy of the draft resolution to dissolve the corporation on a specified date shall be published at least one month before the proposed date of such resolution.

Adopted by the Corporation 3 December 2015

Adopted by the Corporation 2 March 2017

Adopted by the Corporation 17 July 2017

Adopted by the Corporation 29 September 2017

Adopted by the Corporation 9 October 2018

Adopted by the Corporation 11 December 2018

Adopted by the Corporation 31 March 2020

Adopted by Corporation 25 March 2021

Adopted by Corporation 7 November 2022

CHARITABLE STATUS OF COLLEGES

Every college has charitable status and so is subject to the requirements of the Charities Act. Further education (FE) corporations are classified as 'exempt' charities. This means that they are not regulated by the Charity Commissioners but by a separate regulator - the Department for Education.

Governors are, however, trustees, and are therefore required to:

- apply the property and income of the college only for the purposes of the charity
- act only within their legal powers – not 'ultra vires'
- manage and protect the property of the college
- 'exercise the same degree of care in dealing with the administration of the charity as a prudent business person would in managing their own affairs or those of someone else for whom they are responsible'

The fundamental requirements of the Charities Act are set out in the Charity Commission's publication, Registering as a Charity (CC21) and The Essential Trustee: what you need to know, what you need to do (CC3) both available to download from the Charity Commission website.

Since colleges are charities, governors are only eligible to serve if they meet the criteria for appointment as charity trustees. They must be fit and able to discharge the duties of a governor and must not be bankrupt or former prisoners.

STANDING ORDERS OF THE CORPORATION OF SOUTH THAMES COLLEGES GROUP

Revised version September 2022

Revised and approved by the Corporation 7 November 2022

STANDING ORDERS OF THE CORPORATION OF SOUTH THAMES COLLEGES GROUP

The following Standing Orders incorporate the specific procedural requirements of the Government Documents and the relevant paragraph number is shown in brackets where appropriate.

1. INTRODUCTION

1. To assist in ensuring that governance at South Thames Colleges Group is conducted in accordance with the Governing Documents it is proposed to adopt Standing Orders. Their purpose is to define the basic rules and procedures by which the Corporation of South Thames Colleges Group and its committees will conduct its business.

2. INTERPRETATION

1. Reference in these Standing Orders to the masculine gender shall include the feminine, the singular the plural, and vice versa.
2. In these Standing Orders words and phrases which are defined in the Instrument and Articles of Government shall have the same meaning in these Standing Orders. The following words and expressions shall have the following meaning:
 - i. "Articles" shall mean the Articles of Government of the Group;
 - ii. 'Chair shall mean, unless the context indicates otherwise, the Chair of the Corporation or in his absence, the Governor acting in that capacity.
 - iii. "Group" shall mean South Thames Colleges Group.
 - iv. "Governor" shall mean any person appointed as a Governor in accordance with the Instrument and Articles of Government of the Group and the expression "the Corporation" shall mean the members of the Corporation.

3. AUTHORITY

1. The legal framework within which the Corporation is authorised to govern the affairs of the Group is set out in the Instrument and Articles of Government of the Group, copies of which are provided to all Governors on their appointment, and the Funding Agreement. The Corporation must at all times act within its powers and in accordance with the Instrument and Articles of Government of the Group and the Corporation's Standing Orders and Terms of Reference.
2. These Standing Orders set out the Corporation's policy and practice on those issues which it has power to determine. In the event of a conflict between these Standing Orders and the Instrument and Articles of Government of the Group, the Instrument and Articles of Government shall prevail.
3. With the exception of approving the educational character of the Group and the annual budget, the Corporation delegates to the Group Principal the responsibility for managing the affairs of the Group in accordance with the policies of the Corporation and the requirements of the Education and Skills Funding Agency (ESFA) and any other relevant funding and regulatory bodies. Financial management is to be exercised in accordance with the Financial Procedures and Scheme of Delegation approved by the Corporation.
4. These Standing Orders having been adopted by the Corporation at its meeting on 7 November 2022, may only be altered with the approval of the Corporation.
5. These Standing Orders will be reviewed bi-annually by the Corporation.
6. Any amendments proposed to amend or suspend these Standing Orders must be approved by the Corporation only after due notice has been given and an appropriate motion has been placed on the agenda of the Corporation.
7. A motion to suspend these Orders shall not be moved unless at least two thirds of the Corporation is present.

4. CONDITIONS OF SERVICE OF GOVERNORS

1. It is a condition of service as a Governor that those so appointed agree:
 1. The authority of these Standing Orders and the powers given to the Chair, Vice-Chairs and the Governors acting as a Corporate Body;
 2. Unless specifically directed by the resolution of the Corporation, Governors have no power or authority vested in them as individuals;
 3. To act in the best interests of the Group; for the interests of the students and other users of the Group's services, and the safeguarding of public funds and not for any improper purpose, or for personal motive;
 4. Not to allow any sectional interest to take precedence; Governors are not appointed as 'representatives' or 'delegates' of any outside body, and may not be lawfully bound by mandates given to them by others;
 5. The Group's Code of Conduct for Governors which sets out the standards of conduct and accountability expected of Governors;
 6. That they meet the criteria required by statute to become a College Governor and Trustee of a Charity including any other requirements from regulators and will indicate this by signing a declaration on appointment and confirming this annually;
 7. The doctrine of collective responsibility and agree to stand by a decision even if it was not taken unanimously;
 8. That a minimum attendance level at all Corporation and committee meetings of 80% is required by Governors;
 9. To adhere to the seven principles of public life as recommended by the Nolan Committee's reports "Standards in Public Life". In summary, these are:

- **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.

- **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

- **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

- **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

- **Openness**

Holders of public office should be as open as possible about all the decisions and actions that

they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

- **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

- **Leadership**

Holders of public office should promote and support these principles by leadership and example.

2. These Standing Orders have in mind that the Corporation is a body with a common purpose - the well-being and success of the Group. Where Standing Orders do not cover a particular event or circumstance, it will be for the Chair of the Corporation, the Vice Chair of the Corporation, or a Chair of a Committee, as appropriate, to consult with Governors present and agree a way forward. Where agreement cannot be reached, the matter is to be referred to the Chair of the Corporation whose ruling is final and binding on all Governors.

5. MEMBERSHIP OF THE CORPORATION

1. CATEGORIES OF GOVERNORS

The Corporation shall comprise up to 22 Governors from the following categories:

- **17 skills based Governors**, who have the necessary skills to ensure that the Corporation carries out its functions including 5 nominated governors (See Section 2 below);
- **The Group Principal**, if he or she chooses to be a Governor;
- **2 Student Governors**, who, at the date of their election, are a student attending one of the Colleges of the Group nominated and elected by the students;
- **2 Staff Governors** who, at the date of their election are members of staff of the Group nominated and elected by Group staff.

2. NOMINATED GOVERNORS

2.1 A nominated governor is a person who –

- (a) is nominated by the agreed appointing body (Local Authority or HE institution); and
- (b) is appointed as a governor by the Corporation of South Thames Colleges Group having, in the opinion of the Corporation, met any eligibility criteria that they have set
- (c) is not eligible also to be a staff governor at South Thames Colleges Group.

2.2 The Corporation of South Thames Colleges Group

- has set aside 4 governor positions on the Corporation for a person nominated by each of the 4 London Boroughs in which the Colleges are situated and a role for one person nominated by an HE institution, currently Kingston University
- has retained the authority to consider each nomination and decide whether or not to appoint that person after deciding whether the nominee has the skills to contribute to the effective governance of the College and meets any other eligibility criteria which it has set.
- will explain its decision to the nominating body if it chooses to reject any nominated candidate and the nominating body will then advise the nominee accordingly.

2.3 Eligibility Requirements for all governors

2.3 Anyone nominated to be appointed as a Governor at South Thames Colleges Group should:

- have a keen and active interest in education and college improvement and ensuring that education /training provided by the College meets local needs
- be able to commit time, skills and energy to the college
- be willing to be interviewed by the Search and Governance Committee prior to appointment
- be willing to undertake necessary training and keep themselves up-to-date on governance issues
- be committed to the effective governance of the college, be able to work in a team and to build positive relationships with stakeholders, and,
- have the skills and attributes specified by the College Governing Body
- adhere to the Nolan Principles of public life and the values of the college.
- once appointed, act in the best interests of the college learners and not on behalf of the constituency that nominated them.

2.4 Before appointment prospective governors are asked to supply a CV or career resume indicating their relevant skills and experience. All governors must also complete the College Declaration of Eligibility form and a declaration for the College Register of Interests both prior to appointment and annually. These forms alert them to the current disqualification criteria and serve as their declaration that they are not disqualified. Nominated governors may be invited to an interview by the Search and Governance Committee prior to appointment.

2.5 Nominations should result in filling the vacancy with the best candidate available to support the effective governance of the college. The main duties of the Corporation (Governing Body):

- **Setting strategic direction** - leading the College's strategy for improvement by setting, and keeping under review, the broad framework within which the Group Principal/ CEO and management run the college.
- **Creating robust accountability** - providing the Group Principal/ CEO and management with challenge, support, advice and information, drawing on governors' knowledge and experience. The Corporation must ensure that the college achieves high standards and holds the leadership of the college to account for performance.
- **Ensuring financial probity** – The Corporation has responsibility for monitoring and evaluating the college's effectiveness and the use of public money and ensuring financial probity.

6. PERIOD OF OFFICE

1. The Group Principal will be a member of the Corporation for the period of his/her appointment as Group Principal. All other Governors, other than Student Governors, will serve for a period of four years. Student Governors will serve for up to two years.

2. The Group Principal, Staff and Student Governors shall be deemed to have retired from the Corporation upon termination of their service or course of study at the Group. (9.3, 9.4)

3. Governors may resign at any time from the Corporation or a committee by giving notice in writing to the Head of Governance

4. Governors due to retire, having completed a term of office on the Corporation, remain in office until the last day of the relevant academic year.

5. Governors retiring at the end of their term of office will be eligible for reappointment. This applies both to membership of the Corporation and its committees. Subject to their continuing eligibility, Governors reaching the end of their term of office will be eligible for re-appointment for a second term. Governors will not normally be considered for more than two terms (or a maximum of

eight years) except where subsequently undertaking a new and more senior role, for example as chair or vice-chair of the Corporation or chair of a Corporation Committee. (8.4)

7. CHAIR AND VICE-CHAIRS OF THE CORPORATION

1. The members of the Corporation shall appoint a Chair and up to two Vice-Chairs from among themselves. (5.1)
2. The Chair will conduct all meetings of the Corporation except that in his/her absence, one of the Vice-Chairs will take the chair.
3. The Head of Governance will invite nominations for Chair and Vice-Chairs in advance of the election of these positions. Nominations must be seconded by a Governor. A Governor can nominate him/herself for office. Nominees must agree to their nomination and must supply a written statement in support of their nomination which will be circulated to all Governors by the Head of Governance
4. The voting process in the election of Chair and Vice-Chairs will take place electronically in advance of the last Corporation meeting before the expiry of the term of office of Chair and Vice-Chairs. This is effectively the last Corporation meeting of the academic year unless the Chair or Vice Chair resign prematurely in which case a new Chair or Vice Chair is elected following their resignation. (5.8)
5. In the event of more than one nomination, the nominees will each be invited to address the Corporation by making a video presentation, no longer than five minutes, setting out their case for being elected. Voting will take place electronically in advance of the meeting with the decision to be announced and the appointment made at the Corporation Meeting. Voting will be by simple majority and the Group Principal will not vote. In the event of a tie, there will be no second or casting vote. In that event, the nominees with the highest equal number of votes will each be invited to address the Corporation and take questions at the Corporation Meeting. They will then leave the meeting when Governors will discuss the candidates' suitability. A ballot will then be held. The ballot will normally be 'open' unless a majority of Governors by a show of hands request a 'closed' ballot. Postal votes or voting by proxy is not permitted. (13.3) The Head of Governance will act as returning officer and count the votes and announce the result of the election.
6. Neither the Group Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence. (5.2)
7. If both the Chair and both Vice-Chairs are absent from a meeting, the Corporation will elect a chair for the meeting. (5.3)
8. The Chair and the Vice-Chairs shall hold office for a period of two years or such other period as the Corporation decides. (5.4)
9. The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Head of Governance. (5.5)
10. If the Corporation is satisfied that the Chair or a Vice-Chair is unfit or unable to carry out the functions of office, or considers that it is no longer in the best interests of the Corporation for them to continue in post, the Corporation may resolve to remove the Chair or a Vice-Chair from office until further notice when it considers on reasonable grounds that:
 - (a) It is in the best interests of the Corporation to do so;
 - (b) It is in the best interests of the learners or potential learners to do so;
 - (c) It is in best interests of staff to do so;
 - (d) It is necessary to assist the Corporation to exercise its legal powers or discharge its legal duties.

It may then give written or electronic notice removing the Chair or a Vice-Chair from office and the office shall then be vacant. (5.6, 5.7)

11. At the end of their respective terms of office, the Chair and Vice-Chairs shall be eligible for reappointment. (5.10)
12. If nobody has indicated willingness to stand for the office of Chair, the meeting will be adjourned until a Chair can be elected

8. QUORUM AND APOLOGIES FOR ASBENCE

1. Members are expected, as far as is reasonably practicable, to attend in person all meetings of the Corporation and those committees of which they are a member. It is recognised that there may be occasions when attendance is not possible. On such occasions Members will notify the Head of Governance and will give as much notice as possible of their absence to enable decisions on quoracy.
2. Where a Governor sends an apology for absence with reason, the Corporation will decide whether to 'consent' to the absence and the Head of Governance will record the decision in the minutes. If apologies are not submitted they will be deemed to have not been accepted.
3. The quorum of the Corporation shall be in accordance with the Instrument of Government.
 - i) The quorum shall be 40% of the total number of members in post. (12.1)
 - ii) On occasions when the Group Principal (Accounting Officer), staff and/or student member are required to leave a meeting due to the nature of the item under discussion, the quorum will be 40% of the total number of members in post entitled to remain in the meeting.
 - iii) Governors and Committee Members who declare an interest at any meeting will be discounted in determining quoracy on any vote relating to that matter.
4. If the numbers assembled for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held. (12.3)
5. A meeting will be discontinued if it becomes inquorate. (12.4)
6. If a meeting is inquorate or discontinued for any reason, any items remaining of the agenda will be placed on the agenda of a subsequent meeting.

9. CONFLICTS OF INTEREST

1. Governors must declare conflicts of interest. Governors will be asked at the beginning of a meeting to declare any interests, which will be noted in the minutes by the Head of Governance. If an interest is declared, Governors will be required to withdraw from a meeting under circumstances set out in the Instrument of Government Para 10.
2. If there is a dispute about a person attending a meeting of the Corporation being required to withdraw, the matter of withdrawal shall be determined by the Corporation

3. LIMITATIONS ON STAFF GOVERNORS

A Governor who is also a Member of staff shall withdraw from the meeting when:

- i. His remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered.
- ii. The appointment of his successor is to be considered.
- iii. When by the resolution of the Governors present, they are to consider the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to him. (13.5)

Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a Staff Governor-

- i. need not disclose a financial interest
- ii. may take part in the consideration of the matter, vote on any question with respect to it

and count towards the quorum present at that meeting, provided that in so doing, the Staff Governor acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but shall withdraw from the meeting if the matter is under negotiation with staff and the Staff Governor is representing any of the staff concerned in those negotiations.

4. LIMITATIONS ON STUDENT GOVERNORS

1. The Student Governors shall withdraw from the meeting when:
 - (a) The conduct, suspension or expulsion of either student Governor is to be considered.
 - (b) Required to do so by one or more Governors. (13.8)
2. When the Governors are to consider the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member or prospective members of staff, and the student Governors are not required to withdraw they shall not take part in any discussion nor be allowed to vote on the matter. (13.9)
3. When the Student Governors are under the age of 18, they shall not vote on:
 - (a) Any proposal for the expenditure of money by the Corporation.
 - (b) Any proposal whereby the Corporation enter into a contract, a debt or other liability. (13.7)

10. SUSPENSION OF GOVERNORS

1. The Corporation may resolve to suspend a Governor from office until further notice (9.5) when it considers on reasonable grounds that:
 - (a) It is in the best interests of the Corporation to do so;
 - (b) It is in the best interests of the learners or potential learners to do so;
 - (c) It is in best interests of staff to do so;
 - (d) It is necessary to assist the Corporation to exercise its legal powers or discharge its legal duties.
2. Examples of grounds for suspending a governor which are not an exhaustive list include:
 - iii. that the Governor being a person paid to work at the Group, is the subject of disciplinary proceedings in relation to his/her employment;
 - iv. that the Governor is the subject of proceedings in any court or tribunal, the outcome of which may be that he/she is disqualified from continuing to hold office as a Governor under the Governing Documents;
 - v. that the Governor is in breach of any of the provisions of the Code of Conduct which the Corporation believes has, or could, bring the office of Governor into disrepute; that the Governor has acted in a way that is inconsistent with the ethos of the Group and has brought or is likely to bring the Group or the Corporation or the office into disrepute or;
 - vi. that the Governor in breach of his/her duty of confidentiality to the Group or to any member of staff or to any student at the Group.

11. REMOVAL FROM OFFICE OF GOVERNORS

1. The Corporation may resolve to remove a Governor from office who:
 - (a) has been absent from full meetings of the Corporation and committee meetings for a period longer than 6 consecutive months without the permission of the Corporation; or
 - (b) is unable or unfit to discharge the functions of a Governor. (9.2)

12. HEAD OF GOVERNANCE

1. The Corporation shall appoint a Head of Governance for such term, at such remuneration and upon such conditions as they may think fit. The Head of Governance shall not be a Governor (7.2) or Group Principal. (6.1)
2. All the meetings will be convened by the Head of Governance, in accordance with arrangements made by the Corporation, but subject to:
 - a) any direction from the Chair where the matter is urgent
 - b) any requisition signed by three Governors
3. The Head of Governance is entitled to attend all meetings of the Corporation (including meetings of its Committees) (6.4) but will be required to withdraw from any part of a meeting at which his remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered or where the business under discussion is such that the Governors consider that the Head of Governance should not be present (13.10). In such instances the Governors shall appoint from their number a person to act as Head of Governance for the duration of such meeting or part of a meeting. (13.12)
4. Should the Head of Governance not attend a meeting at short notice, then a Governor, but not the Group Principal, can act as Head of Governance for that meeting.
5. The Head of Governance is directly responsible to the Corporation.
6. The Head of Governance is able to seek independent professional and legal advice on behalf of the Corporation as required. The Head of Governance would normally confirm the need and cost of advice with the Chair, Vice Chair, Group Principal or Committee Chair before seeking advice.

13. MEETINGS OF THE CORPORATION

1. The Corporation shall meet at least once in every term and shall hold such other meetings as may be necessary (11.1). Committees will meet at a frequency determined by the Corporation.
2. All meetings shall be called by the Head of Governance, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda. (11.2)
3. If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Head of Governance, the Chair shall, at least seven calendar days before the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers. (11.3)
4. A meeting of the Corporation, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any five members. (11.6)
5. Where the Chair, or in the Chair’s absence, the Vice-Chair(s), decide(s) that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days. (11.7)
6. Every member shall act in the best interests of the Corporation and must not allow any sectional interest to take precedence. In particular, Governors are not appointed as ‘representatives’ or ‘delegates’ of any outside body and may not be lawfully bound by mandates given to them by others. (11.8)
7. A meeting is deemed to include a meeting at which the members attending are present in more than one room, provided that by the use of visual or teleconferencing facilities it is

possible for every person present at the meeting to communicate with each other. Participation in a meeting in that manner shall count towards the quoracy of a meeting.

14. USE OF VISUAL AND TELECONFERENCING FOR MEETINGS (11.10)

1. In exceptional circumstances if a member wishes to take part in the meeting via visual or teleconferencing facilities this should be requested in advance to the Head of Governance and the Chair of the Committee.
2. The respective Chair or in the Chair's absence, the Vice-Chair(s), in consultation with the Head of Governance will decide on whether access via visual or teleconferencing facilities will be permitted and notify their decision. In making their decision the respective Chair and the Head of Governance will be mindful of whether the circumstances are exceptional and warrant such an arrangement.
3. Members' attendance records should indicate when attendance at a meeting has been by telephone and attendance by teleconferencing when approved in advance will count towards Governors' attendance targets.
4. Any visual and teleconferencing facilities used must enable all participants, whether present in person or via the electronic facilities, to hear all participants in the meeting.

15. AGENDA AND NOTICE OF MEETINGS

1. The agenda will be prepared by the Head of Governance in accordance with any determination of the Corporation and in consultation with the Chair and the Group Principal.
2. Written notice of meetings, together with the agenda, will be sent at least seven clear days before the meeting, except where the Chair calls an urgent meeting at short notice.
3. Non-receipt of notice of a meeting will not invalidate the meeting.
4. A copy of the agenda for every meeting and any report, document or other paper to be considered are made available for inspection during normal office hours by appointment with the Head of Governance. (16.1)

16. ORDER OF BUSINESS

1. The Order of Business at ordinary meetings of the Corporation shall be:
 - (a) to choose a person to preside if the Chair and Vice-Chairs are absent;
 - (b) declaration of interest;
 - (c) to approve as a correct record and sign the minutes of the last meeting of the Corporation;
 - (d) to deal with any matters arising;
 - (e) to dispose of business (if any) remaining from the previous meeting;
 - (f) to consider reports from the Group Principal or any other officers with a right to report to the Corporation;
 - (g) to consider reports from Committees established by the Corporation;
 - (h) motions submitted by Governors and printed on the agenda;
 - (i) any urgent business which cannot wait for the next ordinary meeting of the Corporation.
 - (j) to receive items for information and report.
 - (k) to note the date of the next meeting.
2. Other than business under (a), (b), (c) and (d) above, the order of business may be changed:

- (a) by direction of the Chair; or
- (b) by a resolution passed on a motion (which needs not be in writing), duly moved and seconded, and shall be put without discussion.

17. RULES OF DEBATE

1. The Chair will ensure that meetings are run effectively, focusing on priorities and making the best use of time available and ensuring that all Governors enjoy equality of opportunity to express their views.
2. The aim is to have free, frank and beneficial discussion with the minimum of formality. To achieve this aim discussion will be governed by the following rules:
3. Every Governor/person desiring to speak shall signify his/her wish to the Chair who shall determine the order of speaking
4. Speeches are to be addressed to the Chair.
5. The content is to be relevant to the matter under discussion.
6. Intemperate language is not permitted.
7. Unless on a point of order, Governors are not to be interrupted
8. The Chair may direct a Governor to cease speaking if in his opinion it is in the interests of the meeting that he so order.
9. If, in the opinion of the Chair, any Governor persistently disregards the ruling of the Chair, or behaves improperly or offensively so as to obstruct the business of the meeting, the Chair may move that the Governor should not be heard further and the motion, if seconded, shall be determined forthwith. In extreme cases, the Chair may require a Governor to leave the meeting.
10. During a speech, a Governor may request the Chair that he be allowed to raise a point of order relating to a statement made. If granted by the Chair, the Governor giving the speech must give way and allow the point of order to be heard. Once this is concluded the Chair will issue direction on the issue raised and then invite the Governor to resume speaking.

18. MOTIONS

1. A Governor may place a motion before the Corporation for debate, provided that the notice of the motion in writing, signed by at least one Governor, is lodged with the Head of Governance at least 8 working days before the date of the meeting at which the motion is to be proposed. Where such notice has not been given, the Chair may direct that it be submitted in writing before he will consider whether to allow it to be put to the meeting for discussion
2. All motions must be relevant to the Group or to an aspect of business or procedure over which the Corporation has power.
3. The following motions which may be moved without notice:
 - a) That a Chair is appointed for the meeting.
 - b) That minutes are corrected.
 - c) That the meeting moves to the next item on the agenda.
 - d) That further discussion on the subject is adjourned.
 - e) That the order of business is changed.
 - f) That the subject be referred to committee.
 - g) That a committee be appointed.
 - h) That reports or recommendations from committees or Governors be adopted.
 - i) That a motion is withdrawn.

- j) That a motion is amended.
- k) That a document is sealed.

- 4. The Corporation will receive, and may debate at the discretion of the Chair, decisions on matters that it has delegated to a Committee or individual. Decisions will be recorded in the minutes.
- 5. Recommendations received from working groups will be recorded in the minutes, together with any related Corporation resolution.

19. DECISION MAKING / VOTING

- 1. All matters are decided by a majority of the votes of the Governors entitled to vote who are present and vote on the decision by a show of hands or spoken vote from Governors attending by conference call and shall be determined by a simple majority. Every Governor has one vote including any Governors participating by telephone link
- 2. Where there is an equal division of votes on a question to be decided, the chair of the meeting shall have a second or casting vote. (13.2)
- 3. Postal votes or voting by proxy is not permitted. (13.3)
- 4. All decisions must be made by the Corporation unless an individual or a committee has been delegated authority to deal with a specific issue.
- 5. Voting in the election of the Chair or Vice-Chair where there is a contest will be held by secret ballot. There is no second or casting vote in the election of chair.
- 6. A vote may be conducted by secret ballot if a majority of Governors present and entitled to vote on a particular issue so wish. It is envisaged that such an arrangement will only be needed in exceptional circumstances.
- 7. A Governor may request that the minutes record whether each Governor present at the meeting voted for or against the resolution before them, or abstained
- 8. Decisions of the Corporation are binding upon all its members.
- 9. Decisions of the Corporation may only be amended or rescinded at a subsequent meeting of the Corporation when the proposal to amend or rescind appears as a specific agenda item. (13.4)

20. INFORMATION AND ADVICE

- 1. The Group Principal has a statutory duty to keep the Corporation fully informed and will present a written report each term to a meeting of the Corporation.
- 2. Where important information required by the Corporation is given orally, it will be recorded in the minutes in appropriate detail.
- 3. Where information required by the Corporation is not readily available, reasonable time will be given for its production.
- 4. Where expertise is needed but not available within the Corporation, the Corporation may consider appointing an appropriate non- Governor to attend meetings.

21. MINUTES OF MEETINGS

- 1. At every meeting of the Corporation the minutes of the last meeting shall be taken as the first item after the declaration of interest, except in cases where the members present decide otherwise, and, if agreed to be accurate, shall be signed as a true record. (14.1 & 14.3).

2. Action will be taken on the basis of decisions and need not await the approval of the minutes of the next meeting.
3. Any dissenting views will be recorded in the minutes of the meeting, if that is the wish of one or more of the Governors present.
4. Separate minutes shall be taken of those parts of meetings from which staff members, the Group Principal, student members or the Head of Governance have withdrawn from a meeting in accordance with clause 13(5), (6), (8) (9) or (10) and such persons shall not be entitled to see minutes of that part of the meeting or any papers relating to it. (14.4).

With the exception of Confidential Items, the Head of Governance is to ensure that a copy of:

1. The agenda;
2. The draft minutes of every meeting once approved by the Chair;
3. The signed minutes of every meeting; and
4. Reports, minutes and other documents considered at meetings.

are made available for inspection during normal office hours by appointment with the Head of Governance. (16.1)

22. CONFIDENTIAL ITEMS

1. All papers and information determined by the Corporation to be confidential shall be clearly marked and include separate and confidential minutes of meetings or parts of meetings and supporting papers. Reports from the Remuneration Committee, a Special Committee, monthly financial statements, management accounts and commercially sensitive information shall be considered confidential to the Corporation and Group Senior Management Team. (16.2)
2. Circulation of confidential papers and minutes will be restricted to those Governors eligible to be present at that part of the meeting and will not be available for public inspection nor in the minute book. (16.2)
3. The Corporation shall review regularly all material excluded from inspection on a confidential basis, and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason. (16.4)

23 PUBLIC ACCESS TO MEETINGS OF THE CORPORATION

1. Apart from Governors, the only people entitled to attend a Corporation Meeting are the Group Principal, the Head of Governance and where appropriate non- Governor members of Committees of the Corporation.
2. A person wishing to attend a Corporation Meeting as an observer should first approach the Head of Governance in advance who will arrange with the Chair for the issue to be taken as the first item of business on the agenda. Until the Corporation reaches a decision, the person wishing to attend the meeting will be required to remain outside the meeting room. While considering such requests the Corporation will have regard to the availability of space in the meeting room and the reason for the request to attend. (16)
3. Unless specifically invited to do so by the Chair, members of the public and the press do not have speaking rights at any time during a meeting of the Corporation.
4. Non- Governors may be required to leave a meeting where matters of a confidential nature relating to individual staff or student are discussed.
5. If there is any form of disruption by members of the public and/or press the Chair will have the authority to suspend the meeting.

6. When it is possible to reconvene the meeting, the Corporation will consider the withdrawal of the invitation to the members of the public and/or press to attend the meeting. The decision of the Corporation in such matters is final. (16)
7. When the Group Principal is absent, the Deputy CEO will attend in his/her place but will have no vote unless appointed as Acting Group Principal in the long-term absence of the Group Principal.
8. The Corporation will decide who, other than those entitled to attend, may be admitted to a meeting and which of its meetings, if any, will be open to parents/ invited student observers / the public. If the meeting is to be opened to parents/the public reasonable notice will be given.
9. The Group Principal may invite College Officers to attend meetings on an occasional or regular basis. All officers are there in an advisory role and have no voting rights, unless they have an additional role such as Staff Governor and the Corporation can require any non- Governors present at a meeting to leave at any time.
10. The College Principals will be invited to attend meetings of the Corporation as part of their professional development.

24 URGENT ACTION

1. There shall be specifically delegated to the Chair, or a Vice-Chair, the Authority to act on matters of urgency which arise between meetings of the Corporation and which cannot be determined by any Committee established by the Corporation or would be inconvenient for them to so determine.
2. If the Chair takes any urgent action between meetings, the facts will be reported to the next meeting of the Corporation in order for decisions to be ratified by the Corporation.

25 STATEMENTS ON BEHALF OF THE CORPORATION

1. Unless otherwise agreed by the Corporation for a specific circumstance, statements on behalf of the Corporation will only be made by the Chair or the Group Principal or those delegated to make them.
2. The content of the statements will be the subject of consultation between the Chair or Group Principal and the Group management.
3. It is recognised that the majority of issues which require public statement concern the strategic management and day to day operation of the Group and are therefore dealt with by, or on behalf of, the Group Principal.
4. All correspondence to the Corporation should be addressed to the Head of Governance or the Chair. It is the responsibility of the Head of Governance to respond to correspondence on behalf of the Corporation in accordance with its wishes.

26. FINANCIAL AND PERSONAL INTERESTS OF GOVERNORS

1. Governors may not hold any financial interest in the Group. (10.1)
2. Governors must declare conflicts of interest. Governors will be asked at the beginning of a meeting to declare any interests, which will be noted in the minutes by the Head of Governance. If an interest is declared, that Governor shall not take part in the discussion of, or decisions relating to, that item and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote. (10.2)
3. Governors are reminded (10.1) that they must disclose to the Corporation to any pecuniary or other personal interest, whether that interest has previously been registered or not in-
 - (i) the supply of work or goods to or for the purposes of the Group;
 - (ii) any contract or proposed contract concerning the Group;
 - (iii) any other matter relating to the Group;
4. Governors, senior post holders and senior managers are expected to make decisions wholly in the public interest, and not in order to gain financial or other material benefits for themselves, their family or friends. The Corporation has therefore adopted a policy of requiring Governors and senior managers to disclose any financial or other interests which could be considered likely to affect the independence of their judgment. The Head of Governance will maintain a written Register of Interests updated annually. An annual declaration is to be returned to the Head of Governance before the first Corporation meeting at the beginning of each academic year. Governors are required to inform the Head of Governance and to complete a fresh declaration if their circumstances change and it becomes necessary to declare new interests. Interests declared at meetings will be added to the Register. The Register is available for inspection by arrangement with the Head of Governance. (10.5)
5. Anyone who is ordinarily entitled to attend Corporation or committee meetings (that is a Governor, members of committees, non- governors or Group Principal) must withdraw and not vote on the issue if:
 - there could be conflict between the interest of that person and the interests of the Corporation or;
 - where a fair hearing must be given and there is reasonable doubt about the individual's ability to act impartially on any matter.
6. When a committee is considering:
 - disciplinary action against an employee or against a student;
 - a matter arising from an alleged incident involving a student,

a Governor who has declared a personal interest may attend the meeting to give evidence if he/she has made relevant accusations or is a witness in the case.

27. PAYMENTS TO GOVERNORS, EXPENSES AND GIFTS AND HOSPITALITY

1. Governors are prohibited from receiving any remuneration or attendance allowance in respect of their membership of the Corporation.
2. Governors are allowed to claim the same out of pocket expenses as are paid to members of staff for attendance at any external conference or event on behalf of the Corporation. No payments will be made for loss of earnings. Expenses claims should be submitted to the Head of Governance.

3. Governors should not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgment or integrity as a Governors. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Head of Governance.

28. DELEGATION OF FUNCTIONS

1. The Corporation stresses that no action may be taken by an individual Governor unless authority to do so has been delegated formally by resolution of the Corporation.
2. In order to ensure the most efficient use of time and resources, and in some cases to ensure absolute propriety, the Corporation will:
 - delegate work to committees with the power to make decisions on behalf of the Corporation;
 - delegate work to individual members of the Corporation and/or the Group Principal.
3. The arrangements for delegating functions will be reviewed annually by the Corporation.

29. APPOINTMENT OF COMMITTEES AND WORKING GROUPS

1. These Orders shall allow for the establishment of Committees and Working Groups by the Corporation which will agree the Terms of Reference of the Committees and working Groups, the delegations to be exercised, the composition of the Committees and their quorum.
2. The Corporation shall receive a report of the meetings of the Committees / Working Groups so established summarising the business transacted and the decisions made.
3. Such reports shall be submitted to the next meeting of the Corporation.
4. The Corporation will review the Terms of Reference, membership of and need for Committees / Working Groups annually.
5. Working groups established for specific purposes will be discontinued when their work has been completed.
6. The Group Principal has the right to attend any committee meetings subject to the statutory rules on withdrawal.
7. All meetings of committees will be clerked by a person who is not the Group Principal.
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12. Working groups established for specific purposes will be discontinued when their work

has been completed.

13. The Group Principal has the right to attend any committee meetings subject to the statutory rules on withdrawal.
14. All meetings of committees will be clerked by a person who is not the Group Principal.

APPENDIX 1



Etiquette Guidelines for Governors' Meetings by Skype / Conference Calls

Before the call

- Please test equipment prior to the call when using Skype for the first time - please contact Helen Meredith for advice or to run a test call
- Using headphones with a microphone may make a skype call easier to manage if you are in an environment with background noise or to prevent others hearing confidential business

Starting the call

- Please aim to Join the skype call at least a minute or two before the scheduled meeting time.
- The Chair will remind those present not to interrupt or speak over people.
- Meetings will start with a quick introduction of all present saying their name in turn , to check that everyone present can be heard by everyone
- The Chair will begin with a summary of the Agenda and purpose of the meeting and advise if the agenda is not to be taken in the order set.

Conducting the call

- Address someone by name if you want them to respond so that people are sure who needs to answer something.
- The Chair to provide regular checks so everyone knows where they are on the Agenda and check whether there are any other comments before moving to the next item.
- When not speaking, if you are in a place where background noise is present or possible please mute your phone/mic
- Please make an extra effort to speak audibly and clearly and everyone should ask the Chair for clarification if it is not clear or if you lose sound.
- If you lose sound during the course of a skype meeting or need to leave the meeting temporarily, please alert the Chair so that the Head of Governance knows whether the meeting remains quorate
- If you lose sound, try logging out and immediately log back in again
- Item presenters to make extra clear what agenda item and/or page is under discussion.
- Item presenters to be succinct and only to talk about the item under discussion and not move around the agenda.

Ending the call

- The Chair will provide a meeting recap at the end of the call.
- The Chair will confirm that everyone is in agreement with next steps, responsibilities, and deadlines.

SOUTH THAMES COLLEGES GROUP

SCHEME OF DELEGATION

Approved by:	Corporation
Approved on:	28 March 2023
Review date:	March 2024
Responsibility for review:	Corporation

Key points and summary

The purpose of this Scheme of Delegation is to provide a framework to ensure that Governors, College Management and Staff are clear about the role of the Corporation in the leadership of the College Group, as well as the extent of the powers delegated and the controls put in place to ensure delivery of the College's mission.

This document outlines:

- The principles of decision making within the South Thames Colleges Group;
- The respective roles of the Chair, Corporation, Group Principal/CEO and Head of Governance;
- The schedule of delegated authority for decision making within the South Thames Colleges Group and requirements of the Instrument and Articles of Government regarding delegation.

The Corporation and the people and bodies to which powers are delegated will act at all times within the terms of the Instrument & Articles of Government, the Funding Agreement between the Education and Skills Funding Agency and the College, the Post 16 Audit Code of Practice and the College's Financial Procedures. In case of any doubt or conflict the authority of these documents will prevail.

4. Principles of Delegation, scope and applicability

1

1. The relationship between the Corporation and Group Principal/CEO is fundamental to achieving sound corporate governance standards. At the heart of this lies the distinction between governance and management. The Corporation, as a corporate body acting under the leadership of the Chair, maintains a strategic role by agreeing a framework within which the Group Principal/CEO leads day-to-day operations of the College Group, understanding that the framework contains effective methods by which the Corporation will test that the College is being properly managed and that quality, financial and safety objectives are being met.

2. In order to achieve the efficient operation of this strategic framework, the Corporation has delegated certain responsibilities to its committees, working groups, the Chair (or Vice Chair(s)) and the Group Principal/CEO according to the Articles of Government.

2 3. The arrangements for delegation and the framework for decision making within the College Group are set out in the remainder of this document which applies to all Governors and staff.

4. For the avoidance of doubt, the Corporation may determine any issue within its legal powers which has been delegated in accordance with the Scheme of Delegation. Furthermore, a committee, the Chair or the Group Principal/ CEO may refer a matter to the Corporation rather than exercise the powers delegated.

5. Principles of decision making within the South Thames Colleges Group

The Corporation believes that:

Policy, oversight, financial probity and monitoring are the business of the Corporation. The Corporation should focus upon college strategy and policies to enhance student learning and performance, student and staff safety and operational efficiency;

Operational and managerial decisions should be delegated to the Group Principal/CEO;

The Group Principal/CEO should delegate operational decisions among his / her staff with a view to keeping decision making as close as possible to the operational impacts as possible

The Corporation and the Group Principal/CEO are a team and need to support each other and work closely together. A good working relationship between the Corporation and the Group Principal / CEO is essential to achieve corporate goals.

The line between the Corporation and the Group Principal/CEO should be clearly articulated and understood by Corporation members and senior managers.

Clarity about roles and responsibilities is paramount, and should be reviewed regularly.

The Group Principal / CEO, senior management and Head of Governance inform and guide the Corporation in making appropriate and effective decision.

The Corporation has the final and highest level of authority in the policy-making process, but may not exceed its legal authority.

6. Roles and Responsibilities

Corporation

- Determination of educational character and ethos
- Approving the quality strategy of the institution
- Articulation of vision, values and strategic direction
- Oversight and monitoring of college activities
- Effective and efficient use of resources
- Safeguarding assets
- Approving annual estimates of income and expenditure
- Appointment, grading, suspension, dismissal, appraisal and determination of pay and conditions of CEO, senior postholders and Head of Governance
- Setting framework for pay and conditions of service of all other staff
- Setting framework for tuition and other fees
- Financial probity

Group Principal/CEO

- Making proposals to Corporation about the educational character and mission
- Implementing policies and decisions
- Organisation, direction and management of college
- Leadership of staff
- Appointment and management of staff within the framework set by Corporation
- Determination, normally in consultation with Corporation, of academic focus and activities
- Determination of all other college activities
- Principal accounting officer, accountable to Corporation and ultimately Parliament

The Group Principal/CEO is responsible for the internal organisation, management and control of the College Group, for advising on and implementing the Corporation's strategic framework, for the implementation of all policies approved by the Corporation and for the direction of the teaching and the curriculum at the College Group. For these purposes the Corporation shall delegate those powers and functions required by the Group Principal/CEO.

The Group Principal/ CEO will formulate aims and objectives and policies and targets for the Corporation to consider. The Group Principal/ CEO will work closely with the Group Leadership Team to this end.

The Group Principal/ CEO is accountable to the Corporation for the College's performance, and the Corporation will be prepared to explain their decisions and actions to anyone who has a legitimate interest.

MANAGEMENT AND GOVERNANCE STATEMENT

CORPORATION	GROUP PRINCIPAL/CEO
governance	in partnership with management
<p>Defines the vision and mission</p> <p>Strategic thinking and direction</p> <p>Determines appropriate policy framework</p> <p>Ensures financial solvency and probity</p> <p>Maintains the assets of the college</p> <p>Determines pay and remuneration framework</p> <p>Oversight of effectiveness of management</p> <p>Monitoring of the quality of college performance locally and within the sector context</p> <p>The community's voice within the college and represents the college to the community and fosters collaborative partnerships</p> <p>Reviews Corporation's own effectiveness annually</p> <p>Appoints CEO and senior post holders and appraises CEO &, in partnership with CEO, appraises senior post holders</p> <p>Works with and supports CEO and team</p>	<ul style="list-style-type: none"> Proposes vision, mission and strategy Strategic planning and implementation Formulates aims and objectives and policies and targets for the Corporation to consider. Implements Corporation decisions Organisation, direction and day-to-day management of college group Principal accounting officer, responsible for financial well-being of college and accountable to Corporation and parliament Leadership of the staff Executive management and development of college and staff Ensures the provision of a quality, curriculum and customer service and the direction of teaching and curriculum Represents the college locally and nationally, builds positive working relations and collaborative partnerships Appraisal of Senior postholders Supports and informs Corporation, provides briefings and advice.



Group Leadership Team

The Group Leadership Team has been established by the Group Principal/CEO as the most senior management decision-making group within the College. The GLT's primary function is to implement the Strategic Plan, to approve tactical/operational business plans (within the powers delegated from the Corporation to the Group Principal/CEO), and to consider reports and policy proposals to be made to the Corporation or its committees.

The Group Principal/ CEO will agree and monitor appropriate delegations of authority with other staff. The Group Principal/CEO may delegate functions to any member of the Group Leadership Team. This delegation can include the budget and resource management to management and cost centre levels determined by the Group Principal/CEO, Such a delegation cannot include overall management of the Group budget and resources, compliance with the Financial Memorandum and all other terms and conditions of funding, and any functions that have been delegated to the Group Principal/CEO by the Corporation.

Corporation Committees

The Corporation has a structure of Committees and working groups to assist with the efficient operation of governance. These Committees and working groups will act in an advisory capacity to the Corporation except where powers have been specifically delegated to them by the Corporation. The Corporation has established the following committees to operate across the College Group:

1. Audit Committee
2. Finance, Planning and Resources Committee and Estates Sub-Committee
3. Safeguarding, Wellbeing and Equalities Committee
4. Quality Learning and Standards Committee
5. Higher Education Committee
6. Remuneration Committee
7. Search and Governance Committee
8. Special Committee

The Corporation in addition establishes ad hoc working groups to deal with specific projects such as a Senior Postholder Selection Panel.

The Terms of Reference for all committees have been approved by the Corporation and define the constitution and delegated authority for each pursuant to the powers contained in the governing instruments. Committees are authorised by the Corporation to investigate any activity within their Terms of Reference and to seek any information they require from any employees of the College. They also have delegated authority to seek the services of such external advisors as they feel necessary to fulfil their responsibilities and to appoint co-opted members as required to meet the need for specific additional experience.

Chair of the Corporation

1. The Chair of the Corporation is responsible for the leadership of the Corporation. The detail of the role is set out in the STCG Role Description for the Chair of the Corporation.

The Chair is responsible, with the support of the Head of Governance, for ensuring that –

- appropriate issues are brought to the Corporation
- the business at Corporation meetings is conducted efficiently and effectively
- issues before the Corporation are debated fully and that all governors have the opportunity to contribute
- discussions and decisions are properly summarised and recorded

The Chair may exercise any specific authority delegated by the Corporation together with a general delegated authority to act, normally after consultation with the Group Principal/CEO and the Head of Governance, 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 to be reported to the Corporation for ratification at the next available meeting.

The Chair may commit the College to exceptional expenditure up to the value of £5,000 to ensure the smooth running of the College business or up to £10,000 if approved by both the Chair and a Vice-Chair of the Corporation. Such action to be reported to the Corporation for ratification at the next available meeting.

The Chair may exercise a second or casting vote where there is an equality of votes on any issue at a Corporation meeting.

The Chair will represent the College and the Corporation on appropriate occasions and in particular handle relations with the media on behalf of the Corporation normally after consultation with Group Principal/CEO or college management (Standing Order 19). The

Chair will lead relations for the College with the media on matters of significant public interest.

The Chair will appraise the Group Principal/CEO and will oversee and arrange appraisal of the work of the Head of Governance. The Chair will instigate disciplinary action against holders of senior posts should the need arise.

The Chair will conduct annual performance review interviews with Members of the Corporation.

Head of Governance

The Head of Governance is responsible for supporting the Corporation and its Committees and advising the Corporation with regard to the operation of its powers, procedural matters, conduct of its business and matters of governance practice; none of these responsibilities may be delegated.

Subsidiary Companies

South Thames Colleges Group has two wholly owned subsidiary companies: Kingston College Trading Company Limited (KCTC Ltd) and Kingston and Sutton Educational Partnership Limited (KSEP Ltd). The College's interests are safeguarded by the appointment of governors to the Boards of Directors of these companies and through the memoranda of understanding between the College and the companies.

SOUTH THAMES COLLEGES GROUP SCHEDULE OF DELEGATED AUTHORITY FOR DECISION MAKING

RESPONSIBLE BODY	PERMITTED LEVEL OF DELEGATED AUTHORITY
Corporation	<p>No body other than the Corporation may deal with the following (Article 3 (1) and Article (9)):</p> <ul style="list-style-type: none"> i. the determination and periodic review of the educational character and mission of the institution and the oversight of its activities; ii. 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; iii. approving the quality strategy of the institution; iv. the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets; v. approving annual estimates of income and expenditure; vi. the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of senior postholders and the Head of Governance, and vii. setting a framework for the pay and conditions of service of all other staff; viii. the modification or revocation of the Governing Instruments. <p>3 The Corporation may not appoint Governors, without first considering the advice of the Search Committee (Article 5(2).)</p>
Group Principal/CEO	<p>The Group Principal/CEO may take executive action on all matters except those specifically excluded by Article 3(1) above or by decision of the Corporation.</p> <p>Subject to the responsibilities of the Corporation, the Group Principal/ CEO shall be responsible for the following functions (Article 3 (2):</p> <ul style="list-style-type: none"> i. making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation; ii. the determination of the institution's academic and other activities; iii. preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;

	<p>iv. the organisation, direction and management of the institution and leadership of the staff;</p> <p>v. the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Head of Governance, where the Head of Governance is also a member of the staff; and</p> <p>ii. maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.</p> <p>The Group Principal/CEO will usually make public statements on behalf of the Corporation (Standing Order 19) apart from matters of significant public interest which will be lead by the Chair of the Corporation.</p>
Chair of Corporation and Vice-Chair (in Chair's absence)	<p>May deal with matters delegated to him/ her by the Corporation (Article 4) Matters delegated are as follows:</p> <p>a. from time to time the Chairman may be delegated specific authority to act on the Corporation's behalf or to agree a final document.</p> <p>b. At meetings of the Corporation where there is an equal division of votes on an issue, the Chair may exercise a second or casting vote. (Instrument 13(2))</p> <p>c. The Chair may act on behalf of the Corporation between meetings on matters delegated by the Corporation or on routine matters such as:-</p> <ul style="list-style-type: none"> • the signing of routine documents • responding to approaches made to the Corporation by external organisations on issues which do not require approval by the Corporation • agreeing the detailed aspects of the implementation of decisions already agreed by the Corporation • accepting the resignation of members from the Corporation and requesting the convening of a meeting of the Search Committee as necessary in order that appropriate action can be taken immediately • accepting the resignation of holders of senior posts and taking appropriate action to inform the Corporation • appointing members to Committees of the Corporation, if a meeting of the Corporation is not scheduled to take place <p>4</p> <p>In the absence of the Chair, due to illness or holiday, the powers detailed above automatically transfer to the Vice - Chair, together with the powers and responsibilities of the Chair as stated in the Instrument and Articles of Government. Details of any actions taken by the Chair/Vice Chair since the Corporation's previous meeting will be reported to the Corporation.</p> <p>May call a Special Meeting of the Corporation at any time. (Instrument 11(6))</p> <p>May authenticate the College seal (Instrument 19)</p> <p>The Chair may <u>not</u> deal with any matters listed in Article (9) (see above), or those responsibilities specifically delegated to the Principal under Article 3(2) above.</p> <p>May make public statements on behalf of the Corporation normally after consultation with Group Principal/CEO or college management (Standing Order 19) and lead on matters of significant public interest.</p>
Urgent Action	<p>There is specifically delegated to the Chair, or a Vice-Chair, the Authority to act on matters of urgency which arise between meetings of the Corporation and which cannot be determined by any Committee established by the Corporation or would be inconvenient for them to so determine. (Standing Orders 11) All decisions taken under Chair's Action must be reported to and ratified at, the next full Corporation meeting.</p>
Senior Post Holders	<p>The Group Principal/CEO cannot delegate the responsibility for the functions set out in (Article 3 (2)). However, the Group Principal/CEO may delegate the operational authority to carry out these functions to one or more senior post holders.</p> <p>The Principal has delegated to Senior Post holders the power to dismiss a member of staff under</p>

	<p>Article 11 and Senior Post holders may dismiss staff and hear staff appeals in accordance with College procedures.</p> <p>The Senior Post holders structure as at 1st January 2023 are the Group Principal / CEO, Deputy CEO (1) College Principals (2), and Head of Governance. (Total 5)</p>
Corporation Committees	<p>May deal with any matters delegated to them by the Corporation (Article 4 (1)).</p> <p>The Corporation may not delegate to committees any matters listed in Article 9 or those matters delegated to the Principal under Article 3.</p> <p>The Corporation has agreed Terms of Reference for each committee which set out those matters delegated to each Committee.</p>
Head of Governance	<p>The Head of Governance shall be responsible for the following functions (Article 3(3)):</p> <ul style="list-style-type: none"> ▪ advising the Corporation with regard to the operation of its powers; ▪ advising the Corporation with regard to procedural matters; ▪ advising the Corporation with regard to the conduct of its business; and ▪ advising the Corporation with regard to matters of governance practice.
Governors	<p>May authenticate the College seal (Instrument 19)</p>

General Rules for Procurement / Financial Expenditure Delegations

The detail of Financial Expenditure Delegations is set out in the College Financial Procedures. However as a rule of thumb, and within the limits of the overall annual budget set for the College, any transaction with a monetary value of over £100,000 requires approval from governors as per the table below. For purchases of individual items with a value between £1,000-5,000 at least two written quotations must be obtained and for purchases over £5,000 formal tenders will be required from three suppliers. (All figures exclude VAT.) Capital projects with a value above £2.5m will require the approval of the Corporation.

Procurement and Approval Levels

Contract/Order Levels

Type	Min. £	Max. £	Documentation required	Approval required of	Purchasing Decision	Notes
Revenue Order	-	1,000		Budget holder	Budget holder	The most cost-effective suppliers should be sought
Revenue Order	1,001	5,000	At least one written quotation	Budget holder	Budget holder	It is anticipated that in cases where time permits more than one written quotation will be obtained
Revenue Order	25,001	99,999	At least three written quotations	Relevant GLT member	Relevant College Principal or Deputy CEO	It is anticipated that in cases where time permits more than two written quotations will be obtained
Minor Capital Order	£1,000	25,000	At least two written quotations where appropriate	DOF	Lead manager for capital bid	Definition of capital items set out within capital bidding guidance note
Minor Capital Order	25,001	99,999	At least three written quotations	DCEO	Lead manager for capital bid (selection approved by Director of IT or Director of Facilities) Director of IT/Director of Facilities as appropriate	Definition of capital items set out within capital bidding guidance note
Capital or Revenue	100,000	249,999	Minimum of 4 tenders to be returned and opened in the presence of at least 2 senior managers (one of which is normally the Group Principal)	DOF or DCEO	£100,000 - £249,999: The relevant College Principal or the DCEO	
Capital or Revenue	250,000	And over	Minimum of 4 tenders to be returned and opened in the presence of a member of the SLT (normally the Group Principal) and a Governor (normally the Chair of Governors)	DOF or DCEO	£250,000 - £1,249,999: Group Principal £1,250,000 - £2,499, 999:F,P &R £2,500,000 & above :Governing Body	Compliance with public procurement directives must be ensured. Purchasing decisions outside Governing Body/Committee meetings can be determined by Chair's action.

Terms of Reference of Committees of South Thames Colleges Group Corporation



AUDIT COMMITTEE TERMS OF REFERENCE

BACKGROUND

- 1.1 In fulfilling the requirements of its funding bodies the Corporation is required to appoint an Audit Committee.
- 1.2 The Audit Committee is a Committee of the Corporation and is not to be seen as an executive arm of the College. The role of the committee is to provide an independent view to the Corporation, on the Group's audit arrangements and systems of internal control and to provide an opinion as to whether it is operating in an economic, efficient, and cost-effective manner.
- 1.3 In advising the Corporation the Audit Committee is to make full use of the professional advice available from the financial statements, regularity and other audit and assurance providers.

AIM

- 2.1 This document sets out the terms of reference under which the members of the Audit Committee will carry out their duties.

DUTIES

Audit Committee Opinion

- 3.1 To produce an Annual Report for the Corporation and the College Accounting Officer, summarising the committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report. The report must include the Committee's view of its own effectiveness and how it has fulfilled its Terms of Reference. The report must provide the Corporation with a separate opinion on the adequacy and effectiveness of its organisation's systems of internal control and its arrangements for risk management, control, and governance processes, and securing economy, efficiency, and effectiveness (value for money).

Financial Statements and Regularity Auditors and Internal Audit Service

- 3.2 To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors, internal audit service and other assurance providers, and to advise the Corporation on the scope and objectives of their work and establish that all such assurance providers adhere to relevant professional standards. The Group will retender the external audit service regularly, ensuring that this happens at least every five years though this may not necessarily lead to a different firm of auditors being appointed.
- 3.3 To consider and advise the Corporation on the annual audit strategy and audit plans for the IAS and consider and advise the Corporation annually whether there is a need for an internal audit function and if so, its remit and level and focus of internal audit activity.
- 3.4 To review the annual planning document of the financial statements and regularity auditors and approve the planned audit approach.
- 3.5 To advise the Corporation on matters of internal control and other issues included in the management letters and reports of the financial statements and regularity auditor and management's responses to these.
- 3.6 To consider any additional services delivered by the financial statements and regularity auditors or other assurance provider and ensure appropriate independence and objectivity is maintained taking into consideration relevant UK professional and regulatory requirements.
- 3.7 To meet with the external and internal auditors without management present, at least annually.

- 3.8 To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and the Financial Statements Auditor's management letter.
- 3.9 To review, in conjunction with management, the performance of the financial statements and regularity auditors and internal audit service on an annual basis and decide, based on this review, whether a competition for price and quality of the audit service is appropriate.

Sub-contracting Reports

- 3.10 To consider and advise the Corporation on independent assurance reports on subcontracting arrangements of the Group.

Board Assurance Framework and Risk

- 3.11 To consider and advise the Corporation on an annual review of the Board Assurance Framework to provide assurance of effective internal control and to review the adequacy and robustness of risk registers.

Other reports

- 3.12 To consider and advise the Corporation on relevant reports, for example by the National Audit Office (NAO), the Education and Skills Funding Agency (ESFA), other funding bodies and where appropriate, management's response to these.

Fraud and whistleblowing

- 3.13 To oversee the policies on fraud and irregularity and whistleblowing of the College Group, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity; that investigation outcomes are reported to the Audit Committee; that the external auditors have been informed, and that appropriate follow-up action has been planned / actioned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the Chief Executive of the appropriate funding body.

Recommendation for approval of Financial Statements

- 3.14 To consider and recommend, together with the Finance, Planning and Resources Committee, the Annual Financial Statements of the College Group to the Corporation for approval.

Other investigations

- 3.15 To review or investigate any other matters referred to the Committee by the Corporation.

DELEGATED AUTHORITY

- 4.1 The Audit Committee has authority to:
 - 1 appoint co-opted members (maximum 2) as required to meet the need for specific additional experience.
 - 2 commission an investigation of any activity within its Terms of Reference and to do so has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit;
 - 3 Obtain appropriate external advice when considered necessary.
- 4.2 Additional authority to be delegated by the Corporation when so resolved.

MEMBERSHIP

- 5.1 The Audit Committee is to comprise at least three members and no more than eight. Members of the Audit Committee may not also serve on the Finance Committee of the Corporation. The Committee can appoint up to two co-opted members. The Audit Committee must include at least one person, whether a governor or a co-opted member with recent and relevant accountancy, or audit and assurance, experience.
- 5.2 The Corporation Chair, the Head of Governance, the Group Principal / CEO, and other senior management staff may not be members of the Audit Committee. The Deputy CEO, Finance and

Resources and Finance Director will attend all meetings of the committee and other senior managers may be invited to attend meetings as required.

- 5.3 Members of the Audit Committee will need to meet the independence requirements of the Corporation and to adhere to the Code of Conduct in place for governors and committee members.
- 5.3 The Audit Committee may co-opt advisers to attend meetings but must ensure that it maintains its independence when considering the appointment of members. Other members of the Corporation may, by invitation, attend Audit Committee meetings. These persons may speak and otherwise take part in the meeting on a consultative basis, but co-opted members would not normally be eligible to stand as Chair of the Committee.
- 5.4 There will be at least an annual *in camera* session with representatives from both external and internal auditors at which the Group Principal/ CEO and all staff and students will be asked to withdraw.

MEETINGS

- 6.1 The committee shall meet at least three times a year.

QUORUM

- 7.1 A quorum of the Committee shall be three members so long as there are at least two members present who are members of the Corporation.

CHAIR

- 8.1 The Committee members shall annually elect a Chair and Vice-chair at the first meeting of the academic year. No person may act as Chair unless they are also a member of the Corporation.

VOTING

- 9.1 Voting at meetings will be determined by a show of hands.
- 9.2 Co-opted members will have full voting rights.
- 9.3 The names and votes of members shall not normally be recorded in the minutes, but any member may request that his or her vote or abstention be recorded.
- 9.4 In the case of an equality of votes, the Chair of the meeting will have a second or casting vote.

CLERK

- 10.1 The Head of Governance shall act as Clerk to the Committee.

REPORTING RESPONSIBILITIES

- 11.1 The Chair of the Committee shall report formally to the Corporation on the proceedings of the Audit Committee after each meeting on all matters within its duties and responsibilities.
- 11.2 The Audit Committee shall make whatever recommendations it deems appropriate to the Corporation on any area within its remit where action or improvement is needed.
- 11.3 The Audit Committee shall draw any significant recommendations and matters of concern to the attention of the Corporation.

Reviewed November 2022
Next Review November 2023

Terms of Reference, Membership and Delegated Authority Finance Planning and Resources Committee

Financial Responsibilities

1. To advise the Corporation on financial matters.
2. To recommend to the Corporation for approval:
 - Financial Budget for the Year
 - Financial Forecasts
 - Mid-year revisions to Budget for the Year
 - Medium and long-term Financial Strategies
 - Student tuition fee and charges policy
3. The Finance Committee in the first instance to review the financial information and commentary in the year-end accounts, and once reviewed, to inform the Audit Committee of the outcomes of their review and recommend, together with the Audit Committee, the Annual Financial Statements of the College Group to the Corporation for approval.
4. To consider the content, format and quality of management accounts.
5. To review arrangements for:
 - ensuring the effective and efficient use of resources,
 - securing value for money,
 - maintaining solvency,
 - the safeguarding of assets.
6. To determine investment and borrowing policies.
7. To monitor, review and advise the Corporation on the consequences of the operations of subsidiary and connected bodies.
8. To receive reports on student enrolments and achievement against funding targets.
9. To monitor and report to the Corporation on the performance of the London Pension Fund Authority and to make appropriate recommendations.
10. To review relevant benchmarking data and set appropriate related performance targets.

Human Resources Responsibilities

11. To consider and advise the Corporation on strategic HR matters, including recruitment, retention, and staff development.
12. To recommend to the Corporation, a framework for the pay and conditions of service of all staff other than the holders of senior posts and the Head of Governance.
13. To ensure that appropriate HR policies are adopted and published.
14. To consider and advise the Corporation on restructuring proposals.
15. Obtaining external expert HR advice when considered necessary

Estate Responsibilities – either directly or through the Estates Sub-Committee

16. To consider and recommend to the Corporation a medium and a long-term strategy for the College estate.
17. To consider and advise the Corporation on the acquisition, maintenance and disposal of the College estate.
18. To monitor and report to the Corporation on major capital projects.
19. Obtaining external expert property related advice when considered necessary.
20. The Committee has set up an Estates Sub-Committee to oversee the estate-related responsibilities of this committee. The members of the Estates Sub-Committee are all members of the Finance, Planning and Resources Committee. It only meets separately when there are a significant number of Estates matters to be considered requiring a separate meeting. The Estates Sub-Committee reports either to the next Corporation or Finance, Planning and Resources Committee, whichever meets first.

Board Assurance & Risk

21. To provide a termly opinion to the Audit Committee on risk areas and assurance levels allocated to the committee.

General

22. Obtaining external expert advice when considered necessary.

Delegated Authority

The approving of contractual arrangements for banking and insurance.

The determination, through the Panel established for that purpose, of appeals relating to applications for voluntary severance and redundancy.

To commission an investigation of any activity within its Terms of Reference and in order to do so has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.

Obtaining appropriate external advice when considered necessary.

Additional authority to be delegated by the Corporation when so resolved.

Proposed Membership

The Committee to consist of 7 nominated members, of whom one will be the Group Principal / CEO. Other senior management staff may not be members of the Committee but the Deputy CEOs and Finance Director will attend all meetings of the committee and other senior managers may be invited to attend meetings as required.

Quorum

A quorum of the Committee shall be three members.

Clerk

The Head of Governance shall act as Clerk to the Committee.

Chair

The Committee members shall annually elect a Chair and Vice-chair at the first meeting of the academic year.

Reporting Responsibilities

The Chair of the Committee shall report formally to the next Corporation meeting on the proceedings of the Committee on all matters within its duties and responsibilities.

The Committee shall provide a termly opinion to the Audit Committee on risk areas and assurance levels allocated to the committee.

Reviewed September 2022

Next review September 2023

TERMS OF REFERENCE, MEMBERSHIP AND DELEGATED AUTHORITY ESTATES SUB-COMMITTEE OF FINANCE, PLANNING AND RESOURCES COMMITTEE

The Estates Sub-committee is a Sub-Committee of the Finance, Planning and Resources Committee.

It is responsible for developing a long term estates strategy, space planning and evaluation of proposals for the acquisition and disposal and redevelopment of the College's property.

Responsibilities of the Estates Sub-Committee

To monitor, on behalf of the Finance, Planning and Resources Committee, the implementation of the College estate strategy approved by the Corporation, including cost saving targets.

To consider and advise the Finance, Planning and Resources Committee or Corporation on specific proposals relating to the acquisition, redevelopment and disposal of the Group estate.

To monitor and report to the Finance, Planning and Resources Committee on major capital projects.

To obtain external expert property related advice when considered necessary.

Delegated Authority

Obtaining appropriate external advice when considered necessary.

Additional authority to be delegated by the Corporation when so resolved.

Proposed Membership

The Sub-committee to consist of 5 nominated members of the Finance, Planning and Resources Committee, of whom one will be the Group Principal / CEO. Other senior management staff may not be members of the Sub-committee but the Deputy CEO and Finance Director will attend all meetings of the Sub-committee and other senior managers may be invited to attend meetings as required.

Quorum

A quorum of the Sub-committee shall be three members.

Clerk

The Head of Governance shall act as Clerk to the Committee.

Chair

The Sub-committee members shall annually elect a Chair and Vice-chair at the first meeting of the academic year.

Reporting Responsibilities

The Chair of the Sub-committee shall report formally to the next Corporation or Finance, Planning and Resources Committee, whichever meets first, on the proceedings of the Sub-committee after each meeting on all matters within its duties and responsibilities.

Terms of Reference, Membership and Delegated Authority Safeguarding, Wellbeing and Equalities Committee

1. BACKGROUND

- 1.1 The Corporation has decided to extend the remit of the Health and Safety and Safeguarding Committee and re-name this the Safeguarding, Wellbeing and Equalities Committee.
- 1.2 The Committee is not to be seen as an executive arm of the College. It is to provide an independent view to the Corporation, that the College has sufficient arrangements to ensure as a minimum each campus is complying effectively with applicable Equality, Diversity and Inclusion legislation including Health and Safety, Safeguarding and Wellbeing of staff, students and visitors.

2. AIM

- 2.1 This document sets out the terms of reference under which the members of the Safeguarding, Wellbeing and Equalities Committee will carry out their duties.

3. DUTIES

- 3.1 To monitor and assess the effectiveness of the college's arrangements and consider a risk and assurance rating under the Board Assurance and Risk Management Framework for the following areas of responsibility.
- 3.2 To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit reports or other relevant reports or assessments relating to the following areas and where appropriate, management's response to these.
- 3.3 To oversee the College's policies on Health and Safety and Safeguarding.

Areas of responsibility

Equality, Diversity and Inclusion

- Oversight of delivery of the College Equality, Diversity and Inclusion Strategy and associated action plan
- Compliance with the Equality Act and Public Sector Equality Duty
- Equality Diversity and Inclusion matters impacting on the staff and/or student experience

People (Staff and Students) and Wellbeing

- Oversight of delivery of the Wellbeing Strategic Plan targets and associated actions plans
- Other matters affecting the wellbeing of staff and students

Health, Safety, Safeguarding

- Health, Safety and Safeguarding of staff, students and visitors
- Compliance with Health and Safety legislation, regulatory requirements and best practice standards

- Compliance with Safeguarding legislation, regulatory requirements and best practice standards
- Any emerging Health and Safety matters
- Any emerging Safeguarding matters

4. DELEGATED AUTHORITY

The Committee has authority to:

- 4.1 appoint co-opted members (maximum 2) as required to meet the need for specific additional experience.
- 4.2 commission an investigation of any activity within its Terms of Reference and in order to do so has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.
- 4.3 obtain external professional advice.

5. MEMBERSHIP

- 5.1 The Committee is to comprise at least three members and no more than eight. One of the governor members will be the designated safeguarding governor. In addition, the Committee can appoint up to two external co-opted members.
- 5.2 Senior management staff may not be members of the Committee but the Group Leadership lead for the committee will attend meetings and other managers will be invited to attend as required.

6. FREQUENCY OF MEETINGS

- 6.1 The Committee will usually meet once a term.

7. QUORUM

- 7.1 A quorum of the Committee shall be three members.

8. CHAIR

- 8.1 The Committee members shall annually elect a Chair and Vice-chair at the first meeting of the academic year.

9. VOTING

- 9.1 Voting at meetings will be determined by a show of hands.
- 9.2 Co-opted members will have full voting rights.
- 9.3 The names and votes of members shall not normally be recorded in the minutes, but any member may request that his or her vote or abstention be recorded.
- 9.4 In the case of an equality of votes, the Chair of the meeting will have a casting vote.

10. CLERK

- 10.1 The Head of Governance shall act as Clerk to the Committee.

11. REPORTING RESPONSIBILITIES

- 11.1 The Chair of the Committee shall report formally to the Corporation on the proceedings of the Committee after each meeting on all matters within its duties and responsibilities.
- 11.2 The Committee shall provide a termly opinion to the Audit Committee on risk areas and assurance levels allocated to the committee.

Reviewed: November 2022
Next review November 2023

**Terms of Reference, Membership and Delegated Authority
Quality, Learning and Standards Committee**

The Committee will oversee, on behalf of the Corporation the processes of ensuring quality, curriculum planning and equality issues, ensuring that the college's activities in these areas conform to the educational character and mission of the College, as agreed by the Corporation.

Curriculum and Quality Responsibilities

1. To review the College experience of students at all stages of the learner journey, from pre-entry to exit.
2. To review, monitor and recommend the College Quality Improvement Action Plan for approval by the Corporation.
3. To monitor teaching & learning, enrolments, retention, achievement, success rates and destinations annually, benchmarking results against national averages where these are available.
4. To validate and recommend the College's Self-Assessment report to the Corporation.
5. To scrutinise performance against improvement targets, assessing progress against the College's Quality Improvement Plan.
6. To monitor curriculum development and innovation within the College.
7. To monitor the implementation of the Digital Transformation Strategy
8. To review, monitor and approve the College's Local Engagement Strategy.
9. To review and monitor the College's engagement with employers
10. To review, monitor and recommend the College's Learning Systems and Resources Strategy to the Corporation.
11. To review and monitor the College's Single Equality Scheme and action plan.
12. In accordance with government guidance in relation to Covid-19, to review and monitor the College Re-Opening Strategy and consider any required adjustments and/or circumstances that may have arisen in relation to but not limited to:
 - Enrolment/learner numbers
 - Vulnerable learners & SEND learners
 - Online provision

Board Assurance & Risk

1. To provide a termly opinion to the Audit Committee on risk areas and assurance levels allocated to the committee.

Proposed Delegated Authority

Authority to be delegated by the Governing Body when resolved to be required.

Proposed Membership

The Committee to consist of 9 nominated members, of whom one will be the Group Principal / CEO. Other senior management staff may not be members of the Committee but Members of the Group Leadership Team responsible for delivery of the key areas of responsibility as detailed in this document will attend all meetings of the committee and other senior managers may be invited to attend meetings as required.

Frequency of Meetings

The committee shall meet as required with at least one meeting per term.

Chair

The Committee members shall annually elect a Chair and Vice-chair at the first meeting of the academic year.

Procedural Rules

The procedural rules will be those which govern the proceedings of the Corporation.

Quorum

A quorum of the Committee shall be three members.

Clerk

The Head of Governance shall act as Clerk to the Committee.

Reporting Responsibilities

The Chair of the Committee shall report formally to the Corporation on the proceedings of the Committee after each meeting on all matters within its duties and responsibilities.

The Committee shall provide a termly opinion to the Audit Committee on risk areas and assurance levels allocated to the committee.

Revised October 2022
Next review October 2023

Terms of Reference, Membership and Delegated Authority Higher Education Committee

The Committee will have oversight for Higher Education across the Group on behalf of the Corporation.

Higher Education Responsibilities

To monitor compliance against the Office for Students 23 conditions of registration (with the exception of D1 and G3) using the compliance spreadsheet from the Higher Education Academic Board (HEAB).

To review and monitor progress against the Access and Participation Plan.

To monitor progress against the HE Strategy aims.

To agree and inform the Office for Students of any reportable events.

To monitor compliance of University Partner Agreements.

Proposed Membership

The Committee to consist of 7 members, of whom one will be the Group Principal / CEO. Other senior management staff may not be members of the Committee but Members of the Group Leadership Team responsible for delivery of the key areas of responsibility as detailed in this document will attend all meetings of the committee and other senior managers may be invited to attend meetings as required.

Chair

The Committee members shall annually elect a Chair and Vice-chair at the first meeting of the academic year.

Procedural Rules

The procedural rules will be those which govern the proceedings of the Corporation.

Quorum

A quorum of the Committee shall be three members.

Clerk

The Head of Governance shall act as Clerk to the Committee.

Meetings

The committee shall meet as required with at least two meetings per annum.

Reporting Responsibilities

The Higher Education Academic Board (HEAB) which is chaired by the Head of Higher Education will report to the Higher Education Committee.

The Chair of the Higher Education Committee shall report formally to the Corporation on the proceedings of the Committee after each meeting on all matters within its duties and responsibilities.

The Committee shall provide a termly opinion to the Audit Committee on risk areas and assurance levels allocated to the committee.

Delegated authority

The Higher Education Committee has authority to:

- 1 appoint co-opted members (maximum 2) as required to meet the need for specific additional experience;
- 2 appoint a student member
- 3 commission an investigation of any activity within its Terms of Reference and in order to do so has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit;
- 4 Obtain appropriate external advice when considered necessary.

Additional authority to be delegated by the Corporation when so resolved.

Revised November 2022
Next review November 2023

TERMS OF REFERENCE REMUNERATION COMMITTEE

1. MEMBERSHIP

The Committee shall comprise a minimum of 3 Corporation Members. The Group Principal / CEO, staff and student members are ineligible for membership. The Chair of the Corporation is a member of the Committee. The membership is subject to the approval by the Corporation.

2. TERM OF APPOINTMENT

The members will serve on the Committee for the same period as their terms of office.

3. CHAIR

The Chair of the Committee shall be appointed by the Corporation. A Vice-Chair of the Committee will be agreed annually at the first meeting of the Committee. The Chair of the Corporation is ineligible to be appointed as Chair of the Remuneration Committee.

4. DUTIES

The Committee shall consider and advise the Corporation on the remuneration, appraisal, and other terms and conditions of Senior Postholders including the Head of Governance. In carrying out its duties the committee shall:

- 1) ensure that arrangements are in place for setting and reviewing objectives and performance targets for the Group Principal / CEO, Senior Postholders and Head of Governance at the commencement of each period of remuneration, and determine the extent to which they have been achieved at the end of the period;
- 2) ensure that appropriate appraisal mechanisms are in place and have regard to annual appraisals;
- 3) review the pay of Senior Postholders and the Head of Governance annually and regularly evaluate the specific remuneration packages of the Group Principal / CEO and other Senior Postholders against:
 - performance compared with pre-established criteria
 - an appropriate peer group
- 4) ensure that Senior Postholders are fairly rewarded for their individual contributions to the College's overall performance by considering the following component elements: -
 - basic salary
 - benefits in kind
 - annual bonus/performance related elements
 - pension provisions
 - the main terms and conditions in each senior postholder's service agreement, with particular reference to the notice provisions;
- 5) demonstrate to the public that the pay of Senior Postholders is recommended by a committee which has no personal interest in the outcome of its decisions and which gives due regard to the interest of the public and financial health of the College;
- 6) advise the Corporation on any compensation (including the augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the Group Principal / CEO or any other Senior Postholder with the broad aim of:

- avoiding rewarding poor performance; and
 - dealing fairly with cases where early termination is not due to poor performance;
- 7) make such enquiries as it thinks fit and have regard, inter alia, to the Instruments and Articles of Government and such other relevant guidance as is available from time to time;
 - 8) review on a continuing basis the Corporation's policy in relation to the remuneration of the Group Principal / CEO and other Senior Postholders and the Head of Governance and shall make such policy publicly available.
 - 9) review and publish an Annual Remuneration report in compliance with The Colleges Senior Staff Remuneration Code.

5. ATTENDANCE AT MEETINGS

- 5.1 The Group Principal / CEO may be invited to attend meetings of the Committee save where his/her remuneration package is being considered. The Committee may invite other Senior Postholders to attend meetings when necessary.
- 5.2 The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meetings).
- 5.3 Other Corporation Members shall also have a right of attendance save that the Committee may exclude staff and student members and any other Corporation Members who are employees of the College.

6. EXTERNAL ADVICE

The Committee may seek the services of such external advisors as they feel necessary to fulfil their responsibilities.

7. QUORUM

The quorum for meetings of the Committee shall be two Members.

8. FREQUENCY OF MEETINGS

The Remuneration Committee is to meet as directed by the Corporation or by the Committee Chair.

9. RECORDS OF MEETINGS

The Committee shall make arrangements for every meeting to be minuted, including a record of decisions.

10. PROCEDURAL RULES

The procedural rules of the Committee will be those which govern the proceedings of the Corporation and its Committees.

11. REPORTING PROCEDURES

The minutes of the meeting shall be circulated to Corporation Members except for staff and student members. The minutes shall set out all recommendations put forward by the Committee for consideration and approval by the Corporation.

12. AUTHORITY

The Committee is authorised by the Corporation to investigate any activity within its Terms of Reference, as set out in paragraph 4 of this document. It is authorised to seek any information it requires from any employees of the College and all employees of the College are directed to co-operate with any requests made by the Committee.

Terms of Reference, Membership and Delegated Authority Search and Governance Committee

Duties

1. To advise the Corporation on the appointment or re-appointment of members of the Corporation (other than the Principal, staff members and student members);
2. To determine selection criteria and procedure to ensure that candidates of appropriate merit are attracted and that due consideration is given to achieving a balance of skills, interests, gender, ethnicity, age and experience amongst the membership;
3. To be responsible for determining the process for, and for nominating candidates for positions on the Corporation;
4. To make recommendations on the induction, training and professional development for governors and the Head of Governance; and
5. To consider and report to the Corporation on matters affecting the determination of the Corporation and the membership of its committees.

5

6. To oversee the Corporation duty to undertake a review at least every 3 years (or when a new LSIP is published) of how well the college education or training meets local needs, in collaboration with other governing bodies serving the local area.
7. To review from time to time the Corporation's Code of Conduct and to ensure that arrangements exist for identifying potential conflicts of interest between Governors' business or private concerns and their responsibilities as a Corporation member.
8. To recommend ways in which the Corporation can enhance its efficiency and effectiveness.
9. To consider the performance of the Corporation's Committees during the preceding academic year, making recommendations to the Corporation as to the content of the Governance element of the College's annual Self-Assessment Report.
10. To be responsible for monitoring and advising the Corporation on its compliance with all Corporate Governance Codes adopted by the Corporation and governance duties and responsibilities required by law or by Regulatory Bodies including oversight of the duty, at intervals of no more than three years, to commission an external review of governance by using a suitable external facilitator with the skills and experience to evaluate the board's performance.

Meetings

The committee shall meet as required with at least one meeting per annum.

Board Assurance & Risk

To provide an annual opinion to the Audit Committee on any risk areas and assurance levels allocated to the committee.

Authority

The Search and Governance Committee makes recommendations to the Corporation, which

alone has the power to approve the appointment of a new Governor.

Proposed Membership

The Committee to consist of up to 5 nominated members to include the Chair of the Corporation, Group Principal / CEO and up to 3 other Corporation members.

In addition, the Committee may invite other persons to attend meetings in order to provide advice and evidence to assist the process of search and or to verify that the process is independent and free from any form of patronage. In addition, where necessary to enable the appointment process to take place either Vice Chair of the Corporation may be called upon to serve on an appointment panel.

External Advice

The Committee may seek the services of such external advisers as they consider necessary to fulfil their responsibilities.

Chair

The Committee members shall annually elect a Chair and Vice-chair at the first meeting of the academic year.

Procedural Rules

The procedural rules will be those, which govern the proceedings of the Corporation.

Quorum

A quorum of the Committee shall be three members.

Clerk

The Head of Governance shall act as Clerk to the Committee.

Reporting Responsibilities

The Chair of the Committee shall report formally to the Corporation on the proceedings of the Committee after each meeting on all matters within its duties and responsibilities.

The Committee shall provide an opinion to the Audit Committee on any risk areas and assurance levels allocated to the committee.

Reviewed October 2022
Next review October 2023

SOUTH THAMES COLLEGES GROUP CORPORATION TERMS OF REFERENCE SPECIAL COMMITTEE

MEMBERSHIP

- The Committee shall comprise up to five members of the Corporation.
- The Chair of the Corporation, one of the Vice-Chairs of the Corporation, the Principal, staff members and student members may not sit on the Committee. In addition, no person may sit on the Committee who has any interest in its findings or who has been involved in any way in an investigation or other disciplinary action leading up to the reference of the particular matter to the Committee unless it is reasonably impracticable to avoid. No person may sit on the Committee unless they are a member of the Corporation.
- The Chair of the Committee will be selected by the Committee.
- The quorum for meetings of the Committee shall be three.
- The Committee shall convene a meeting as soon as practicable after a reference to it.
- The Head of Governance shall act as Clerk to the Committee unless he/she is the subject of any matter to be considered by the Committee. In these circumstances an independent Clerk will be appointed.

TERMS OF REFERENCE

- To examine the case for the dismissal of a senior postholder referred to the Committee by the Chair of the Corporation, the Vice Chair of the Corporation, or a majority of the members of the Corporation.
- To give the person whose dismissal is to be considered the right to make representations. The representations, which may be made in writing, may also be made orally, for which purpose the person whose dismissal is to be considered may be accompanied and represented by a friend.

ATTENDANCE AT MEETINGS

- The Group Principal / CEO and / or Human Resources Director may be invited to attend meetings of the Committee save where he/she is the subject of any matter to be considered by the Committee. The Committee may invite other Senior Postholders to attend meetings when necessary.
- The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meetings).

EXTERNAL ADVICE

- The Committee may seek the services of such external advisors as they feel necessary to fulfil their responsibilities

RECORDS OF MEETINGS

- The Committee shall make arrangements for every meeting to be minuted, including a record of decisions.

PROCEDURAL RULES

- The procedural rules of the Committee will be those which govern the proceedings of the Corporation and its Committees.

REPORTING PROCEDURES

- The minutes of the meeting shall be circulated to Corporation Members except for staff and student members and senior postholders. The minutes shall set out all recommendations put forward by the Committee for consideration and approval by the Corporation.

AUTHORITY

- The Committee is authorised by the Corporation to investigate any activity within its Terms of Reference, as set out in paragraph 2 of this document. It is authorised to seek any information it requires from any employees of the College and all employees of the College are directed to co-operate with any requests made by the Committee.

Points to Note

- When examining the case for dismissal, the Committee should consider whether the dismissal would be fair and reasonable in the circumstances, which may include (but is not limited to) reviewing the following:
 - any relevant documents and representations;
 - the terms and conditions of the senior postholder's employment;
 - any applicable disciplinary procedures;
 - any relevant ACAS guidance;
 - relevant legislation including unfair dismissal legislation, discrimination legislation and the Human Rights Act 1998.
- The Committee should prepare a written report containing its recommendations regarding the case for the dismissal of a senior postholder for consideration by the Corporation, a copy of which shall be sent to the person to whom it relates.

Reviewed October 2017

Approved by Corporation 7 November 2017

**TERMS OF REFERENCE FOR SELECTION PANEL FOR THE RECRUITMENT OF A GROUP
PRINCIPAL / CEO AND SENIOR POSTHOLDERS**

Constitution

- 1 The voting membership of the Selection Panel for the appointment of a Group Principal / CEO shall be the Chair of the Corporation (ex officio), Vice Chair(s) of the Corporation (ex officio), and at least two other members of the Corporation together with an external Independent Person.
- 2 The voting membership of the Selection Panel for the appointment of a senior Postholder (other than the Group Principal/ CE)) shall be the Chair of the Corporation (ex officio), Vice Chair(s) of the Corporation (ex officio) the Group Principal/ CEO, an external Independent Person who may be joined by up to 2 other members of the Corporation.
- 3 The Selection Panel has the authority to invite external representatives, College staff or other governors to attend meetings. Such individuals will have no voting rights.
- 4 The Chair of the Corporation will be the Chair of the Selection Panel. Should the Chair not be available for a meeting, the Selection Panel are to elect another current Governor present as the Chair.
- 5 The Selection Panel shall be quorate when at least five members are in attendance for the appointment of a Group Principal / CEO and three for the appointment of other senior Postholders.
- 6 The Selection Panel shall meet as frequently as required during the recruitment of a Group Principal / CEO and senior Postholder.
- 7 Decisions to be made at meetings of the Selection Panel shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair of the Selection Panel shall have a second or casting vote.
- 8 The Selection Panel is to be an Advisory Panel to the Corporation for the duration of the SPH recruitment and selection process. The Selection Panel will make the final recommendation for appointment to the Corporation.

Terms of Reference

1. To review and to make recommendations to the Corporation on the possible use of a recruitment agency to assist in the recruitment of a Group Principal / CEO or Senior Postholder.
2. To make the final recommendation to the Corporation for the appointment of a Group Principal/ C E O and/or senior Postholder. Before making such a recommendation, the Selection Panel will give consideration to:
 - Ensure that all members of the Selection Panel are able to give adequate time to the selection process including selection meetings and the assessment process itself which will take one or two full days;
 - Consider carefully the involvement of College staff in the assessment process ensuring that staff are not involved in the selection of the candidate itself;
 - Ensuring that the appropriate Committee of the Corporation and the Corporation has agreed the financial package to be offered;

- Ensuring that the terms and conditions for the appointment have been approved;
- Ensuring that the job description and person specification for the appointment have been agreed;
- Drawing up a timetable for the selection process including initial screening, gathering of references and a shortlisting meeting;
- Ensuring that the post is advertised nationally;
- Agreeing on the variety of assessment activities to be used for chosen shortlisted candidates;
- Ensuring that all candidates are given an equivalent experience – with the same assessment activities and with the same assessors;
- Ensuring that the process complies with all responsibilities under Safeguarding, Equality and Diversity, Race Equality and other relevant legislation. The College aims to secure equality of opportunity in all its activities, and in this respect would expect the Selection Panel to adhere to this positively;
- Ensuring that the process follows the guidance on Principal and SPH recruitment from the most up to date version of the DfE FE and sixth-form college corporations: governance guide (see Appendix)
- Pre-agreeing the questions to be asked and the people who will ask the questions
- Ensuring that assessors keep notes in a fair and legible form, preferably against published criteria and on assessment sheets;
- Ensuring that adequate arrangements are in place to provide feedback to the unsuccessful candidates.
- Working in partnership with any recruitment agency appointed by the Corporation

Reporting Procedures

1. The Head of Governance shall act as Clerk to the Selection Panel and shall circulate minutes of the meetings of the Panel to all Panel members.
2. At each meeting the minutes of the last meeting shall be taken as an agenda item, and if agreed to be accurate, signed as a true record.
3. The Selection Panel shall provide a report of its work to the Corporation at each meeting of the Corporation, and a recommendation for appointment will be put forward to the Corporation.

Delegated Authority

1. The Selection Panel has no delegated power.
2. All decisions of the Panel are recommendations to Corporation and are not to be actioned until authorised by Corporation

Disclosure Of Interest

Should a Panel Member become aware of any close relationship with any of the candidates, the Panel Member is to advise the Chair in writing of the nature of the interest and excuse themselves from the Panel and the Recruitment process.

*Approved by the Corporation 25 March 2021
Reviewed January 2023 by the Search and Governance Committee
Approved by the Corporation 28 March 2023*

APPENDIX

Extract from DfE FE and sixth-form college corporations: governance guide November 2022 update

APPENDIX

Extract from DfE FE and sixth-form college corporations: governance guide November 2022 update

Principal and senior post-holder recruitment

Your board is responsible for the appointment of the principal, director of finance and other senior post-holders, in accordance with your corporation's instrument and articles. This includes ensuring compliance with employment and equality law when recruiting.

It is good practice to develop and regularly update succession plans before a vacancy arises, anticipating business requirements and taking into account the need to improve diversity. Senior posts should always be advertised externally to ensure a fair, open and transparent process.

When preparing to recruit, your board should:

- seek advice and support from your governance professional, and other specialists such as HR experts
- reflect on the strategic opportunities and challenges facing your college and the skills, knowledge and experience required to address these, for example leadership, financial and estate management, education performance and stakeholder management
- consider benchmarking against recruitment practice in similar institutions, including diversity practice
- consider how best to reach a diverse range of candidates (including cognitive diversity) with the right skills mix, for example whether you would benefit from using a recruitment agency
- put in place arrangements to collect and monitor diversity data at each stage of recruitment – application, shortlist and appointment – to inform fairness and equity in practice
- in the case of Catholic sixth-form college corporations, refer to the requirements in the Bishops' [‘Memorandum on appointment of teachers to Catholic schools’](#)
- ensure the language and requirements in the job description encourage applications from all individuals, except where discrimination is allowed under equality law as a genuine occupational requirement
-

Example: an occupational requirement would be where a principal's religion is central to their job.

When recruiting, it is recommended that your board should:

- ensure that processes are accessible to disabled candidates
- create a diverse interview panel, comprising a majority of governors, to reduce the risk of unconscious bias and ensure a well-rounded view of a candidate
- ensure that panellists are appropriately trained
- consider the participation of an external, independent person on the interview panel, to bring objectivity and a different perspective. It is for the board to judge the suitability and independence of that person. Qualities you might look for include senior strategic experience, diversity awareness and interviewing skills. Where it might be helpful, the FE Commissioner's team may be able to provide an independent panellist – you can email them at fe.commissioner@education.gov.uk
- consider assessment methods, in addition to the interview, that will test candidates' qualities in a fair and appropriate way, such as a presentation, group exercise or scenario-based planning task
- consider involving staff or students in aspects of the process

When appointing:

- remember that it is for the board to decide on senior appointments, informed by the recommendations of the panel once the selection process has concluded
- your board should ensure that thorough and robust due diligence checks of the preferred candidate are carried out

In addition to observing requirements regarding [safeguarding](#), the [disqualification of senior managers](#) under charity law and 'fit and proper persons' under tax law, your board should consider the full range of available evidence of a candidate's track record and verify the information presented by the individual. Relevant checks might include, but are not necessarily limited to:

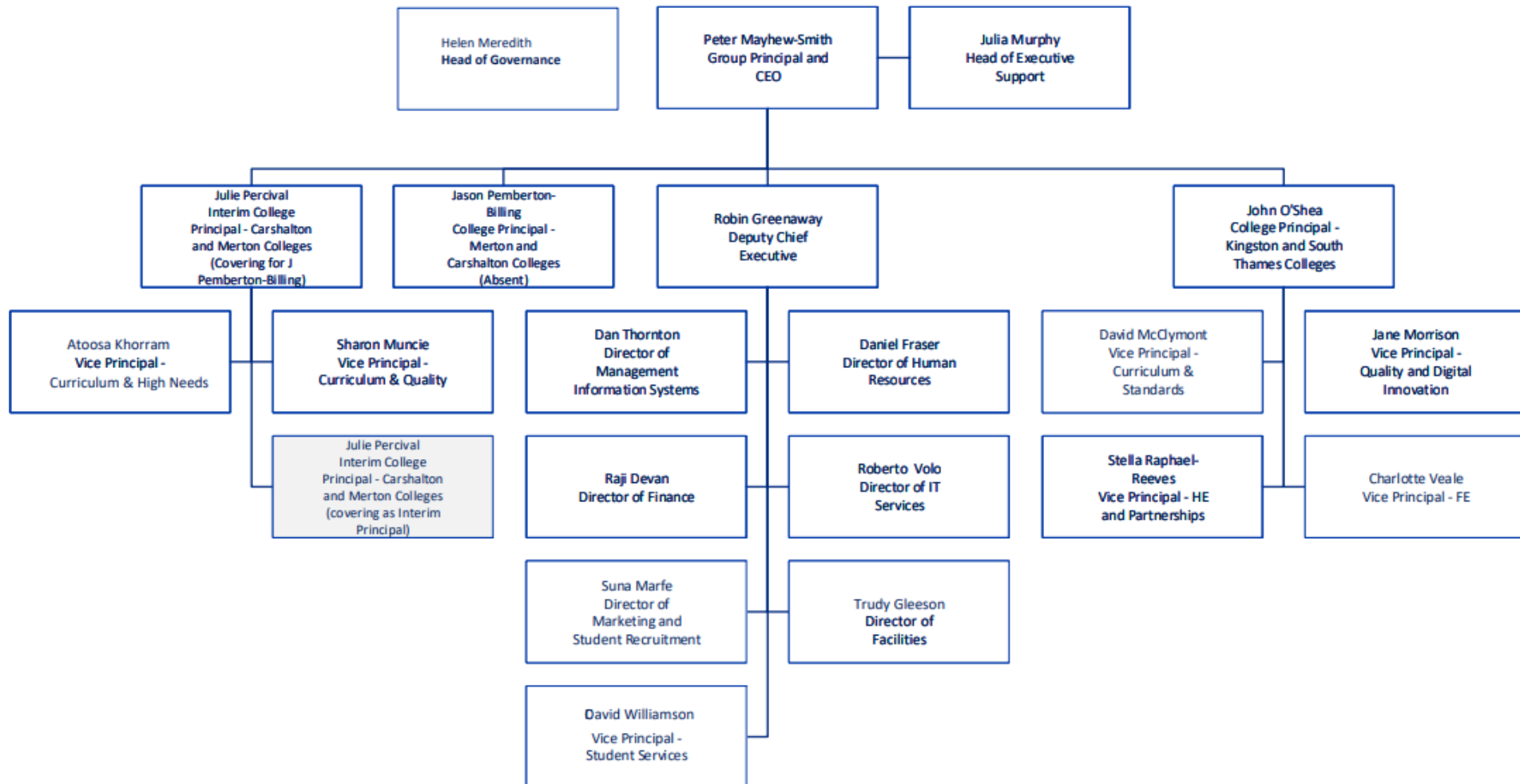
- Ofsted and FE Commissioner reports on other institutions that a candidate may have led
- financial management records for other organisations where a candidate has held a leadership role
- records held by professional membership organisations, such as [Find A Chartered Accountant](#), [Find an ACCA member](#), [CIMA - Find a CIMA Accountant](#)
- [Companies House records](#), company websites and accounts
- if your college is registered with OfS, you should also refer to the 'fit and proper persons' guidance in OfS' [regulatory framework](#) (Annex B: Public interest governance principles)

When the new employee joins:

- a well-planned induction is a vital foundation for the individual's performance and success
- a personal development plan should be established at an early stage to support the individual's professional growth, engagement and retention

Find out more about [principal and senior post-holder recruitment](#) and development.

Group Leadership Team (GLT) Organisation Chart



SOUTH THAMES COLLEGES GROUP

Governors' Handbook

Section 3 – Roles & Responsibilities

SOUTH THAMES COLLEGES GROUP CORPORATION

Role description and person specification for governors

South Thames Colleges Group values its governors' breadth of experience and skills and recognises the contribution that governors make to the success of the College. It also wants its governors to feel that the role they do is rewarding and satisfying. The following role description and person specification have been developed to help ensure that potential governors have a better understanding of the role of governors and the type of person who may be suitable. The role of a governor is voluntary and unpaid, although external training and related travel will be paid for.

a) Duties of a Governor

The duties of the Corporation are specified in the Instrument and Articles of Government. Collectively, individual governors contribute their professional, specialist and general management skills to the Corporation (and through its committees) in a non-executive role.

A governor is required to be as flexible as possible in the conduct of their responsibilities and duties, ensuring that the balance of oversight of the College and its business is seen as a positive contribution that does not interfere with the day-to-day management of the College. The primary responsibilities of governors are to play an active role in the high level strategic planning process of the College by contributing to:

Setting the mission and strategic direction of the College;

- The monitoring of the quality of the experience provided for learners and their outcomes;
- The monitoring of financial management and health, including value for money;
- The setting of procedures to ensure the accountability of the chief executive and senior post holders, or equivalent;
- The setting of procedures for governors and supervisory bodies to assess and monitor risk;
- Ensuring that legislative requirements are fulfilled, such as those for disability, safeguarding, and health and safety.

b) Governors' person specification

In seeking to fill any vacancy, the Corporation endeavours to maintain a balance of skills and experience amongst its membership. Good governance also requires governors to exhibit qualities and behaviours which enable them to work effectively with each other and with the South Thames Colleges Group. As Governors, at appointment you will already have been assessed against either the criteria below or an equivalent list.

	Details
Commitment to Further Education	Able to demonstrate a commitment to lifelong learning and knowledge of the role of South Thames Colleges Group in providing Further Education in Wandsworth / Sutton / Merton / Kingston.
Quality improvement	Able to demonstrate a commitment to quality improvement and ability to analyse and monitor performance data
Commitment to governance	Ability to demonstrate a full understanding and appreciation of the principles of governance, including the seven principles of public life*
Interpersonal and team work	Able to work positively with others and debate whilst maintaining a constructive atmosphere.
Communication	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 Group.
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 assess their long-term impact on the strategic direction of the college.
Ability and willingness to learn	Able to absorb sometimes complex information and rationalise appropriately. Able to think laterally and arrive at pragmatic solutions. Willingness to listen and learn and committed to continuous improvement
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	Potential governors should be able to offer <i>some</i> of the following attributes: <ul style="list-style-type: none">• a keen interest in and knowledge of the further education sector• an understanding of the national context in which further education operates and knowledge of the FE sector in the local area• a knowledge of other aspects of education and training provision• experience of working in commerce, industry or public service at board or senior management level• specialist expertise such as business planning, human resources management, estates management, finance , law or safeguarding
Circumstances	Available to attend scheduled meetings of the Corporation and Committees; the time required to attend meetings is reasonably demanding. The time commitment for each governor amounts to approximately 7- 10 days per year
Equal opportunities and legislative requirements	Committed to ensuring that legislative requirements are fulfilled, such as equal opportunities, disability, safeguarding, and health and safety.
Eligibility	<p>A person is not eligible to be a governor of an FE college if they have been declared bankrupt within the last 3 years or served a sentence for a conviction within the last 5 years or been removed from office as a member of a FE corporation within the last 10 years.</p> <p>All governors are required to agree to an enhanced Disclosure and Barring Service (DBS) check on appointment and on re-appointment.</p>

* See Appendix

c) Term of office

Appointment is for 4 years initially. .

APPENDIX

The Seven Principles of Public Life

Public concern about the financial probity of members of parliament and other holders of public office led to the setting up in 1994 of the Committee on Standards in Public Life (chaired by Lord Nolan and later Lord Neill). The Committee drew up seven principles of public life as a yardstick against which public service may be measured:

(a) **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.

(b) **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

(c) **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

(d) **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

(e) **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

(f) **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

(g) **Leadership**

Holders of public office should promote and support these principles by leadership and example.

10 POINT GUIDE FOR GOVERNORS

1	<u>Governors should:</u> observe and comply with the College's Code of Conduct for Governors (the Code) which sets out in more detail the principles touched upon here: the responsibilities and standards of conduct expected of members of the Governing Body;
2	remember that it is their role to determine the strategic policy and the overall direction of the College, to oversee its activities and to monitor the performance of the Principal and other senior postholders. They are accountable for the solvency of the College and for the proper use of public funds. The Principal is responsible for implementing the Governing Body's decisions, for managing the College's affairs within the budget and frameworks fixed by the Governing body and for the day to day running of the College;
3	observe the provisions in the College's Instrument and Articles of Government (and in particular discharge the responsibilities given to them by the Articles), comply with the Governing Body's standing orders and ensure that the Governing Body acts within the powers conferred on it by the Further and Higher Education Act 1992;
4	show the highest loyalty to the College and act in its best interests at all times. This means that: <ul style="list-style-type: none"> • Governing Body decisions must always be taken for the benefit of the College, its students, staff and other users and with a view to safeguarding public funds; • Governors must not be bound by any mandates given to them by other bodies; and • Governors must avoid putting themselves in a position where there is an actual, potential or perceived conflict between their personal interests (including those of their family) and those of College. Governors must declare any relevant interest in accordance with the provisions in the Instrument and the Code.
5	observe the duties set out in the College's financial memorandum with the SFA and ensure the proper use of income derived from other sources;
6	conduct themselves in accordance with the highest ethical standards and embrace the seven principles of public life laid down by the Nolan Committee (see Code of Conduct)
7	discharge their duties with skill, care and diligence;
8	be committed to securing equality of opportunity within the College, to combating discrimination on whatever grounds and to discharging their legal duties under the relevant anti-discrimination legislation;
9	abide by the principle of collective responsibility. Once a decision has been taken by the Governing Body, Governors have a duty to stand by it, even if they voted against the decision or were absent from the relevant meeting; and
10	ensure that the business of the Governing Body is conducted openly and transparently and that, as a general principle, students and staff have free access to information about the proceedings of the Governing Body and that confidential items are kept to a minimum.

Role Description for Chair of the Corporation

The Chair of the Corporation is elected from among the members and is responsible for ensuring that the business in meetings is carried out effectively and for representing the Board.

1. Terms of Office

- a. the Chair is normally appointed for a two year term
- b. the Principal, staff and student members are not eligible to be the Chair or Vice-Chair.
- c. the Chair is not eligible to serve on the Audit Committee but is entitled to attend any meetings or be a member of any other committees of the Corporation unless the Corporation resolves to the contrary.

2. The Role of the Chair

- a. to ensure that the Corporation operates within its Standing Orders and Code of Conduct.
- b. to chair Corporation meetings, ensuring all members are able to contribute.
- c. to engage with the Principal on behalf of the Corporation, developing and promoting a constructive and supportive working relationship with the Principal, to assist him/her in achieving agreed objectives whilst maintaining a professional relationship at all times.
- d. to represent the Corporation/College at local, regional and national events if available to do so and to report back to the Corporation as appropriate.
- e. to represent the Corporation as 'the employer' of the Principal, supporting the Principal and managing his/her performance and reporting on performance to the remuneration committee after an annual appraisal.
- f. as a senior Board Member to liaise with the senior post-holders.
- g. to hold other governors accountable for their attendance, commitment and performance.
- h. to liaise with the Clerk regarding convening meetings and matters to be considered.

3. Delegated powers

- a. from time to time the Chair may be delegated specific authority to act on the Corporation's behalf or to agree a final document.
- b. At meetings of the Corporation where there is an equal division of votes on an issue, the Chair may exercise a second or casting vote.

c. The Chair may act on behalf of the Corporation between meetings on matters delegated by the Corporation or on routine matters such as:-

- the signing of routine documents
- responding to approaches made to the Corporation by external organisations on issues which do not require approval by the Corporation
- agreeing the detailed aspects of the implementation of decisions already agreed by the Corporation
- accepting the resignation of members from the Corporation and requesting the convening of a meeting of the Search Committee as necessary in order that appropriate action can be taken immediately
- accepting the resignation of holders of senior posts and taking appropriate action to inform the Corporation
- appointing members to Committees of the Corporation, if a meeting of the Corporation is not scheduled to take place

In the absence of the Chair, due to illness or holiday, the powers detailed above automatically transfer to the Vice - Chair, together with the powers and responsibilities of the Chair as stated in the Instrument and Articles of Government.

Details of any actions taken by the Chair/Vice Chair since the Corporation's previous meeting will be reported to the Corporation.

The time commitment for the role amounts to approximately 20 days per year excluding attending student events.

Role Description for Vice-Chair(s) of the Corporation

The Vice-Chair(s) of the Corporation are elected by the governors and will support the Chair to ensure the effective leadership and functioning of the Corporation.

1. The key duties and responsibilities:

1. In the absence or disability of the Chair of the Corporation, to perform the responsibilities of the Chair according to the College's Instrument and Articles of Government, Standing Orders and as set out in the Chair of the Corporation's Role Description.
2. To chair meetings of the Corporation in the absence of the Chair and ensure that it functions effectively;
3. To assist the Chair, as required, to fulfil the duties and responsibilities of the leadership role and ensure the effective operation of the Corporation and its committees.
4. To develop an effective working relationship with the Chair of the Corporation, the other Vice Chair (if appointed), the Group Principal and the Head of Governance, based on a full understanding of the role of the Corporation in the governance of the College.
5. To take the lead on particular aspects of board activities, as agreed in discussion with the Chair, and to act on matters delegated by the Chair.
6. To act as Deputy when the Chair is unable to attend a meeting, function or matter of business requiring his/her involvement, including representing the Corporation/College at local, regional and national events if available to do so and to report back to the Corporation as appropriate.
7. To continue to fulfil all duties of a member of the Corporation and as a member/chair of committees.
8. To be available to members of the Corporation, whether individually or collectively, should they have concerns which contact through the normal channels of the Chair and/or Head of Governance, has failed to resolve or where such contact is inappropriate.

2. Personal attributes and skills

- A strong personal commitment to Further Education and the values, aims and objectives of the College.
- A willingness to devote the necessary time and effort to their duties as Vice- Chair and governor
- The highest standards of integrity and honesty.
- Strategic vision and good, independent, judgement
- Willingness and confidence to challenge and engage others in debate
- Skills of networking, influencing and advocacy
- An understanding of the importance of and a commitment to equality and diversity
- Respect for confidentiality

3. Other requirements

- a) The Vice-Chair will attend all meetings which he/she is Chairing or is a member, or give timely apologies if absence is unavoidable.
- b) The Vice-Chair is expected to participate in induction/training events organised by the College or other appropriate bodies.

- c) The Vice-Chair is expected to participate in the review of his/her own performance as Vice-Chair
- d) The likely overall time commitment required of the Vice-Chair for the effective conduct of the duties of the post is approximately 10 hours per month on average, excluding time spent attending student events. However if the Chair were incapacitated this time commitment would increase.
- e) The Vice-Chair is encouraged to reclaim expenses incurred in the course of College business, via the Head of Governance.

4. Term of Office

- a. Vice-Chairs are normally appointed for a two-year term
- b. The Vice-Chair is subject to the same membership regulations that are applicable to all governors as follows:
 - i. The Vice-Chair of the Corporation shall automatically cease to hold office if he / she has been absent from meetings of the Corporation for a period longer than six consecutive months without having obtained the express permission of the Corporation for such a failure to attend.
 - ii. If at any time the Corporation are satisfied that he/she is unfit or unable to carry out the functions of office, or considers that it is no longer in the best interests of the Corporation for them to continue in post, the Corporation may by notice in writing remove him/her from office.
- c. In the absence of the Chair, due to illness or holiday, the delegated powers of the Chair automatically transfer to one of the Vice -Chairs, together with the powers and responsibilities of the Chair as stated in the Instrument and Articles of Government.

January 2022

BASIC GOVERNANCE PRINCIPLES

The following key principles need to be owned by all Corporation Members:

1 *There is a simple underlying principle to guide governors' actions:*

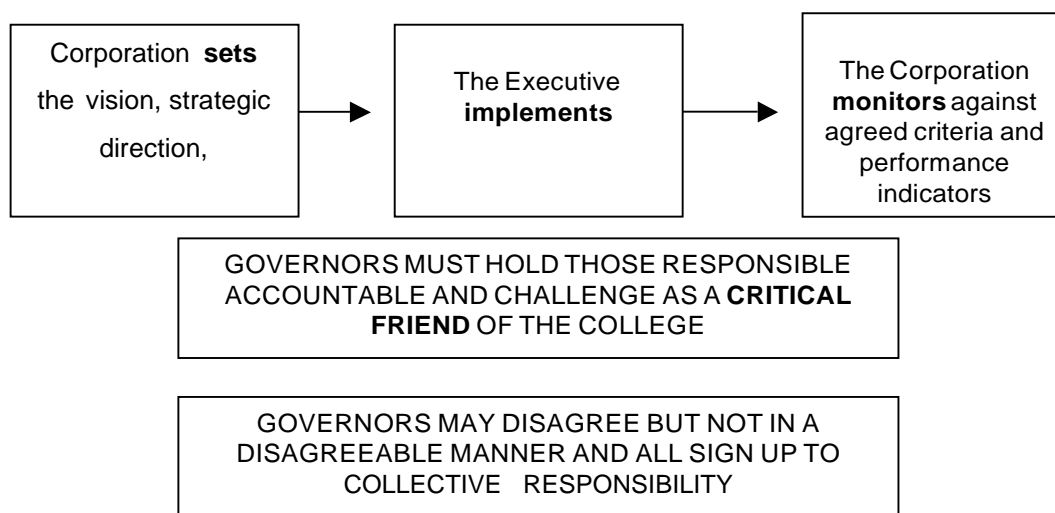
The fundamental responsibility of the Corporation is to hold the management accountable for running the College properly. Governors should do this on the basis of evidence not reassurances.

If this principle is accepted it guides the range of questions governors should be asking, and the degree of detail they need to be provided with. It provides a perspective for identifying those issues which require governors' attention.

Holding managers to account should not be an exercise which emphasises the negatives. The evidence they are presented with should help governors to recognise and acknowledge areas of success and achievement. All those aspects of the College which are being run well and those areas which are improving should receive positive feedback from governors.

Governors should require a systematic programme of reports which provide key data on activities/targets/performance for which managers, not governors, carry the operational responsibility. By one means or another reports should, over a period of time, cover all main college functions.

Governors do not need the degree of detail which they would require if they were operationally responsible for an issue. They **MUST** demand the degree of detail which enables them to be absolutely clear whether an area of activity is being handled properly.



When a concern has been identified governors need a clear statement from the principal and or senior managers of what the problem is; what action is to be taken; the date by which the remedial action is expected to achieve a solution, and any major cost implications.

Where remedial action is needed, it is primarily up to the principal; and or senior managers to propose what the action should be. Governors should not get deeply involved in the detail of the action to be taken, but rather should hold management accountable for achieving the intended outcome.

Major college failures have often been followed by enquiry reports which include comment that the governing body failed to exercise adequate control over the executive. The willingness of governors to ask questions at the right level of detail and receive responses which avoid whitewash and waffle but address issues clearly and at the right level of detail is crucial to an effective relationship between governors and managers, and to the proper running of a College.

2 *That collectively all Members of the Board work together in meeting the qualities of a good Governing Body:-*

Strategic	Positive	Persistence	Challenging	Empathy	Determination
Innovative	Flexible	Collaborative	Responsive	Listening	Well Organised
Proactive	Perceptive and insightful	Learning	Systematic and evaluative	Rigorous	Focused on outcomes for learner's futures
Transparent	Inquisitive	Forward thinking with stakeholders	Outward looking	Resilience	Open and honest communicators

3 *Putting Learners at the heart of governance*

Governors should ask themselves the key question:

“Are we satisfied that the information received and all decisions taken are centred on improving the experience of students and levels of achievement?”

The main duty and responsibility of the Corporation is to work with the Principal to ensure that there are high standards in place leading to the delivery of quality provision resulting in high levels of achievement.

4 *All governors are equal in status*

There is a legal requirement to have at least two student governors and at least one staff governor. In addition the Principal is a governor and the remaining governors come from a category called ‘External Governors’. External governors come from a broad background of skills and experience – they could be business people, community leaders, or from agencies and national bodies such as the NHS.

All governors, despite their category, are of equal status and collectively governors make up what is referred to as the Corporation. The Corporation works together as a single unit.

GOVERNANCE & MANAGEMENT POLICY STATEMENT

SUMMARY

- Policy, oversight, financial probity and monitoring are the business of the governing body.
- Management and administration is the business of the Principal, CEO and management team.
- The Corporation and CEO are a team and need to support each other and work closely together. A good working relationship between the Corporation and CEO is essential to achieve corporate goals.
- The line between the Corporation and CEO should be clearly articulated and understood by Corporation members and senior managers.
- Clarity about roles and responsibilities is paramount, and should be reviewed regularly.
- The CEO, senior management and Head of Governance inform and guide the Corporation in making appropriate and effective decisions.
- The Corporation has the final and highest level of authority in the policy-making process, but may not exceed its legal authority.

RESPONSIBILITIES UNDER THE STATUTORY REGULATIONS

Corporation

- Determination of educational character and ethos
- Approving the quality strategy of the institution
- Articulation of vision, values and strategic direction
- Oversight and monitoring of college activities
- Effective and efficient use of resources
- Safeguarding asset
- Approving annual estimates of income and expenditure
- Appointment, grading, suspension, dismissal, appraisal and determination of pay and conditions of CEO, senior post holders and Head of Governance
- Setting framework for pay and conditions of service of all other staff
- Setting framework for tuition and other fees
- Financial probity

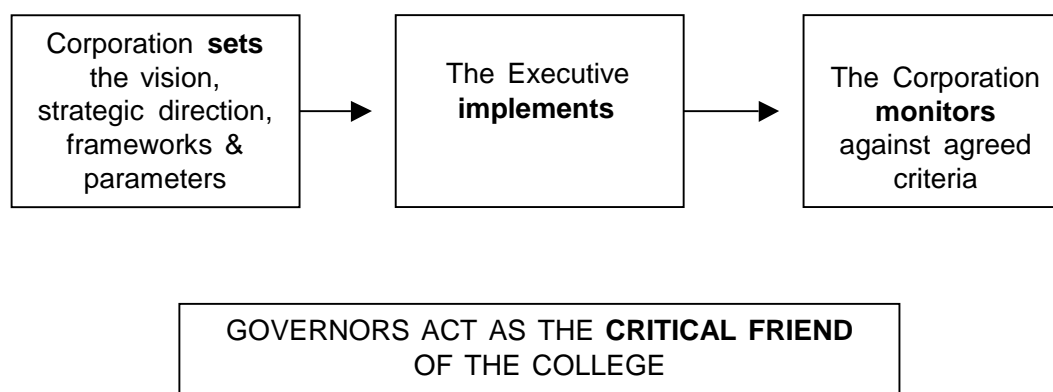
Group Principal / CEO

- Making proposals to Corporation about the educational character and mission
- Implementing policies and decisions
- Organisation, direction and management of college
- Leadership of staff
- Appointment and management of staff within the framework set by Corporation
- Determination, in consultation with Academic Corporation, of academic focus and activities
- Determination of all other college activities
- Principal accounting officer, accountable to Corporation and ultimately parliament

MANAGEMENT AND GOVERNANCE STATEMENT

Management and Corporation working together to achieve the best possible outcomes for the college as a whole.

CORPORATION	PRINCIPAL & CEO
governance	in partnership with management
<ul style="list-style-type: none"> • Defines the vision and mission • Strategic thinking and direction • Determines appropriate policy framework • Ensures financial solvency and probity • Determines pay and remuneration framework • Oversight of effectiveness of management • Monitoring of the quality of college performance locally and within the sector context • Maintains the assets of the college • The community's voice within the college and represents the college to the community • Fosters collaborative partnerships • Well informed and committed • Reviews Corporation's own effectiveness annually • Continual improvements to Corporation effectiveness • Appoints CEO and senior post holders and appraises CEO &, in partnership with CEO, appraises senior post holders • Works with and supports CEO and team 	<ul style="list-style-type: none"> • Proposes vision, mission and strategy • Strategic planning and implementation • Implements Corporation decisions • Organisation, direction and day-to-day management of college • Principal accounting officer, responsible for financial well-being of college and accountable to Corporation and parliament • Ensures the provision of a quality curriculum and customer service • Represents the college locally and nationally, builds positive working relations and collaborative partnerships • Leadership of the staff • Executive management and development of college and staff • Appraisal of Senior postholders • Supports and informs Corporation, provides briefings and advice.



The Role of A College Governor

Improving the Quality of Education and Standards of Achievement

To Provide a Strategic View	To Act as a Critical Friend	To Ensure Accountability
<p>The Corporation (the college governing body) has important powers and duties but limited time and resources. So it should focus on where it can add most value - that is, helping to decide the college's strategy for improvement so that students learn most effectively and achieve the highest standards.</p> <p>The Corporation should help to set, and keep under review, the broad framework within which the Principal and staff should run the college. In all its work, the Corporation should focus on the key issues of raising standards of achievement, establishing high expectations and promoting effective teaching and learning.</p>	<p>The Corporation provides the Principal and staff with support, advice and information, drawing on its members' knowledge and experience. In these ways the Corporation acts as a critical friend to the college.</p> <p>Critical in the sense of its responsibility for monitoring and evaluating the colleges' effectiveness, asking challenging questions, and pressing for improvement.</p> <p>A friend because it exists to promote the interests of the college.</p>	<p>The Corporation is responsible for ensuring good quality education in the college. The Principal and staff report to the Corporation on the colleges' performance. It is not the role of the governors simply to rubber-stamp every decision of the Principal.</p> <p>The Corporation has a right to discuss, question and refine proposals - while always respecting the professional roles of the Principal and other staff, and their responsibility for the management of the college. In its turn the Corporation answers for its actions, above all to parents and the wider local community for the colleges' overall performance.</p>

Steering Role	Executive Role	Supporting Role	Monitoring Role	Accounting to Parents
Agreeing the aims of the college; setting a policy on the curriculum, including any requirements for special education needs; setting budgets and approving college development plans; responding to inspection reports and publishing a post-inspection action plan.	Taking direct responsibility for recruitment of senior staff and some disciplinary matters, while recognising the Principal's responsibility for managing the college.	Supporting and advising the Principal, for example by giving financial management advice. Supporting Subject coordinators through being a Link governor.	Making sure that the college adheres to its policies, budgets and plans; keeping informed about the quality and standards of education in the college, including student achievement.	Making sure that parents and students are kept informed about what is happening in the college and that their views are taken into account.

<ol style="list-style-type: none"> 1. Contribute to the review and approval of college policies. 2. Contribute to college planning processes. 3. Contribute to setting the college budget. 	<ol style="list-style-type: none"> 1. Contribute to decisions on appointment of staff. 2. Contribute to decision making on the college's pay and employment policies and procedures. 3. Contribute to decision making on the college's admission and exclusion policies and procedures. 	<ol style="list-style-type: none"> 1. Provide the college with support, advice and information. 2. Contribute knowledge, skills and expertise to the Corporation. 3. Promote the interests of the college and its students. 	<ol style="list-style-type: none"> 1. Contribute to monitoring the college development plan and policies. 2. Contribute to monitoring the college budget. 3. Contribute to monitoring quality of learning. 4. Contribute to monitoring students' overall achievement. 	<ol style="list-style-type: none"> 1. Demonstrate the Corporation's accountability. 2. Contribute to the integrity of college governance.
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Code of Conduct for South Thames Colleges Group Governors

Eversheds Sixteenth Edition – Further Education Colleges Version

Revised September 2019

Approved by the Corporation 16 October 2019

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Code of conduct for Governors

4. INTRODUCTION

4.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Governors, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Corporation and Group Principal as the Chief Executive. This Code is therefore aimed at promoting effective, well informed and accountable college governance. It is not intended to be a definitive or authoritative statement of the law or good practice.

4.2 In addition to this Code, Governors are recommended to familiarise themselves with the source documents listed in **Schedule 1**.

4.3 If a Governor is in doubt about the provisions of this Code or any of the source documents, the Head of Governance should be consulted and, if necessary, professional advice should be obtained. Ultimate responsibility for the appropriateness of conduct as a Governor of the College and for any act or omission in that capacity however rests with the individual Governor.

4.4 This Code applies to every committee or working party of the Corporation and to every subsidiary company or joint venture of the College to which Governors may be appointed.

4.5 By accepting appointment to the Corporation, each Governor agrees to abide by the provisions of this Code.

4.6 Each Governor by accepting the provisions of this Code agrees that any breach of the Code by them may lead to the termination of their appointment as a Member in accordance with clause 9 of the Corporation's Instrument of Government.

5. INTERPRETATION

5.1 In this Code the following expressions shall have the following meanings:

"Code of Good Governance"

the Code of Good Governance for English Colleges issued by the AoC Governors' Council in March 2015, as updated January 2019;

"College"

this College;

"College Mission Statement"

means the statement [set out/referred to] at **clause 3.1** of this Code or such other mission statement as may be agreed by the Corporation from time to time;

"College Core Values"

those Core Values set out at **clause 3.2** of this Code or such other core values as may be agreed by the Corporation from time to time, for example in a Public Value Statement;

"Corporation"

the college corporation which was established and designated by the Secretary of State for the purpose of conducting the College;

"Governor", "Chair", "Group Principal" and "Head of Governance"

mean respectively the Member of the Corporation of the College, the Chair of the Corporation, the Group Principal/Chief Executive of the College and the Head of Governance of the Corporation;

"DfE"

the Department for Education;

"ESFA"

the Education and Skills Funding Agency or any successor body;

"Foundation Code"

the English Colleges' Foundation Code issued by the Association of Colleges in November 2011;

"Secretary of State"

the Secretary of State for Education.

2.2 All other definitions have the same meanings as given in the College's Instrument and Articles of Government and words importing one gender import any gender.

6. AIMS AND VALUES

6.1 The Group's Mission 'Talented Together' is to ensure all our students and partners succeed and progress, making their prospects better.

6.2 The Group's Mission, together with the corporate objectives of the College agreed by the Corporation from time to time, seek to encapsulate the core purposes and aims of the College. Governors,

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should have due regard to these purposes and aims when conducting the business of the Corporation and considering the activities and proposed activities of the College.

6.3 The Corporation recognises its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Corporation is committed to:

6.4 having close regard to the voice of the learner;

6.5 combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010 ("the 2010 Act") and promoting equality in accordance with its duty under the 2010 Act;

6.6 engaging with the community which the College serves in order to understand and meet its needs in accordance with the College's community/local engagement policy; and

6.7 observing its duty under the Education (No.2) Act 1986 to take reasonable steps to ensure freedom of speech⁴ for members of the College community and visiting speakers and its duty under the Counter Terrorism and Security Act 2015 to have regard to the need, when exercising its functions, to prevent people from being drawn into terrorism⁵.

6.8 The Corporation is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code.

7. DUTIES

7.1 Governors are in the position of charity trustees and as such 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 Governors should act honestly, diligently and (subject to the provisions appearing in clause 10 of this Code relating to collective responsibility) independently. The actions of Governors should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

7.2 Decisions taken by Governors at meetings of the Corporation and its committees must not be for any improper purpose or 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, Governors must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including the bodies that elected them).

7.3 Governors must observe the provisions of 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 and also the responsibilities given to the Corporation by the College's 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 Schedule 4.

7.4 Governors 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. Governors must keep those Standing Orders and Terms of Reference under periodic review.

7.5 Governors should also have regard to the different, but complementary, responsibilities given to the Group Principal as the College's Chief Executive. The responsibilities given to the Group Principal by the College's Articles of Government are set out in Schedule 4. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the Group Principal and any other senior post holders, it is the Group Principal's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Governors should work together so that the Corporation and the Group Principal as Chief Executive perform their respective roles effectively.

7.6 Governors should refer to the Head of Governance for advice relating to the governance functions which are set out in **Schedule 4** and have regard to the Head of Governance's independent advisory role.

8. STATUTORY ACCOUNTABILITY

8.1 Governors are collectively responsible for observing the duties set out in the Conditions of Funding Agreement which the College has entered into with the ESFA as a condition of receiving public funds. A brief summary of the ESFA's funding framework is set out in **Schedule 5**.

8.2 Although the ESFA is the main provider of funds to the College, Governors should note that they are

⁴ On freedom of speech see the College's Freedom of Speech Policy.

⁵ On the Prevent duty see the Home Office guidance on compliance with the duty in s.26 of the 2015 act: <https://www.gov.uk/government/publications/prevent-duty-guidance>

also responsible for the proper use of income derived from other sources, such as the Office for Students (OfS) 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 public audit. Where funding is received directly from OfS the College will have a funding agreement with OfS, as set out in the OfS's terms and conditions of funding for Further Education and Sixth Form Colleges, which sets out the basis on which such funding is provided. Where OfS funding is received indirectly via a collaboration with an OfS funded institution such funding will be subject to obligations contained in the memorandum of co-operation between the College and that institution.

- 5.3 As accounting officer for the ESFA, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the ESFA puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Group Principal, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The Group Principal may be required to appear before the Committee of Public Accounts, alongside the ESFA's Chief Executive, to give an account of the use made by the College of such funds. The Corporation is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

9. PUBLIC SERVICE VALUES

- 6.1 Although Further Education Corporations are classified as part of the private not for profit sector for government accounting purposes, they remain public bodies in many legal contexts. In particular, public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in **Schedule 2**, and the recognition that students and other users of the College's services come first, are a requirement of being a governor and should underpin all decisions taken by the Corporation.

10. SKILL, CARE AND DILIGENCE

- 7.1 A Governor should in all his or her work for the College exercise such skill as he or she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Governors act as agents of the College, for example, when

functions are delegated to a committee of the Corporation or to the Chair. Governors should be careful to act within the Terms of Reference of any committees on which they serve.

11. POWERS

- 8.1 Governors are responsible for taking decisions which are within the powers given to the Corporation by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992, as amended. A summary of those powers is set out in **Schedule 6**. If a Governor thinks that the Corporation is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Head of Governance for advice.

12. CONFLICTS OF INTEREST

- 12.1 Like other persons who owe a fiduciary duty, Governors should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgment.
- 12.2 Governors are reminded that under the College's Instrument of Government and its policy on Conflicts of Interest and the general law they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a type specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Corporation.

- 12.3 If an interest of any kind (including an interest of a spouse, partner or business associate of a Governors or of a close relative of the Governor or his or her spouse, partner or business associate) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Governor's independent judgment, then:

12.3.1 the interest, financial or otherwise, should be reported to the Head of Governance ;

12.3.2 the nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered.

12.4 If the Governor 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 or she should:

12.4.1 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

12.4.2 withdraw from that Corporation or committee meeting where required to do so by a majority of the Governors or committee present at the meeting.

12.5 For the purposes of clause 9.3 “close relative” includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child.

12.6 Where it is proposed that the Corporation should grant a Governor a financial interest (such as a contract for the supply of goods or services) the Corporation must observe the requirements of the Charities Act 2011. The Corporation may wish to take legal advice before granting such an interest to a Governor.

12.7 Governors 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 [and the College’s policy on receiving gifts] 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.

12.8 The Head of Governance will maintain a Register of Governors’ Interests which will be open for public inspection. Governors 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. Governors must give sufficient details to allow the nature of the interests to be understood by enquirers. Governors should inform the Head of Governance whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Governors should have regard to the meaning given to “interest” in clauses 9.3 and 9.4 of this Code.

13. COLLECTIVE RESPONSIBILITY

13.1 The Corporation operates by Governors taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone or video-conference and by alternative

methods such as written resolutions, in all cases only if so provided for in the Instrument and Articles. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Governors collectively and each individual Governor has a duty to stand by it, whether or not he or she was present at the meeting of the Corporation when the decision was taken.

13.2 If a Governors disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Governor strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Governor should refer to the power of the Chair or of any five Governors under the College’s Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Head of Governance to circulate the Governor’s views in advance to the other Governors. Alternatively, as a final resort, the Governor may decide to offer his or her resignation from office, after consulting the Chair.

14. OPENNESS AND CONFIDENTIALITY

14.1 Because of the Corporation’s public accountability and the importance of conducting its business openly and transparently, Governors 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.

14.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; e.g., when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Head of Governance, and will be circulated in confidence to Governors save for those Governors 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 (for example information relating to a proposed commercial transaction or collaboration with another institution). 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 or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection. The Governors must also

consider the personal data that is contained within the excluded items in accordance with the Corporation's obligations under the General Data Protection Regulation 2016 and the Data Protection Act 2018 ("Data Protection Laws") and whether or not disclosure of that personal data would be in breach of the Data Protection Laws or the rights and freedoms of the individual(s) in question. When considering such issues the Governors must also consider the College's publication scheme issued under the Freedom of Information Act 2000 and Environmental Information Regulations 2004. Nothing in this section overrides the College's obligation to disclose in response to a request received under these information law regimes (unless an appropriate exemption applies in each case).

14.3 Staff and student Governors have, however, 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 of Government.

14.4 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 Governors with a shared corporate responsibility for decisions. Governors 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.

14.5 Governors 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 or her absence, the Vice Chair. It is unethical for Governors publicly to criticise, canvass or reveal the views of other Governors which have been expressed at meetings of the Corporation or its committees.

15. COMPLAINTS

15.1 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. Governors are reminded of their specific responsibility under the 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 the importance of having formal complaints procedures in place to handle issues raised by students, former

students and third parties and of the legal requirement to have a whistle blowing procedure in place.

15.2 Under the ESFA's Conditions of Funding Agreement with colleges (clause 15.3), students, employers and other third parties have a right to make a complaint to the ESFA in respect of the College or of any of its decisions, and this right is referred to in the College's relevant Complaints Policy. Copies of these procedures can be obtained from the Head of Governance. Governors in particular are reminded that under the ESFA's procedure for dealing with complaints about post 16 education and training provision funded by the ESFA (November 2018)⁶ the ESFA can investigate complaints about:

15.2.1 quality, management or experience of education and training;

15.2.2 undue delay or non-compliance with published complaints procedures;

15.2.3 poor administration;

15.2.4 the quality of assessments;

15.2.5 equality and diversity issues (except where there is a more appropriate mechanism for dealing with the matter through the courts or tribunals or other organisations);

15.2.6 advanced learner loans;

15.2.7 apprenticeship providers from employers; and

15.2.8 from employers, parents or other third parties on behalf of apprentice(s).

15.3 The ESFA will not investigate complaints about:

15.3.1 issues that are more than 12 months old (except for exceptional cases related to advanced learner loans);

15.3.2 examination results, grades, marks, assessment outcomes or curriculum content;

15.3.3 individual employment issues;

15.3.4 governor or other voluntary employment issues;

15.3.5 contractual or commercial disputes or arrangements;

⁶ <https://www.gov.uk/government/publications/complaints-about-post-16-education-and-training-provision-funded-by-esfa>

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15.3.6 disputes between an employer and a provider in relation to the apprenticeship levy;

15.3.7 matters which are the subject of legal action or matters that are better investigated by the police;

15.3.8 the cancellation or reimbursement of advanced learner loans (which should be referred to the student loan company);

15.3.9 claims for compensation, a refund of fees or costs incurred when a learner has to transfer to another provider;

15.3.10 issues classified as serial; or

15.3.11 allegations of fraud, financial irregularity, whistleblowing and allegations of incentives and inducements (which should be directed to the allegations team); and

15.3.12 safeguarding concerns⁷.

15.4 Complaints made by learners following HE courses in FE colleges are directed to the Office of the Independent Adjudicator for HE.

16. ATTENDANCE AT MEETINGS

13.1 A high level of attendance at meetings of the Corporation is expected so that Governors can perform their functions properly. The target attendance level is therefore set at a minimum of 80% with an expectation of 100%.

17. GOVERNANCE DEVELOPMENT

17.1 The Corporation shall seek to ensure that all Governors are appointed on merit, in accordance with an open selection procedure carried out by the Corporation's Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community. The Corporation should have regard to the provisions relating to the membership of the Corporation in the College's Instrument 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 Articles of Government.

17.2 Governors 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.

17.3 In order to promote more effective governance, Governors will carry out an annual review of the performance by the Corporation of its duties and responsibilities, [including a review of their own performance] as part of a continuing and critical process of self-evaluation.

⁷ These will be passed onto the appropriate team within ESFA who will contact the college. ESFA may also contact other organisations, e.g. Ofsted and local authorities

Schedule 1

List of source documents

- | | |
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| <p>18. The College's Instrument of Government.</p> <p>19. The College's Articles of Government.</p> <p>20. The Standing Orders and Terms of Reference of the Corporation and its committees.</p> <p>21. The Conditions of Funding Agreement entered into by the College with the ESFA.</p> <p>22. The College's Mission Statement and corporate objectives.</p> <p>23. The College's Strategic Plan.</p> <p>24. The College's policies that extend to Corporation members, including the College's policies on equal opportunities and freedom of speech, the anti-bribery policy as required by the Bribery Act 2010, the College's policy on Conflicts of Interest, the College's Policy on Safeguarding children and Vulnerable Adults and the College's Action Plan on preventing people being drawn into terrorism.</p> <p>25. The principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office. An extract from the report of the Nolan Committee setting out these Principles in more detail is set out at Schedule 2⁸.</p> | <p>26. The Post 16 Audit Code of Practice issued by the ESFA.</p> <p>27. The Code of Good Governance.</p> <p>28. The Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Good Governance Standard). An extract from the Good Governance Standard setting out the six core principles of good governance is set out at Schedule 3.</p> |
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⁸ Replace this statement with a reference to any expanded statement of core values based on the Nolan principles that the Corporation may have adopted.

Schedule 2

The Seven Principles of Public Life

The following is an extract from the Second Report of the Nolan Committee on Standards in Public Life, May 1996:

SELFLESSNESS

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

INTEGRITY

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

OBJECTIVITY

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

ACCOUNTABILITY

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

OPENNESS

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

HONESTY

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

LEADERSHIP

Holders of public office should promote and support these principles by leadership and example.

Schedule 3

Six Core Principles of Good Governance

The following is an extract from the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services, January 2005:

29. **Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users**

29.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;

29.2 Making sure that users receive a high quality service;

29.3 Making sure that taxpayers receive value for money.

30. **Good governance means performing effectively in clearly defined functions and roles**

30.1 Being clear about the functions of the governing body;

30.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;

30.3 Being clear about relationships between the governors and the public.

31. **Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour**

31.1 Putting organisational values into practice;

31.2 Individual governors behaving in ways that uphold and exemplify effective governance.

32. **Good Governance means taking informed, transparent decisions and managing risk**

32.1 Being rigorous and transparent about how decisions are taken;

32.2 Having and using good quality information, advice and support;

32.3 Making sure that an effective risk management systems is in operation.

33. **Good governance means developing the capacity and capability of the governing body to be effective**

33.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;

33.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;

33.3 Striking a balance, in the membership of the governing body, between continuity and renewal.

34. **Good governance means engaging stakeholders and making accountability real**

34.1 Understanding formal and informal accountability relationships;

34.2 Taking an active and planned approach to dialogue with accountability to the public;

34.3 Taking an active and planned approach to responsibility to staff;

34.4 Engaging effectively.

Schedule 4

Summary of Main Responsibilities under the Articles of Government⁹

⁹ Note that this summary is for convenience set out as a consolidated list bringing together a number of provisions from different Articles.

35. **Corporation Members¹⁰**

- 35.1 The determination and periodic review of the educational character and mission of the institution and for oversight of its activities.
- 35.2 Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
- 35.3 Approving the quality strategy of the institution.
- 35.4 The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets.
- 35.5 Approving annual estimates of income and expenditure.
- 35.6 The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts¹¹ 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 as a member of staff.
- 35.7 Setting a framework for the pay and conditions of service of all other staff.
- 35.8 Setting the policy by which the tuition and other fees payable to the College are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the ESFA).
- 35.9 Responsibilities which must not be delegated by the Corporation¹²
- 35.10 The determination of the educational character and mission of the institution**.
- 35.11 The approval of the annual estimates of income and expenditure.

- 35.12 The responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets**.
- 35.13 The appointment of the Group Principal or holder of a senior post.
- 35.14 The appointment 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 in the capacity as member of staff).
- 35.15 The modifying or revoking of the Articles of Government.
- 35.16 The consideration of the case for dismissal, of the Principal, the Head of Governance or the holder of a senior post unless such function is delegated to a committee of Governors.
- 35.17 The power to determine an appeal in connection with the dismissal of the Principal, the Head of Governance or the holder of a senior post unless such power is delegated to a committee of Governors.

¹⁰ The position is as set out in the 2008 Instrument and Articles. Corporations are free to amend these within the parameters set by the revised Schedule 4 Further and Higher Education Act 1992 as inserted by the Education Act 2011. Responsibilities which must be retained by the corporation under the revised Schedule 4 are shown with a double asterisk. The list that follows summarises the effect of Articles 3,9,10 and 19.

¹¹ "Senior Post" means the post of Principal and such other senior posts if any as the Corporation Members may designate for the purposes of the Articles. Under the revised Schedule 4 FHEA it is open to corporations not to designate any posts as senior ones.

¹² The Corporation may, from time to time, resolve to add other functions which must not be delegated to this list of "reserved" responsibilities.

36. **Group Principal**

- 36.1 Making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the Corporation.
- 36.2 The determination, of the institution's academic activities and the determination of its other activities.
- 36.3 Preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation.
- 36.4 The organisation, direction and management of the institution and leadership of the staff.
- 36.5 The appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Head of Governance, where the Head of Governance is also a member of the staff.
- 36.6 Maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds and expelling students for academic reasons.

37. **Head of Governance** ¹³

- 37.1 The operation of the Corporation's powers.
- 37.2 Procedural matters.
- 37.3 The conduct of Corporation business.
- 37.4 Matters of governance practice.

¹³ The position is set out as required by the 2008 Articles. The revised Schedule 4 FHEA 1992 contains no statement of the responsibilities of the Clerk. It is, however, suggested that the list in the 2008 Articles remain appropriate. Legal advice should be obtained if any change to the list is being considered.

Schedule 5

Summary of the ESFA's College Funding Framework

38. In 2019 to 2020 FE funding will be contracted using a new contract framework.
39. The purpose of the new framework is to:
- 39.1 reduce the number of separate agreements that providers will hold with ESFA;
- 39.2 ensure consistency across ESFA agreements
- 39.3 update the contracts with the latest commercial best practice.
40. The new framework will be used for all FE funding except for levy apprenticeships and European Social Fund.
41. The ESFA will start to roll the framework out in May 2019 with the Advanced Learner Loans and add further allocated funding for the 2019 to 2020 funding year in the summer. It also intends to move the procured AEB and non-levy apprenticeships funding across to this framework in the summer of 2019.
42. The agreements are formed of a main terms and conditions document and schedules. Further information about the new framework can be accessed here:
- <https://www.gov.uk/guidance/esfa-education-and-skills-contracts-2019-to-2020>
43. Schedule 9 of the Conditions of Funding Agreement sets out the key issues for Governors to take account of. Nevertheless, all governors should ensure that they have reviewed and are familiar with the Funding Agreement in its entirety and any other ESFA agreement that applies to the College.

Schedule 6

Summary of the Statutory Powers of the Corporation

44. "Principal Powers"

44.1 Under section 18(1) of the Further and Higher Education Act 1992 a Further Education Corporation may:

- 44.2 provide further and higher education;
- 44.3 provide secondary education suitable to the requirements of persons who have attained the age of 14 years, or provide secondary education or participate in the provision of secondary education at a school (subject to the consultation with the appropriate local education authority); and
- 44.4 supply goods or services in connection with their provision of education.

45. "Supplementary Powers"

45.1 Under section 19 of the 1992 Act the 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:

- 45.2 the power to acquire and dispose of land and other property;
- 45.3 the power to enter into contracts, including in particular:
- 45.4 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 the Corporation's principal powers; and
- 45.5 contracts with respect to the carrying on by the Corporation of any such activities;
- 45.6 the power to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation.

45.7 the power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it under sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1 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;

45.8 power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;

45.9 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;

45.10 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; and

45.11 provide advice or assistance to any other person where it appears to the Corporation to be appropriate for them to do so for the purpose of or in connection with the provision of education by the other person.

45.12 The Corporation may also provide facilities of any description (including boarding 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.

I AGREE TO OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES¹⁴

Governor's name	
Signature	
Date	

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¹⁴ This declaration is optional. Corporations may prefer to rely on paragraph 1.5 of this Code.

DECLARATION OF ELIGIBILITY TO SERVE AS A GOVERNOR OF SOUTH THAMES COLLEGES GROUP AND ACCEPTANCE OF RESPONSIBILITIES

Acceptance of Responsibilities

I confirm my eligibility to be a Governor of South Thames Colleges Group and that I will comply with the responsibilities imposed on me by the following:

- Instrument and Articles of Association of South Thames Colleges Group;
- Code of Conduct for Governors;
- Role Description for Governors of South Thames Colleges Group;
- The Charity Commission's CC3: The Essential Trustee.

GDPR Privacy Notice

I have been supplied with a copy of the South Thames Colleges Group Privacy Notice. I consent to South Thames Colleges Group keeping certain personal data which is necessary in relation to my role as a Governor and to my email address/ contact details being shared with other Governors and the senior leadership team of South Thames Colleges Group in relation to my role as a governor of South Thames Colleges Group. I understand that South Thames Colleges Group promises not to sell my personal data to a third party and will not transfer my personal data to a third party unless there is a legal requirement to do so or a legitimate business need. I understand that I have the right to object to the College use of my personal information, or to ask the college to delete, remove or stop using my personal information if there is no need for the college to keep it by contacting the college Data Protection Officer.

Declaration of Eligibility

I confirm that I am unaware of any impediments that would render me ineligible to serve as a governor or Trustee. Specifically, I declare that:

- *[Except for Student Governors]* I am aged 18 years or over;
- I am not prohibited by law from acting as a Governor;
- I am capable of managing and administering my own affairs;
- I have not been convicted of an offence, criminal or civil, that is not spent under the Rehabilitation of Offenders Act 1974;
- I have not been adjudged bankrupt nor had my estate sequestrated (and in either case have not been discharged);
- I am not a person who has made a composition or arrangement with, or granted a trust deed for, creditors, and has not been discharged in respect of it;
- I am not disqualified to act as a director under the Company Directors Disqualification Act 1986;
- I am not subject to an order made under S.429 (2) (b) of the Insolvency Act 1986;
- I am not subject to a disqualification order under the Criminal Justice and Court Services Act 2000;
- I am not included in the list kept under S.1 Protection of Children Act 1999 or subject to a direction of the Secretary of State under S.142 Education Act 2002 (or any other disqualification, prohibition or restriction which takes effect as if contained in such a direction)
- I am not disqualified from registration under Part 10A Children Act 1989 for child minding or providing day care or from registration under Part 3 of the Childcare Act 2006;
- I am not disqualified from being the proprietor of any independent school or from being a teacher or other employee in any school;
- I am not disqualified from acting as a Trustee due to one or more of the reasons in the Automatic Disqualification Rules for Charity Trustees <https://www.gov.uk/guidance/automatic-disqualification-rules-for-charity-trustees-and-charity-senior-positions> as set out in Annex A (attached); and

OFS Fit and Proper Person Test

I declare that I satisfy the requirements of the fit and proper person test set by the Higher Education Regulator, the Office for Students, as follows:

- I have not been convicted of a criminal offence anywhere in the world, which is not spent under the Rehabilitation of Offenders Act 1974;
 - I am not the subject of any adverse finding in civil proceedings, where relevant, including but not limited to bankruptcy or equivalent proceedings (in the last three years).
 - I am not the subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies.
 - I have not been involved in any abuse of the tax systems.
 - I have not been involved with any entity that has been refused registration to carry out a trade or has had that registration terminated.
 - I have not been involved in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection.
 - I have not been dismissed from a position of trust or similar.
 - I have not been involved with a Higher Education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.).
- I am otherwise eligible, and a fit and proper person, to be a Governor of the College; and
- I will inform the Head of Governance promptly if, after the date of this declaration, one or more of the disqualification reasons applies to me or of any changes in the information provided in this declaration.

General Data Protection Regulations - Members are reminded that the list of members, attendance record and register of interests and the skills audit are, as required by statute, open to public inspection. Consent to this and the release of this information is taken as implicit in signing this declaration.

Name:
[Name of governor] [

Signed

Date.....

Annex A – Disqualification Reasons

After 1 August 2018, you will be automatically disqualified from acting as a trustee if:

1. You have an **unspent** conviction for any of the following
 - a) an offence involving **deception or dishonesty**
 - b) a **terrorism** offence
 - a. to which Part 4 of the Counter-Terrorism Act 2008 applies
 - b. under sections 13 or 19 of the Terrorism Act 2000
 - c) a **money laundering** offence within the meaning of section 415 of the Proceeds of Crime Act 2002
 - d) a **bribery** offence under sections 1, 2, 6 or 7 of the Bribery Act 2010
 - e) an offence of **contravening a Commission Order or Direction** under section 77 of the Charities Act 2011
 - f) an offence of **misconduct in public office, perjury or perverting the course of justice** yes/no
 - g) In relation to the above offences, an offence of: attempt, conspiracy, or incitement to commit the offence; aiding, or abetting, counselling or procuring the commission of the offence; or, under Part 2 of the Serious Crime Act 2007(encouraging or assisting) in relation to the offence
2. You are **on the sex offenders register** (ie. subject to notification requirements of Part 2 of the Sexual Offences Act 2003)
3. You have an unspent sanction for **contempt of court** for making, or causing to be made, a false statement or for making, or causing to be made, a false statement in a document verified by a statement of truth
4. You have been found guilty of **disobedience to an order or direction of the Commission** under section 336(1) of the Charities Act 2011.
5. You are a **designated person** for the purposes of Part 1 of the Terrorist Asset-Freezing etc. Act 2010, or the Al Qaida (Asset Freezing) Regulations 2011.
6. You have **previously been removed as an officer, agent or employee of a charity** by the Charity Commission, the Scottish charity regulator, or the High Court due to misconduct or mismanagement
7. You have **previously been removed as a trustee** of a charity by the Charity Commission, the Scottish charity regulator, or the High Court due to misconduct or mismanagement
8. You have been **removed from management or control of anybody** under section s34(5)(e) of the Charities and Trustee Investment (**Scotland**) Act 2005 (or earlier legislation)
9. You are **disqualified from being a company director**, or have given a disqualification undertaking, and leave has not been granted (as described in section 180 of the Charities Act) for you to act as director of the charity
10. You are **currently declared bankrupt** (or subject to bankruptcy restrictions or an interim order)
11. You **have an individual voluntary arrangement** (IVA) to pay off debts with creditors
12. You are **subject to** a moratorium period under a **debt relief order**, or a debt relief restrictions order, or an interim order
13. You are subject to an order made under s.429(2) of the Insolvency Act 1986. (**Failure to pay under a County Court Administration Order.**)

South Thames Colleges Group Governors' Handbook

Section 4 – Governance Policies and Procedures

Disciplinary Procedure for Senior Post-holders

1.Scope and purpose

This procedure applies to the Group Principal and all senior post-holders as defined in the Corporation's Articles of Government. References to section numbers are to the numbered sections of this document.

Where the Head of Governance is also a member of staff at the institution, the Head of Governance should be treated as a senior post-holder and will be subject to this procedure. In such circumstances, the Corporation shall appoint an appropriate person to fulfil the tasks of the Head of Governance under these sections.

Unless the Corporation's Articles of Governance set out specific directions and procedures for dealing with the discipline of senior post holders, these rules are for guidance only and are intended as a statement of the Corporation's policy and do not form part of any contract of employment or otherwise have contractual effect. The Corporation will review these rules from time to time and may make changes.

2.General principles

Every effort will usually be made to avoid the use of disciplinary action where alternatives are appropriate. Where the matter is not resolved informally or is of a serious nature, the formal procedure will be used.

The Corporation will ensure that its members are familiar with the provisions in this procedure.

In the interest of ensuring that disciplinary matters are resolved as speedily as possible, time limits are given for appropriate stages in this procedure. These are for guidance only. If it is not practicable to adhere to these time limits, they may be amended. Due regard will be given to the personal circumstances of all parties involved in the procedure.

Where appropriate, the Corporation will consider alternative means of resolving problems, for example with training, counselling or use of other more suitable Corporation procedures, before implementing disciplinary action.

For formal action, the senior post-holder will be advised of the nature of the complaint against him or her and will be given the opportunity to state his or her case at a disciplinary meeting, following an investigation, before any decision is made.

Senior post-holders will be provided with any written copies of evidence and relevant witness statements in advance of a formal disciplinary meeting.

Normally, the formal disciplinary procedure will be followed in the order of the stages set out in Section 10 below but the Corporation reserves the right to impose sanctions at any level, or to skip levels, depending on the circumstances of the case.

Policy Title:	Disciplinary Procedure for Senior Post-holders	Staff Member Responsible:	Director of Human Resources
Version:	1.0	Review Date:	December 2021

No senior post-holder will normally be dismissed for a first breach of discipline except in the case of gross misconduct. Before imposing any disciplinary penalty, all relevant factors will be considered including the extent to which standards have been breached; the senior post-holder's general record, position and length of service and any special circumstances which might make it appropriate to adjust the severity of the penalty.

A senior post-holder will have the right to appeal against any formal disciplinary action. Accurate and timely records will be kept of all meetings and correspondence.

All reasonable steps will be taken to maintain confidentiality and written records of any disciplinary proceedings will be kept and maintained by the Corporation in accordance with the Data Protection Act 2018 and General Data Protection Regulation.

3. Investigations

No disciplinary action will be taken against you until the matter has been fully investigated by an individual nominated by the Corporation. The Corporation, will, at its sole discretion, determine who is an appropriate person to carry out the role of investigating officer (the "Investigating Officer"). You must cooperate fully and promptly in any investigation.

On completion of the investigation, the Investigating Officer will recommend whether a disciplinary hearing should be convened or some other steps taken in relation to the situation.

You do not have a statutory right to be accompanied at any investigatory meeting, but may request to be accompanied by a work colleague or trade union representative. Whether or not such a companion is allowed and, if they are, what their role is will be, is a matter for the Corporation's absolute discretion.

An investigatory meeting is not a formal disciplinary hearing. If, following an investigation, the Corporation believes that there may be a case to answer, a formal disciplinary hearing will be arranged in accordance with this procedure.

An investigation carried out following a student complaint, staff complaint or grievance, or under any of the Group's other procedures may form all or part of an investigation under this procedure, as appropriate.

4. Suspension

The Corporation may (at its absolute discretion) suspend you. This will only happen if it has reasonable grounds to believe you may be guilty of gross misconduct, where relationships have broken down, or where it believes that Group property or its responsibilities to other parties are at risk, or where your continued presence may hinder an investigation.

The decision to suspend is ultimately the responsibility of the Corporation, but may be exercised by the Chair or Vice-Chair, or by the Group Principal when the responsibility has been delegated.

Any such period of suspension is not a punishment, nor considered as disciplinary action against you, nor does it imply that any decision has been taken about your case. If the Corporation (or Group Principal, where the power is delegated) decides to suspend you from duty, you will be informed of the reasons for your suspension in writing, without unreasonable delay.

Any suspension will normally last only as long as required to enable an investigation into the circumstances giving rise to such belief of serious misconduct to be carried out and any disciplinary hearing to be convened.

You will be entitled to continue to receive your full pay unless there is a provision in your contract to the contrary.

5. Informal procedure

If appropriate, before taking formal disciplinary action, reasonable effort will be made to resolve matters by informal discussions with you. This will be dealt with either by the Group Principal or, if the Group Principal is the senior post-holder concerned, by the Chair of the Corporation, or in his or her absence the Vice-Chair of the Corporation.

The Group recognises that cases of minor misconduct or performance issues are often best dealt with informally. Therefore, minor lapses from acceptable standards of conduct or performance may result in an informal, oral warning or reprimands.

If, despite informal discussions (or if informal discussions are not appropriate), your conduct or performance does not meet acceptable standards, the formal procedure, described below, will be used.

6. Formal procedure for disciplinary meetings

If, upon completion of an investigation, there are reasonable grounds to believe that you have committed an act of misconduct, or are not meeting acceptable performance standards, the Corporation will invite you to attend a disciplinary meeting by advance written notice.

The letter or notice will:

- set out the nature of the allegations against you, and what is to be discussed at the hearing in sufficient detail to enable you to prepare your case;

- advise you of the possible consequences of the allegations against you;

- set out the date, time and place of the hearing;

- advise of your right to be accompanied at the hearing;

- advise who the Corporation's witnesses will be (if any);

- provide copies of the Corporation's witness statements, or where this is not possible, summaries; and

- provide copies of any other supporting evidence on which the Corporation intends to rely.

7. Attendance at disciplinary and appeal hearings

You should make every effort to attend any disciplinary hearing (including any appeal hearing). If either you or the person accompanying you cannot attend on the proposed date for the hearing, you may suggest a reasonable alternative date, which must be within five working days of the date first proposed. This five-day time limit may be extended by mutual agreement between you and the

Corporation. If you fail to attend any re-arranged hearing without good cause, the Corporation will be entitled to make a decision on the evidence available at the re-arranged hearing in your absence.

8.Right to be accompanied at disciplinary and appeal hearings

You are entitled to be accompanied at any disciplinary hearing (including any appeal hearing) by a fellow work colleague of your choice or trade union representative who meets the statutory requirements. Please note that it is your responsibility to secure the attendance at any hearing of any fellow work colleague.

You may not be accompanied by:

- any other person, such as a relative, without the prior agreement of the Corporation; or
- a legal representative.

The person accompanying you is entitled to address the hearing to put and sum up your case, respond on your behalf to any views expressed at the hearing and confer with you during the hearing. The person accompanying you does not have the right to answer questions on your behalf, address the hearing if you do not wish it or prevent the Corporation from explaining its case. Any work colleague who you have requested to accompany you will be given a reasonable amount of paid time off to prepare for and attend the hearing.

Before the meeting takes place, you must notify the Head of Governance of the name and contact details of your companion.

9.Disciplinary hearing

A disciplinary hearing will be convened as soon as reasonably practicable after the conclusion of the investigation and once you have had a reasonable opportunity to consider the information provided with the notice of the hearing. No decision will be made as to whether disciplinary action is to be taken or the nature of any disciplinary action to be taken before the hearing takes place.

If you wish to call relevant witnesses to the meeting, you should advise the Head of Governance of this in advance of the meeting.

Where possible, the hearing will usually be chaired as follows:

- where disciplinary action short of dismissal is being considered: the meeting will be chaired by a disciplinary panel of the Corporation consisting of at least two Governors.
- Where dismissal is a possible outcome: the meeting will be comprised of a special committee of the Corporation consisting of three Governors.

Neither the disciplinary panel nor the special committee shall include the investigating officer or the staff or student Governors. However, the Investigating Officer may attend to present the findings of the investigation and any supporting material.

At the hearing, you will be told about the complaint against you and taken through the evidence. You will be given an opportunity to state your case and challenge any evidence produced in support

of the allegations by the Corporation. You will be permitted to ask questions, present evidence and call witnesses (provided you have complied with advising the Head of Governance of your wish to call relevant witnesses in advance of the meeting). You will also be given an opportunity to raise points about any information provided by witnesses. Any witness you have requested to attend a hearing with you who is a fellow work colleague will be given a reasonable amount of time off work to prepare for and attend the hearing.

Decision

At the end of the disciplinary hearing, the panel will normally adjourn the meeting before making a decision. Following the adjournment, the panel may issue an oral decision. If the panel are unable to reach an immediate decision following the hearing, they will write to you with the outcome. This will usually be sent to you within five working days of the hearing, or as soon as reasonably practicable, together with an explanation of any disciplinary action to be taken and notification of your right to appeal.

10.Disciplinary action

There are four stages of disciplinary sanction. Other than in cases of gross misconduct, you will not normally be dismissed for a first offence. The Corporation reserves the right to impose sanctions at any level, or to skip levels depending on the circumstances of the case.

Stage 1: Verbal Warning

If your conduct or work performance does not meet acceptable standards, you will normally be given a formal verbal warning.

In misconduct cases: this formal verbal warning will give details of your misconduct, the improvement required and the time limit within which such improvement must be achieved. The warning will clarify that, if you commit a further offence of misconduct during the period specified in the warning, action under Stage 2 will be considered.

However, you will also be advised that if any further act of misconduct is sufficiently serious, the Corporation reserves the right to go to a further stage in the procedure. You will be advised of the right of appeal in accordance with Section 12 below.

In performance cases: this formal verbal warning will give details of your unsatisfactory work performance, the improvement required and the time limit within which such improvement must be achieved. The warning will set out what steps you should take to improve and will state that, unless such improvement is achieved within the period specified in the warning, action under Stage 2 will be considered. You will be advised of the right of appeal in accordance with Section 12 below.

A brief note of the verbal warning will be placed on your Personnel file. The warning will usually expire and will be disregarded for disciplinary purposes after a 6 month period, subject to your conduct or work performance having been satisfactory throughout that period.

Stage 2: First written warning

You will usually be given a first written warning if:

- 1.You commit a serious act of misconduct or the standard of your performance is seriously inadequate;
- 2.you fail to comply with a formal verbal warning given under Stage 1;
- 3.or despite having been given, under Stage 1, a formal verbal warning, you commit a

further offence of misconduct, or your work performance continues to be unsatisfactory.

In misconduct cases: this written warning will give details of your misconduct, the improvement required and the time limit within which such improvement must be achieved. The warning will state that, if you commit a further offence of misconduct during the period specified in the warning, action under Stage 3 will be considered. The written warning will also advise you of the right of appeal in accordance with Section 12 below.

In performance cases: this written warning will give details of your unsatisfactory work performance, the improvement required and the time limit within which such improvement must be achieved. The warning will set out what steps you should take to improve and will state that, unless such improvement is achieved within the period specified in the warning, action under Stage 3 will be considered. The written warning will also advise you of the right of appeal in accordance with Section 12 below.

A copy of the written warning will be placed on your Personnel file. The warning will usually expire and will be disregarded for disciplinary purposes after a 6 to 12 month period subject to your conduct or work performance having been satisfactory throughout that period.

Stage 3: Final written warning

You will normally be given a final written warning if:

- you fail to comply with a first written warning given under Stage 2;
- despite having been given, under Stage 2, a first written warning as the result of misconduct or unsatisfactory work performance, you commit a further offence of misconduct, or your work performance continues to be unsatisfactory; or
- your misconduct or unsatisfactory work performance, although not considered to be serious enough to justify summary dismissal, is sufficiently serious to warrant a final written warning.

In misconduct cases: the final written warning will give details of your misconduct, the improvement required and the time limit within which such improvement must be achieved. The warning will state that if you commit a further offence of misconduct, during the time limit specified in the warning, your employment may be terminated. The final written warning will also advise you of the right of appeal in accordance with Section 12 below.

In performance cases: the final written warning will give details of your unsatisfactory work performance, the improvement required and the time limit within which such improvement must be achieved. The warning will advise you as to what steps you should take to improve and state that, if such improvement is not achieved within the period specified in the warning, your employment may be terminated. The final written warning will also advise you of the right of appeal in accordance with Section 12 below.

A copy of the written warning will be placed on your Personnel file. The warning will expire, and will be disregarded for disciplinary purposes after a 12 to 18 month period, subject to your conduct and work performance having been satisfactory throughout that period.

Stage 4: Dismissal with notice

The special committee may, following a disciplinary meeting, give you notice of dismissal if:

- you fail to comply with a final written warning given under Stage 3;
- despite having been given, under Stage 3, a final written warning as the result of either misconduct or unsatisfactory work performance, you commit a further offence of misconduct or your work performance continues to be unsatisfactory.

The letter of dismissal will specify the reasons for dismissal, the date on which your employment will terminate and your right to appeal against the dismissal. You will also be told that you have a right to appeal in accordance with Section 12 below.

11. Gross misconduct/summary dismissal

You may be dismissed without notice or pay in lieu of notice if you are guilty of gross misconduct or some other fundamental breach of the Corporation's rules or your contract of employment. This means that there is no obligation on the Corporation to allow you to work your notice period or make a payment in lieu of notice.

If your behaviour justifies it, the Corporation may summarily dismiss you without any previous warning(s) having been given.

The Corporation shall, without unreasonable delay, provide you with written confirmation of your dismissal setting out the reasons for your dismissal, the date on which your employment will terminate and your right to appeal against the dismissal in accordance with Section 12 below.

Any steps which the Corporation can take under this section can also be taken by a special committee of the Corporation to whom the responsibility has been delegated by the Corporation, and the provisions of this section shall be read accordingly.

The following offences are examples of offences which are normally regarded as gross misconduct:

Theft or unauthorised possession of any property or facilities belonging to the Group, or to any employee or student.

- Serious damage deliberately sustained to Group property.
- Deliberate falsification of Group registers, reports, accounts, expense claims, self-certification forms or other documents.
- Attempted or actual bribery or corruption.
- Deliberate refusal to carry out duties or reasonable instructions or to comply with Group rules.
- Serious acts of insubordination.
- Serious negligence/incompetence which causes unacceptable loss, damage or injury.
- Serious incapability and/or misconduct as a result of being intoxicated by reason of alcohol or illegal drugs.
- Violent, dangerous or intimidatory conduct.
- Bullying or harassment of any student, member of staff or third party associated with the Group or Corporation.
- Violation of the Corporation's rules and procedures concerning health and safety at work.
- Unlawful discrimination.
- A criminal offence, which may (whether it is committed during or outside your hours of work for the Corporation) adversely affect the Corporation's reputation, your suitability for the type of work you are

employed by the Corporation to perform or your acceptability to other employees or to students.

- Deliberately accessing internet sites containing pornographic, offensive or obscene material
- Seriously breaching any of the Group's policies and procedures

The above examples are not exhaustive or exclusive and offences of a similar nature will be dealt with under this procedure.

12.Appeal

If you wish to appeal against a disciplinary decision you must within 10 working days of the date of the decision inform the Head of Governance in writing, stating the grounds for appeal.

The appeal will be heard by an appeal committee of the Corporation. In so far as is reasonably practicable, the committee will not include any member of the Corporation who has been involved in the disciplinary process in question so far. The committee shall not include the Group Principal, staff members or student members of the Corporation.

The appeal meeting will be held as soon as reasonably practicable after the notice to appeal has been received. You will usually be given at least five days' notice of the meeting date to allow you to prepare for the meeting.

At the appeal meeting, you will be given the opportunity to state your case and be accompanied by a representative of a trade union or fellow worker.

At the appeal, the disciplinary penalty imposed will be reviewed, but it cannot be increased. You will be notified of the appeal decision without unreasonable delay following the appeal meeting. The appeal decision is final.

13.Review of this Procedure

This procedure has been written in the light of a number of statutory regulations and may need to be amended if these regulations change.

The procedure will be reviewed periodically.

Approved by the Corporation 25 February 2020

Grievance Procedure for Senior Post-holders

1. Scope and purpose

- 1.1 This procedure applies to the Group Principal and senior post-holders as defined in the Corporation's Articles of Government. References to section numbers are to the numbered sections of this document.
- 1.2 Where the Head of Governance is also a member of staff at the institution, the Head of Governance is to be treated as a senior post-holder. If the Head of Governance raises a grievance under this procedure, the Corporation shall appoint an appropriate person to undertake the tasks that would otherwise be performed by the Head of Governance under these sections.
- 1.3 Unless the Corporation's Articles of Governance set out specific directions and procedures for dealing with grievances made by senior post-holders, these rules are for guidance only and are intended as a statement of the Corporation's policy and do not form part of any contract of employment or otherwise have contractual effect. The Corporation will review these rules from time to time and may make changes.

2. General principles

- 2.1 Every effort will be usually be made to resolve a grievance informally. If that is not possible or appropriate, the formal procedure will be used.
- 2.2 The Corporation will ensure that its members are familiar with the provisions in this procedure.
- 2.3 The Corporation will seek to establish the facts, including giving the senior post-holder an opportunity to set out their grievance, prior to making a decision in respect of any grievance.
- 2.4 In the interest of ensuring that grievances are resolved as speedily as possible, time limits are given for appropriate stages in this procedure. These are for guidance only. If it is not practicable to adhere to these time limits, they may be amended. Due regard will be given to the personal circumstances of all parties involved in the procedure.
- 2.5 A senior post-holder will have the right to appeal against the outcome of their grievance.
- 2.6 All reasonable steps will be taken to maintain confidentiality and written records of any disciplinary proceedings will be kept and maintained by the Corporation in accordance with the Data Protection Act 2018 and General Data Protection Regulation.

Policy Title:	Grievance Procedure for Senior Post- holders	Staff Member Responsible:	Director of Human Resources
Version:	1.0	Review Date:	December 2020

3. Stage 1 - Informal Procedure

3.1 If you have a grievance relating to your employment please raise the matter initially with the Group Principal (orally or in writing). If your grievance relates to the Group Principal or you are the Group Principal and wish to raise a grievance, please raise it with the Head of Governance, who will arrange for a member of the Corporation to consider the grievance.

3.2 The person considering the grievance will take appropriate steps to resolve the grievance as quickly as possible with you. He/she shall enquire into the grievance and will discuss it with you.

A written record of the discussion and the outcome will be provided within [ten] working days after the complaint is received. It is anticipated that most grievances will be resolved at this stage.

3.3 If the matter is very serious or you do not wish to raise the matter informally, you may proceed straight to the formal stage of the procedure.

4. Stage 2 – Formal Procedure

4.1 If the matter cannot be satisfactorily resolved under the informal procedure, or it is appropriate to do so, you should raise the matter formally by setting out your grievance in writing.

4.2 The grievance should provide full details of the complaint and should be addressed to the Head of Governance unless the grievance is about him/her in which case it should be addressed to the Group Principal. The recipient will determine who is best placed to deal with your grievance “the decision maker”.

4.3 The Corporation will, as soon as possible ideally within five working days, but no longer than ten, of receipt of the written grievance invite you to attend a grievance meeting.

4.4 You have the right to be accompanied at the meeting as detailed below. You and any companion should make every effort to attend the meeting.

4.5 At the meeting, you will be given the opportunity to explain the grievance and how you consider it should be resolved. The meeting may be adjourned if it is felt that further investigations are necessary or more time is needed to consider the grievance.

4.6 The decision maker will write to you with their decision as soon as reasonably practicable following the meeting; ideally within five working days, and normally within ten, of the meeting. The letter will outline, where appropriate, what action the Corporation intends to take to resolve the grievance, and of your right to appeal. If the decision maker does not uphold your grievance, their letter will set out the reasons. Any other parties involved in the grievance will also be appropriately informed of the outcome.

4.7 If it is not possible for a decision to be reached within ten working days, you will be informed in writing of the reasons for this and of the revised timescale.

5. Stage 3 -Appeal

- 5.1 If you are not satisfied with the resolution of the grievance under Stage 2, you may appeal against the grievance decision. Any such appeal must be submitted in writing, setting out the full grounds for the appeal, and sent to the Head of Governance within five working days of receipt of the decision reached at Stage 2.
- 5.2 The Corporation will, as soon as possible and in any event, within ten working days of receipt of the written appeal, appoint a committee of the Corporation ("the appeal committee") to hear the appeal.
- 5.3 You will be invited to the appeal hearing. You have the right to be accompanied at the meeting as detailed below. You and any companion should make every effort to attend the meeting.
- 5.4 The appeal committee will consider the appeal and may be supplied with all of the documentation submitted in relation to the earlier stages of the procedure. If the grievance involves another employee, the appeal committee may require the attendance of that employee at the appeal meeting, or any other employees who may be able to provide relevant information.
- 5.5 The decision of the appeal committee will be communicated in writing to you as soon as reasonably practicable following the meeting; ideally within five working days, and normally within ten, of the meeting. Any other parties involved in the grievance will also be appropriately informed of the outcome.
- 5.6 If it is not possible for a decision to be reached within ten working days, you will be informed in writing of the reasons for this and the revised timescale.
- 5.7 The appeal committee's decision shall be final.

6. Right to be accompanied at disciplinary and appeal hearings

- 6.1 You are entitled to be accompanied at any grievance hearing (including any appeal hearing) by a fellow work colleague of your choice or trade union representative who meets the statutory requirements. Please note that it is your responsibility to secure the attendance at any hearing of any fellow work colleague.
- 6.2 You may not be accompanied by:
 - any other person, such as a relative, without the prior agreement of the Corporation; or
 - a legal representative.
- 6.3 The person accompanying you is entitled to address the hearing to put and sum up your case, respond on your behalf to any views expressed at the hearing and confer with you during the hearing. The person accompanying you does not have the right to answer questions on your behalf, address the hearing if you do not wish it or prevent the Corporation from explaining its case. Any work colleague who you have requested to accompany you will be given a reasonable amount of paid time off to prepare for and attend the hearing.
- 6.4 Before the meeting takes place, you must notify the Head of Governance of

the name and contact details of your companion.

7. Review of this Procedure

This procedure has been written in the light of a number of statutory regulations and may need to be amended if these regulations change.

The procedure will be reviewed periodically.

Approved by the Corporation 25 February 2020

FRAMEWORK FOR OVERSEEING SETTLEMENT NEGOTIATIONS BETWEEN THE BOARD AND DESIGNATED SENIOR POST HOLDER

As required by the Financial Memorandum, a framework needs to be established for determining any settlement between a designated senior postholder and the Board.

The Financial Memorandum confirms that colleges should avoid spending public funds on settlements where disciplinary action would have been more appropriate.

FRAMEWORK

1. Appropriate professional (legal) advice must be obtained at all stages of negotiations and when determining any final settlement
2. The Board should consider establishing a special committee to oversee negotiations.
3. Reference in the first instance to the Remuneration Committee is appropriate, as the Board has discharged to this Committee responsibility for all matters relating to senior postholders.
4. The College will need to be able to demonstrate that payments in respect of termination are regular, secure value for money and are affordable. Full costings of any settlement offer must be made available and considered against the financial performance of the College.
5. Normally public funds should only be used to meet contractual requirements (i.e., payments in lieu of notice not to exceed contractual period of notice) and items such as pension enhancements within the limits set out in the relevant pension scheme rules. Exceptions should be justified by explicit and quantified reference to value for money.
6. Appropriate records of each stage of negotiations should be retained.
7. The outcome of negotiations to be reported to the Board for final approval.
8. Once agreement has been reached, all parties should sign a Compromise Agreement drawn up by the College's Solicitor.
9. Details of the financial costs of settlements to be made available to the College's external auditors for inclusion in year-end accounts.

Approved by the Corporation December 2015

GOVERNORS' SKILLS AUDIT

Governors are asked to complete this Skills Audit Checklist by answering the questions on this form by xx. It is good practice for the Corporation to carry out an annual Skills Audit to provide valuable information for the Search and Governance Committee to help them review the membership of the Corporation and to assist in identifying any skills gaps on the Corporation .

Competency Levels Explained

A **Basic Level** assumes some knowledge of the activity, attribute or behaviour.

At **Capable Level** , a governor is expected to have experience but is likely to need to seek advice for a complex issue.

At an **Accomplished Level** a governor will have knowledge and experience in relation to complex, specialist or non-standard issues. They will be aware of alternative approaches and can provide guidance and advice on this to others.

At an **Expert Level** , a governor will be widely recognised as an authority, both by others in the college and by external peers, for the knowledge and experience they have demonstrated over a significant period.

SKILLS AUDIT: checklist of your current skills and knowledge

Please tick the appropriate boxes. Remember that individual governors are not expected to possess all the areas of knowledge and skills listed.

		PROFICIENCY			
PROFESSIONAL EXPERTISE AND SKILL	NO EXPERIENCE	BASIC	CAPABLE	ACCOMPLISHED	EXPERT
The Corporation is responsible for the determination of the educational character and strategic direction of the College and oversight of its activities. Do you have knowledge and experience of:					
Setting strategy, objectives, strategic priorities and KPIs at Board level or equivalent of a large organisation					
Horizon scanning for potential opportunities and challenges					
Scrutinising partnership options and monitoring and evaluating their impact					
Oversight of an inclusive culture and accountability which ensures high standards of behaviour throughout an organisation					
Change management – leading an organisation through changes and/ or crises					
Overseeing curriculum development					
Considering labour market intelligence, local (Wandsworth / Sutton / Merton / Kingston) and national skills needs and how they are met					
Oversight of monitoring key stakeholder relationships - internal (students and staff) and external (E.g. Chamber of Commerce, Local Authorities)					
Education experience - please indicate all areas of provision where you have experience of working or governance:					
Primary Education					
Secondary Education					
Further Education					
Higher Education					
Apprenticeships					
Work experience for students					
The Corporation is responsible for approving the Quality Strategy of the College. Do you have knowledge and experience of:					
Oversight of the Quality and inclusivity of teaching and learning and the learning experience for all students..					
Monitoring performance and the achievement of planned outcomes - understanding the quality expectations of accountability agencies and, where there are weaknesses, monitoring the implementation of a rigorous action plan					
Considering implications of digital for outcomes for learners					
The Corporation is responsible for approving the annual estimates of income and expenditure; efficient and effective use of resources; safeguarding the college assets, and for the solvency of the College. Do you have knowledge and experience of:					
Financial analysis and oversight- Ability to assess the college's financial position effectively and monitor and steer its financial performance to stay solvent, develop sustainable financial plans and ensure financial obligations are met					
Risk management/ Audit / internal control processes- Ability to identify and assess credible risks to the college (its staff and students, processes, the environment, etc.) so as to oversee appropriate risk control and mitigation measures.					
Overseeing a sustainable Estates Strategy					
Environmental sustainability - Ability to use knowledge of the principles, methods and initiatives to improve environmental sustainability to develop a strategy to influence and achieve change for a sustainable future at the college					
IT / Management information systems/ Digital industries					
Marketing / Communications					

The Corporation is responsible for terms and conditions of service of the Principal and senior post holders, and for setting a framework for the employment of all other staff. Do you have knowledge and experience of:	NO EXPERIENCE	BASIC	CAPABLE	ACCOMPLISHED	EXPERT
Overseeing human resources strategy- Ability to interrogate the development of HR strategies aimed at achieving strategic objectives and establishing succession planning and compensation principles and policies.					
Recruitment and performance management of CEO and senior post holders					
Promoting board and organisational Diversity and Inclusion					
Monitoring Equalities Policies					
Succession planning – at board and senior postholder level					
The Corporation is responsible for monitoring compliance by STCG with statutory and regulatory duties. Do you have knowledge and experience of:					
Employment Law					
Health and Safety legislation					
Legal qualification – corporate or property law					
Charity Law or experience as a Charity Trustee					
Regulatory compliance experience					
Overseeing arrangements for Safeguarding					
Overseeing arrangements for the Prevent Duty					
Your personal cognitive / behavioural skills Do you have knowledge and experience of:					
Analysis and synthesis: Ability to absorb complex information and extract key elements from different sources, rationalise and interpret information and draw logical conclusions that support board deliberation and decision-making					
Critical Thinking: Ability to make connections between information from different sources and areas of knowledge, seek out other points of view and ask questions to clarify ideas and check their validity.					
Independence: Ability to provide the challenge required to help the board understand information and options, and achieve high standards of decision-making. Ability to form views that put the interests of the college above special interests or the status quo.					
Collaborative: Ability to work effectively with others in pursuit of board and college objectives. Ability to act in ways which respect the needs and contributions of others; and places team and task aims above individual needs.					
Performance Orientated: Ability to set challenging but achievable goals and standards of performance for oneself and others. Able to focus on achieving the goals and priorities agreed by the board and seek opportunities to maximise advantage for the college and its learners.					

Competency Levels Explained

At the **Basic Level** of a competency, a governor is expected to have some knowledge of the activity, attribute or behaviour. They will have some experience of activity and will not need supervision to operate at an acceptable standard.

At a **Capable Level** of a competency, a governor is expected to have the experience to carry out standard relevant tasks confidently and consistently without supervision. They may be able to support others at a Basic Level. However, they are likely to need to seek advice before carrying out more complex or non-standard tasks.

At an **Accomplished Level** of a competency, a governor will have the knowledge and experience to carry out complex, specialist or non-standard tasks confidently and consistently. They will be aware of alternative approaches and can provide guidance, instruction and advice on the activity to others.

At the **Expert Level** of a competency, a governor will be widely recognised as an authority, both by others in the college and by external peers, for the knowledge and experience they have demonstrated over a significant period.

The following questions are needed to help the board to monitor its own inclusiveness and diversity and your co-operation in providing answers to these questions, would be much appreciated .Please indicate your age using the choices below

Age:

16 - 18	19-24	25-34	35-44	45-54	55-64	65-74	75 and over	Prefer not to say

Which of the following most accurately describes you? Choose as many as you like

Male	
Female	
Non-binary	
Transgender	
Intersex	
If you wish to complete another answer please state	
Prefer not to say	

Do you identify as:

bisexual	
gay/lesbian	
heterosexual/straight	
don't know	
prefer not to say	
other	

Do you have an impairment, health condition or learning difference that has a substantial or long term impact on your ability to carry out day to day activities? Please choose all that apply

	No known impairment, health condition or learning difference
	A long standing illness or health condition such as cancer, HIV, diabetes, chronic heart disease, or epilepsy
	A mental health difficulty, such as depression, schizophrenia or anxiety disorder
	A physical impairment or mobility issues, such as difficulty using your arms or using a wheelchair or crutches
	A social/communication impairment such as a speech and language impairment or Asperger's syndrome/other autistic spectrum disorder
	A specific learning difficulty such as dyslexia, dyspraxia or AD(H)D
	Blind or have a visual impairment uncorrected by glasses
	Deaf or have a hearing impairment
	An impairment, health condition or learning difference that is not listed above (specify if you wish)
	Prefer not to say

Please indicate your ethnicity using the choices below

English / Welsh / Scottish / Northern Irish / British	Irish	Gypsy or Irish Traveller	Roma	Any other White background	White and Black Caribbean	White and Black African	White and Asian	Any Other Mixed / multiple ethnic	Indian	Pakistani	Bangladeshi	Chinese	Any other Asian background	African	Caribbean	Any other Black / African / Caribbean background	Arab	Any other ethnic group	Prefer not to say

Name.....Date.....

• Check your current knowledge and training needs

Please score priority of training needs with an expression of preference – 1, 2, 3.

Priority 1 is aspects of training which are particularly urgent and important to you.

Priority 3 is an area where you feel training would be of some value, but are not giving the matter priority.

Training Needs	Training Needs Priority 1-3
Roles And Responsibilities	
The roles and responsibilities of governors and the relationship and balance between governance and management	
Holding College leaders to account and providing effective challenge – how to ask powerful questions	
Governor responsibilities for equal opportunities matters	
Governor responsibilities for Health and Safety	
Governor responsibilities for Safeguarding and Prevent strategy	
Strategy And Educational Character	
The Corporation's role in developing College strategy and monitoring outcomes from the College's strategic plan.	
The relationship between College strategy and the wider employment environment	
The Curriculum and Quality Of Performance	
The ways in which the College's self-assessment procedures and Quality Improvement Action Plan are developed and implemented, and the involvement of governors in this process	
The ways in which the Corporation and its Committees oversee progress against strategic and quality improvement targets	
The ways in which the quality of teaching and learning is developed	
The roles of tutors and assessors	
Review and development of the College curriculum and how this relates to the needs of students and employment skill requirements in the local community and to national strategy	
The types of qualifications offered by the College	
The scope and purpose of the common inspection framework and preparation for Ofsted Inspection	
A mock inspection of Governance – Governance Internal Quality Assurance Review (IQAR)	
Assessing the impact of governance by the Corporation for students	
Students	
Student guidance and recruitment: the student journey	
Governors' responsibilities towards students	
Student behaviour and College security policies and Security staff	
Student enrichment beyond the basic course being followed	
The Student Union and its activities	
Equality and Diversity: student performance and the student experience.	
Support for students facing financial, domestic and academic difficulties	
Financial Management	
Governors' role in monitoring the financial position of the College , ensuring the college's solvency and the safeguarding of its assets	
Debate about the College's current and anticipated financial position	
Understanding Financial information including, cash flow, the balance sheet, financial performance indicators etc.	
The work and the role of the Audit Committee and the Board Assurance Framework and the key risks facing the College	
Human Resources	
The Corporation's responsibilities towards the staff, and the responsibilities it delegates to the Principal	
The Corporation's role in keeping under review the terms and conditions of employment of College staff	
The Corporation's responsibilities in the employment of senior postholders	
College industrial relations	
Appraisal of Performance and development of College staff	
Appraisal of Performance and development of the Principal and senior postholders	

PLEASE IDENTIFY ANY TRAINING NEED NOT LISTED ABOVE

Name.....
Date.....

GOVERNORS' FINANCIAL LIABILITY

Governors have two key forms of protection against any personal financial liability that may arise through their activities on behalf of the Corporation:

1. Established legislation makes provision for the Court to extinguish, reduce or vary the liability of any Governor who has acted ***honestly and reasonably***;
2. Insurance cover taken out by the College in respect of damages and costs for any acts, errors or omissions committed by the College, Governors and Officers whilst acting in those capacities.

Generally, if a problem in the college caused a loss to a third party, that third party would sue the Corporation and not individuals. This is because actions are taken in the name of the Corporation, which is a legal entity in its own right. In exceptional circumstances, it might be possible for a claimant or a successor corporation to sue an individual Governor, on the basis that it was his/her action or failure to act that caused the loss. In these unusual circumstances, the protections mentioned above would potentially be invoked.

Governors are not responsible for losses caused by acts of employees or agents of the Corporation unless they have personally procured the act that led to the loss or are in breach of their duties of skill and care and that led to the loss.

It is worth noting the basic duties of Governors.

1. Collectively to carry out the responsibilities set out in Clause 3 (1) of the Articles. These include responsibility for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets. This does not mean that Governors become personally liable simply by virtue of the insolvency of the institution. Personal liability in such circumstances would only be likely to arise if it was found that individual Governors had failed to discharge their responsibilities properly in accordance with the principles referred to below.
2. To act in good faith and in the best interests of the Corporation. Anything Governors do in their capacity as Governors they do, not on their own behalf, but on behalf of the Corporation. In making any decision, Governors should always have the best interests of the Corporation and the continued fulfilment of its functions at the forefront of their minds. Any ulterior motives or factors that are not relevant to such interests should not be taken into account.
3. In carrying out their functions as Governors, to exercise such powers of skill and care as they possess, at least at the same level that an ordinary prudent person might reasonably be expected to show when acting on their own behalf. Higher duties of skill and care are expected of people who are professionally qualified when acting within their areas of expertise, as opposed to people who are not qualified.
4. To avoid putting themselves in a position where they have a conflict of interests with the Corporation. For example, if Governors find that they have an interest in a personal or business capacity in a potential contract with the Corporation, they must declare that interest and ensure that they take no part in the Corporation's decision in relation to that contract.
5. Not to obtain any undisclosed benefit as a result of being Governor. In other words, Governors should not profit from their position and should not misappropriate or misuse Corporation assets or information. A Governor may be liable to repay any improper benefit and should always declare any benefits received.
6. To observe the rules of governance, ensuring that the Corporation stays within its powers (e.g. in delegation of duties and commercial decisions) and that actions are properly authorised. A third party could sue Governors who signed a contract that was unenforceable because the decision had been taken at an inquorate meeting.

In summary, any claim against a Governor personally is unlikely. In the event of a claim, Governors are likely to be protected by current legislation and by the College's own insurance, provided that they have acted honestly and with a reasonable level of skill and care (as they would in looking after their own affairs).

GOVERNOR REIMBURSEMENT FOR EXPENSES

General Principles

- 1 Governors are entitled to receive reimbursement for expenses incurred while undertaking Corporation business.
- 2 Expense rates paid to Governors will be the same rates that apply to College staff.
- 3 Expense claims can be made to cover the costs incurred for travelling to meetings, conferences, and training events. Governors are expected to claim for the cheapest method of travel.
- 4 Receipts need to be made available for all claims except for mileage claims.
- 5 College expense claim forms are to be used by Governors when claiming expenses.
- 6 Completed expense forms to be sent to the Head of Governance who will keep a record of all claims received.
- 7 The College to set up an annual budget for Governor's expense claims to allow for monitoring and disclosure in the College's financial statements.

Kingston Staff Expenses Claim Form

No:



Claimant

Faculty/Directorate

Once completed please attach receipts to the back of this form. Mileage should be listed on the reverse of this form (see "Back" Tab below) and total carried forward .

Date	Item (state purchase and/or event)	Travel Details			Total Value of Expense	Maximum Travel Claim	Amount Claimed			Budget Code
		Destination	Tick if Return	Total Miles from reverse			Nett of VAT	VAT	Total	
1										
2										
3										
4										
5										
6										
Total Claim										

Claimant

Signature

Date

Authorised by Head of School/Director/VP/Principal
(note- no one can authorise their own claim)

Signature

Date

For Finance Use

Amount

Actioned by

Cheque No

Bacs

Received by

Resource Ref

Claim No

Date

Date

For guidance on claiming expenses, please see notes on KC Online under Staff Portal/Document Store/ Standard Forms/ Staff Finance

This claim will be paid direct to your bank account. Please ensure Finance has your up-to-date bank details to avoid delays. (In accordance with Data Protection, any information given to Human Resources for payment of salary is not passed on to Finance and vice versa)

LOG SHEET

DATE	DETAILS OF JOURNEYS (also state reason for journey)		MILEAGE CLAIMED
Mileage Rates up to 10,000 miles - 45p per mile or 2nd Class Rail fare where cheaper Please carry totals forward to front of form		TOTAL MILES	
		at 45p per mile =	£
		2nd Class Rail	£
		TOTAL CLAIMED	£
If there is not enough space on this form please use another form and attach it to your claim			

POLICY ON THE SELECTION & REAPPOINTMENT OF GOVERNORS

(Excluding the Principal)

1. VACANCIES

1.1 Vacancies may arise from:

- the death of a governor
- the resignation of a governor
- the removal of a governor from office by the Board
- the expiry of the term of office of an existing governor

1.2 In all cases except the expiry of the term of office of an existing governor, the process for filling vacancies shall be that set out in paragraph 3 of this policy.

2. EXPIRY OF THE TERM OF OFFICE OF AN EXISTING GOVERNOR

2.1 At the commencement of the last year of a governor's term of office, the Head of Governance will make contact with the governor to see if they are willing for their name to be considered by the Search Committee to serve another term of office.

2.2 Governors seeking re-appointment will be required to complete a '*Governors Re-Appointment Self-Assessment*' Questionnaire' (Appendix I).

2.3 The Search Committee will review completed questionnaires and will make any re-appointment recommendations to the Corporation.

2.4 In circumstances where the governor is willing to be re-appointed, the Search Committee will consider whether to make a recommendation to the Board that the governor be appointed to serve for a further term of office. The Committee shall base their decision on the following factors:

- whether the skills of the governor are still required;
- whether the departure of the governor would afford the opportunity to improve the skill mix of the Board;
- the governor's contribution and commitment to the Board's work; and
- the gender/equality make up of the Board.

2.5 When the governor under consideration is a member of the Search Committee, that governor shall withdraw from the meeting and take no part in the decision or voting in relation to his/her future membership of the Board.

2.6 Where the Board accepts a recommendation from the Committee to appoint an existing governor for a further term of office, the Board shall make the appointment in accordance with the Instrument of Government of the College.

2.7 Where the Search Committee decides that the governor should not be appointed for a further term, a vacancy shall exist and shall be dealt with under paragraph 3 of this policy. Such a decision will be reported to the next meeting of the Board.

- 2.8 A governor who the Search Committee decides should not be appointed for a further term of office shall have no right of appeal against such a decision nor the right to be heard by the Committee or the Board on this issue.

3. FILLING OF VACANCIES

- 3.1 When a vacancy arises, for whatever reason, the Search Committee will give consideration to the skills mix required of the vacancy/vacancies to ensure that the Board has appropriate skills and expertise amongst its membership to enable the Board to discharge its responsibilities.
- 3.2 Consideration will also be given to the gender and equality of the current membership with the aim of working towards a Board membership that best reflects the community that the College serves.
- 3.3 Vacancies may be advertised either through the placing of an advert in local/national newspapers and periodicals or by advertising the vacancy on the College's website. Existing Board members will also be asked to bring the vacancy to the attention of any persons that they think might be suitable for appointment. Applications shall be submitted in writing to the Head of Governance to the Governors.
- 3.4 The Head of Governance will be responsible for assessing applicants against the person specification and required skills mix.
- 3.5 Interviewing shall be undertaken by a panel determined by the Search Committee. Minimum membership of the panel shall be the Group Principal / CEO, one other governor, and the Head of Governance.
- 3.6 The Board shall only appoint a governor on the recommendation of the Search Committee and shall do so in accordance with the Instrument of Government of the College. Appointments will be for a period of 4 years.

4 STAFF GOVERNOR

- 4.1 Nominations shall be sought from staff whenever a vacancy arises. If more nominations are received than vacancies exist, the Head of Governance will make the arrangements for an election to take place.
- 4.2 The Corporation shall only appoint a staff governor on the recommendation of the Search Committee and shall do so in accordance with the Instrument of Government of the College. Appointments will be for a period of 4 years.

5 STUDENT GOVERNOR

- 5.1 The Head of Governance will make the necessary arrangements for the student body to elect the student governors
- 5.2 The Corporation shall only appoint a student governor in accordance with the Instrument of Government of the College.

SOUTH THAMES COLLEGES GROUP CORPORATION

Governors Re-appointment Self Assessment Questionnaire

This self assessment questionnaire is designed for use by Governors who are being considered for re-appointment to the Governing Body. The questionnaire should be returned to the Head of Governance to the Corporation who will submit it to the Search Committee. The completed questionnaire will form the basis of the Search Committee's evaluation of the performance of the member before making a recommendation on re-appointment to the full Corporation. The Search Committee may make a decision on the basis of the completed questionnaire, or may in addition call a member for interview in case of the need for more information or clarification on any point. Only the Head of Governance, members of the Search Committee and auditors may see the completed questionnaires. Please continue on a separate sheet if necessary.

Name of member being considered for re-appointment:

Date of Evaluation by Search Committee :.....

	Yes	To Some Extent	No
SECTION 1 : TO BE COMPLETED BY THE MEMBER BEING CONSIDERED FOR RE-APPOINTMENT			
A Are you able to contribute as much as you would like to meetings? <i>Comments</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B Do you normally attend training events? <i>Comments : Please list any training events attended, either in-house or external training events</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
C Do you become involved in College activities (other than training events) e.g. Governor Link visits/Award ceremonies? <i>Comments : please list any college activities (other than training events) which you attended</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
D Do you undertake any additional roles apart from your membership of the Governing Body e.g. Chairing committees, membership of working groups etc If yes, please state which <i>Comments:</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
E Do you consider that your skills and experience remain relevant to the needs of the Governing Body (<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**This is particularly relevant for
Governors with more than 8
years' service)**

Comments:

**Signature of member seeking re-
appointment:.....**

Date:.....

**SECTION 2 : FOR COMPLETION BY THE HEAD OF
GOVERNANCE/ SEARCH COMMITTEE**

- a** **The member has achieved good attendance, and
normally at least 80% over an academic year, at
meetings (this section to be completed by the Head of
Governance based on published attendance figures)**

Year of Review

Average attendance (%)

- b** **The category of membership for which the Governor is
being considered remains appropriate**

Current Category

Proposed Category

Comments

- c** **(Where applicable) A nomination has been received/
renewed from a suitable nominating body**

Nominating body

Comments

Date received

- d** **Recommendation :**

Re-appoint for a period of _____years from _____(date)

Do not re-appoint ☐

Call for interview ☐

Other (please specify) ☐

POLICY ON THE INDEPENDENCE OF THE HEAD OF GOVERNANCE

The means through which the Corporation ensures that the Head of Governance is independent of the management of the College, has sufficient expertise and support to undertake the role and is able to provide the Corporation with independent advice, including independent legal advice, are as follows.

1. The Corporation has approved a clear job description for the Head of Governance in which the need to provide independent, unbiased and impartial advice and work independently from the Group Principal/ CEO at all times is identified.
2. The job description specifies that the Head of Governance is directly responsible to the Corporation (on a day-to-day basis, to the Chair).
3. The Head of Governance has no other management duties within the college.
4. The Chair undertakes the Head of Governance's appraisal including reviewing the independence of the Head of Governance and, when the appraisal has taken place, this is reported to the Corporation.
5. The Corporation requires of and receives from the Head of Governance advice and guidance directly to itself and its Committees on all aspects of governance and related issues.
6. The Head of Governance has direct and regular access to the Chair and Vice-Chairs of the Corporation, Chairs of Committees and individual Governors.
7. The Head of Governance is authorised to take direct legal and other professional advice for and on behalf of the Corporation: the College's solicitors are made aware of this arrangement.
8. The Head of Governance is authorised to seek confidential advice from the College's internal auditors relating to the College subject to the reporting of this to the Chair, the Vice Chairs, the Group Principal/ CEO, the Chair of the Audit Committee and the Chair of the Finance, Policy and Resources Committee at the earliest opportunity.
9. The Head of Governance will leave the Audit Committee meeting at least once a year when the internal auditors or the external auditors are present to allow any matters of concern to be raised directly with the Chair of the Audit Committee.
10. The Head of Governance is required to complete the Register of Interests.
11. The Head of Governance is trained and experienced in the role.
12. The Corporation requires the Head of Governance to undertake training and development activities such that it may satisfy itself that the training and development needs of the Head of Governance are being met.
13. The person of the Head of Governance shall not act as, on behalf of, or represent, the Group Principal / CEO of the College.

Last Review October 2018
 Next Review October 2021

Conflicts of Interest Policy¹⁵

Purposes of the policy

It is the policy of South Thames Colleges Group Corporation ("the Corporation") that all governors and senior staff attending Corporation and/or corporation committee meetings and corporation committee members who are not members of the Corporation must keep to the absolute minimum all unavoidable conflicts of interest between the interests of the Corporation on the one hand and the personal, professional and business interests of the member or committee member, or senior staff member concerned, and of persons connected with them¹⁶, on the other. This includes avoiding as far as possible perceptions of conflicts of interest, as well as potential and actual conflicts of interest.

The purposes of this policy are:

- to ensure that governors comply with their legal duties, including in particular those under the Corporation's Instrument and Articles of Government, and their duty to act only in the best interests of the Corporation;
- to protect the integrity of the Corporation's decision-making process;
- to enable all outside parties dealing with the Corporation to have confidence in the Corporation's integrity; and
- to protect the integrity and reputations of the Corporation's members, committee member and senior staff.

Disclosure of interests

From their appointment all governors, committee members and senior staff are required to make a full written disclosure of any business or personal relationships held, financial or property interests held, or gifts or hospitality received, that could potentially result in a conflict of interests. A declaration of interests form is provided and must be used for this purpose. Any question about whether a member has an interest which should be disclosed should be referred in the first instance to the Head of Governance for a determination.

Written disclosures will be kept on a register maintained by the Head of Governance and all governors, committee members and senior staff will be required to update their disclosure as and when their circumstances change. All disclosures will be reviewed on an annual basis at the beginning of each fiscal year. The register will be accessible by any person wishing to inspect it, in accordance with clause 10(5) of the Corporation's Instrument of Government].

Organisation of meetings where a member has disclosed an interest

Where a member has previously disclosed an interest and the Chair or Head of Governance is satisfied that the interest is relevant to an item on the agenda for a meeting of the Corporation or of a corporation committee the member concerned may not be sent the papers in respect of that item.

¹⁵ This policy should be read in conjunction with the Charity Commission's guide "Conflicts of interest: a guide for charity trustees" http://webarchive.nationalarchives.gov.uk/+http://www.charitycommission.gov.uk/charity_requirements_guidance/charity_governance/good_governance/conflicts.aspx.

¹⁶ For the definition of "connected person" see Charities Act 2011, s.188.

Decisions made other than at meetings

A similar approach will be adopted if the Corporation takes decisions other than by meetings, e.g. by written resolutions. Any member who has disclosed an interest considered by the Chair or the Head of Governance to be relevant to the matter to be decided by the procedure adopted will not be sent the proposed resolution and will not be allowed to vote on it.

Management of conflicts of interests in meetings etc.

This section of the policy should be read in conjunction with clause 10 of the Corporation's Instrument of Government.

In the course of meetings of the Corporation or of a corporation committee and all other activities all governors, committee members and senior staff will be required to disclose any interests they have in a transaction or decision where they, their family, their employer or their close business or other associates will or may receive a benefit or gain or they have any other interest of a type identified by the Corporation. If there is a failure to declare an interest that is known to the Chair of Corporation and/or the Chair of the committee or of any such meeting/person responsible for organising such activities and/or the Head of Governance, the Chair of Corporation or the Head of Governance will declare that interest. After disclosure of any such interest, in the case of a meeting the Governor, committee member or senior staff member concerned may be required by a majority vote of members not subject to such a conflicting interest to leave the room whilst the matter is discussed. The Governor or Committee Member will not be counted in the quorum for that part of the meeting and will not be permitted to vote on the question. In the case of all other activities, the governor, committee member or staff member concerned will not be permitted to participate in the consideration or discussion of the matter other than to disclose his or her conflict of interest.

All decisions of the Corporation or committee made following the declaration of a conflict of interest will be reported in the minutes of the meeting. The report will record:

- the nature and extent of the conflict;
- an outline of the discussion;
- the actions taken to manage the conflict.

Where a governor, committee member or senior staff member benefits from any such decision, this will (if the Corporation's auditors advise this to be necessary) be reported in the annual report and accounts in accordance with relevant accounting requirements.

Failure to disclose a relevant interest

The decision of the Chair as to whether a Governor has failed to disclose a relevant interest shall be final. Failure to disclose a conflicting interest may lead to a Governor or committee member being in breach of the Corporation's Code of Conduct as well as of this policy. It may also result in the Governor or committee 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 Governor's or committee member's membership of the Corporation or committee respectively. Such breaches by a senior member of staff may lead to disciplinary action being taken under the College's staff disciplinary procedures. See the Corporation's Standing Orders for details of the procedure to be used where it is proposed that a Governor should be suspended or have their membership terminated.

Failure by a Governor to disclose a conflicting interest may also be reported to the Secretary of State as principal charity law regulator. In the case of a serious breach of charitable duties by a trustee the Secretary of State may refer the matter to the Charity Commission, which has the power under the Charities Act 2011 to remove a charity trustee and/or disqualify a person from acting as a charity trustee.

Benefits for Governors and committee members

It is a basic principle of charity law that charity trustees, such as Governors, should not profit from their position, although trustees are entitled to be reimbursed for expenses actually and reasonably incurred in undertaking the business of the charity. The Corporation has approved a policy on reimbursing governors' and committee members' expenses and Governors and committee members must comply with this. In addition, clause 10 of the Corporation's Instrument of Government allows the Corporation to insure them against liabilities arising from their office.

The Charities Act 2011 provides a detailed process whereby, exceptionally, charity trustees or persons connected to them may be allowed to receive payment from the funds of the charity for goods or services provided by them to the charity under a contract for services. This procedure must be followed if a Governor or committee member wishes to receive such a payment.

Charity trustees are not allowed to receive remuneration simply for undertaking their duties as a trustee without the consent of the Charity Commission. This is only granted in exceptional circumstances.¹⁷ Similarly, charity trustees are not allowed to be employed by the charity under a contract of service save where allowed by the charity's governing document (as is the case with the Principal and staff governors), or by law, or with the consent of the Charity Commission, which is only granted in exceptional circumstances.

Data Protection

The information provided in disclosures will be processed in accordance with the data protection principles set out in the Data Protection Act 1998. Data will be processed only to ensure that Governors and committee members act in the best interests of the Corporation. The information provided will not be used for any other purpose.

Approved by the Corporation on 16 October 2019

¹⁷ See the Charity Commission's guidance *Payment and expenses of college governors*: <http://webarchive.nationalarchives.gov.uk/+/http://www.charitycommission.gov.uk/detailed-guidance/specialist-guidance/schools,-colleges-and-universities/payment-and-expenses-for-college-governors>. Legal advice should be obtained before submitting an application to the Commission.

DECLARATION OF INTERESTS FORM

Governors, committee members and senior staff are invited to register all financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect their judgment in relation to any aspect of the College's business. Governors should also declare relevant interests of their partner/spouse or close relatives which might be seen as a conflict. These declarations are entered on a register maintained by the Head of Governance. Having considered the attached guidance, governors should declare any interest in the space below. Where no interest exists please insert 'No Interest'. Governors should inform the Head of Governance whenever their circumstances change and interests are acquired or cease.

Once completed the declaration should be returned to Helen Meredith, Head of Governance
helen.meredith@stcg.ac.uk

I as governor, committee member or member of senior staff have set out below my interests* in accordance with the Corporation's conflicts of interest policy.

Category	<i>*Please give details of the interest and whether it applies to yourself or, where appropriate, a connected person as defined by the Charities Act 2011 such as a member of your immediate family, employer or some other close personal connection.</i>
Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise), e.g. trusteeships, directorships, local authority memberships, magistracy, tribunals etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Companies in which you hold more than 1% of the share capital.	
Gifts or hospitality in excess of £20 accepted in the last 12 months in relation to your role at South Thames Colleges Group.	
Any contractual relationship with the Corporation or any company or other organisation connected with the Corporation.	
Any other interests which you consider are appropriate to disclose and are not covered by the above.	

I declare the above interests on behalf of myself and members of my family and/or business partners. To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

General Data Protection Regulations - The Register of Interests is required by statute to be open to public inspection. Consent to the release of this information is taken as implicit in signing the declaration.

Signed: Date:
Position: Governor / committee member/ Senior Staff position):

REGISTER OF INTERESTS DECLARATIONS

DEFINITION

- 1.1 An Interest is defined as: Any interest, financial or otherwise, which is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of your independent judgment. Governors should consider whether members of the public, knowing such information, would reasonably conclude that the relevant interest might influence his or her judgment.

CONFLICTS OF INTEREST

- 2.1 Governors should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the College. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgment.
- 2.2 Governors must not receive gifts, hospitality or benefits of any kind from a third party in relation to their role as a College Governor which might be seen to compromise their personal judgment or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Head of Governance.

REGISTER OF GOVERNORS' INTERESTS

- 3.1 The Head of Governance will maintain a Register of Governors' and Committee Members' Interests which is to be open for public inspection. Governors should inform the Head of Governance, in writing, whenever their circumstances change and interests are acquired or lost. Completed forms will be registered in a file and be available for public inspection. The register will be updated in September every year and governors and committee members are asked to complete and return the attached register entry to the Head of Governance.
- 3.2 Governors are in the best position to decide what business interests are relevant and should be disclosed. However, they may find it helpful to consider whether any particular interest should be disclosed by reference to the following headings, which are set out as general guidelines:

Category of Interest	Information to be disclosed
Paid Employment	Name of employer and dates
Self-Employment	Include names of significant clients (e.g. more than 10% if income)
Partnerships in a business or professional partnership	Name of business or partnership
Consultancies	Name of Consultancy
Directorships	Name of companies
Elected Office	Name of Authority and position
Significant shareholdings	Name of company in which holdings exceed say 5% or more of the issued capital
Trusteeships	Name of body
Public appointments (paid or voluntary)	Name of body and position
Membership of professional bodies and trade or closed associations	Name of body and position
Other financial interests	Specify full details including any gifts and/or hospitality offered

- 3.3 Governors are invited to provide the same information, if known to him or her, in respect of his or her spouse or partner, children or other close relatives (e.g. living in the same household or a dependant). In deciding whether to provide this information staff should consider whether members of the public, knowing such information, would reasonably conclude that the relevant interest might influence his or her judgment.

1. Whistleblowing Policy and Procedure

Purpose and scope

- 1.1 All colleges face the risk of things going wrong or of unknowingly harbouring malpractice. South Thames Colleges Group takes malpractice very seriously and is committed to conducting our institution with honesty and integrity. We expect all staff to maintain high standards too. We encourage open communication from all those who work for us and we want everyone to feel secure about raising concerns.
- 1.2 All staff have protection under whistleblowing laws if they raise concerns in the correct way. This policy is designed to give staff that opportunity and protection. It does not matter if an individual who raises a concern is mistaken about it—staff do not have to prove anything about the allegation they are making but they must reasonably believe that the disclosure is made in the public interest and that the information they have tends to show some malpractice.
- 1.3 This policy applies to all our employees, officers, consultants, contractors and to other workers including agency workers, casual workers, volunteers, interns and home workers.
- 1.4 This policy does not form part of any contract of employment and we may amend it at any time.
- 1.5 Students are also encouraged to raise genuine concerns about suspected wrongdoing by making a complaint using the Group's Complaints, Compliments and Feedback Policy, accessed via the Website: [Link](#)

2. When to use this policy

- 2.1 There is a difference between whistleblowing and raising a grievance:
 - 2.1.1 whistleblowing is where an individual has a concern about a danger or illegality that has a public interest aspect to it, e.g. because it threatens students, third parties or the public generally; but
 - 2.1.2 a grievance is a complaint that generally relates to an individual's own employment position or personal circumstances at work.
- 2.2 This policy does not set out the procedure that applies to general grievances. If you have a complaint about your own personal circumstances, then you should use our Grievance Procedure in the first instance.

3. Malpractice covered by this policy

- 3.1 Whistleblowing is the reporting of suspected malpractice, wrongdoing or dangers in relation to the activities the college undertakes. The kinds of malpractice covered by this policy include:
 - criminal offences, including those in relation to bribery and corruption and tax evasion facilitation;
 - practices which could compromise the integrity and security of exams
 - miscarriages of justice;
 - danger to the health and safety of any individual;
 - damage to the environment;
 - breach of any legal or professional obligation, including those in relation to bribery and corruption and tax evasion facilitation;
 - deliberately concealing any of the above.

4. Our guarantee

- 4.1 We are committed to the principles set out in this policy. If you use this policy to raise a concern, we give you our assurance that you will not suffer any form of retribution or

detrimental treatment. We will treat your concern seriously and act according to this policy.

- 4.2 If you ask for a matter to be treated in confidence, we will respect this request and, unless the law requires otherwise, will only make disclosures to third parties or other staff with your consent.

5. Procedure for raising a concern

- 5.1 If you are concerned about any form of malpractice covered by this policy, you should normally raise the issue promptly with your line manager. If you feel you cannot tell your line manager, for whatever reason, you should raise the issue with the Head of Governance or the Director of Human Resources.
- 5.2 A concern can be raised by telephone, in person or in writing. It is preferable if it is made in writing. Although you are not expected to prove the truth of your concern beyond doubt or provide evidence, you will generally need to provide, as a minimum, details of the nature of the concern and why you believe it to be true, and the background and history of the concern (giving relevant dates where possible).
- 5.3 You may wish to consider discussing your concern with a colleague or trade union supporter before raising it formally under this policy but remember that once you have raised a concern formally (alone or with a colleague), in the interests of everyone involved, this is a confidential process.
- 5.4 You are encouraged to identify yourself when making a disclosure. If an anonymous disclosure is made, we will not be in a position to notify you of the outcome of action taken. Anonymity also means that we will have difficulty in investigating such a concern. STCG reserves the right to determine whether to apply this procedure in respect of an anonymised disclosure in light of the following considerations:
- The seriousness of the issues raised in the disclosure;
 - The credibility of the concern; and
 - How likely it is that the concern can be confirmed from attributable sources.
- 5.5 For further guidance in relation to this policy and procedure, or concerning the use of the disclosure procedure generally, you should speak in confidence to the Head of Governance.

6. Responding to concerns raised

- 6.1 We are committed to ensuring that all disclosures raised will be dealt with appropriately, consistently, fairly and professionally. We will arrange a meeting as soon possible to discuss the concern raised. You may bring a colleague or trade union supporter to any meeting that takes place. The companion must respect the confidentiality of the disclosure and any subsequent investigation. We may ask you for further information about the concern raised, either at this meeting or at a later stage.
- 6.2 After the meeting, we will decide how to respond. Usually this will involve making internal enquiries first, but it may be necessary to carry out an investigation at a later stage which may be formal or informal depending on the nature of the concern raised. External investigators may be brought in where necessary. Possible actions could include referral to STCG's auditors; or referral to relevant external bodies such as the police, Ofsted, the NSPCC, Health and Safety Executive or the Information Commissioner's Office. We will endeavour to complete investigations within a reasonable time.
- 6.3 If we consider that the disclosure does not have sufficient merit to warrant further action, you will be notified in writing of the reasons for STCG's decision and advised that no further action will be taken by STCG under this policy and procedure. Considerations to be taken into account when making this determination may include the following:
- If STCG is satisfied that you do not have a reasonable belief that suspected malpractice is occurring; or
 - If the matter is already the subject of legal proceedings or appropriate action by an external body; or
 - If the matter is already subject to another, appropriate College procedure.
- 6.4 If appropriate, any internal investigation would be conducted by a manager **at** STCG without any direct association with the individual to whom the disclosure relates, or by an external

investigator appointed by STCG as appropriate. S/he will investigate the concerns raised and possible courses of action to be taken (this may involve a confidential discussion with the Chair of the Audit Committee).

6.5 Any recommendations for further action will be addressed to the Group Principal / CEO or Chair of the Corporation as appropriate in the circumstances. The recipient will take all steps within their power to ensure the recommendations are implemented unless there are good reasons for not doing so.

6.6 We will keep you informed of the progress of the investigation carried out and when it is completed, and give you an indication of timings for any actions or next steps that we will take, but we cannot inform you of any matters which would infringe any duty of confidentiality owed to others.

6.7 If you are not satisfied that your concern has been appropriately addressed, you can appeal against the outcome by raising the issue with the Group Principal / CEO within ten working days of receiving the outcome. The Group Principal / CEO will make a final decision on action to be taken and notify you of the outcome in writing.

7. Confidentiality

7.1 All concerns raised will be treated in confidence and every effort will be made not to reveal your identity if that is your wish. If disciplinary or other proceedings follow the investigation, it may not be possible to take action as a result of a disclosure without your help, so you may be asked to come forward as a witness. If you agree to this, you will be offered advice and support.

7.2 We hope that all staff will feel able to voice their concerns openly under this policy. Although a concern may be raised anonymously, we encourage you give your name when reporting your concern whenever possible. If this is not done, it will be much more difficult for us to protect your position or to give feedback on the outcome of investigations. Concerns that are expressed completely anonymously are also much less powerful and are difficult to investigate.

8. Raising your concern externally (exceptional cases)

8.1 The main purpose of this policy is to give all our staff the opportunity and protection they need to raise concerns internally. We would expect that in almost all cases raising concerns internally would be the most appropriate course of action.

8.2 If for whatever reason, you feel you cannot raise your concerns internally and you reasonably believe the information and any allegations are substantially true, the law recognises that it may be appropriate for you to raise the matter with another prescribed person, such as a regulator (e.g. Ofsted/Department for Education/Education and Skills Funding Agency) or professional body, the NSPCC or an MP. A list of the relevant prescribed people and bodies for this purpose and the areas for which they are responsible is available from Protect (formerly known as Public Concern at Work) (see Clause 10), Further information and contacts, below) and on the GOV.UK website at:

<https://www.gov.uk/government/publications/blowing-the-whistle-list-of-prescribed-people-and-bodies--2>

8.3 We strongly encourage any individual to seek appropriate advice before reporting a concern to anyone external. Protect (formerly known as Public Concern at Work) is a leading independent charity whose main objectives are to promote compliance with the law and good practice in the public, private and voluntary sectors. They are a source of further information and advice and operate a confidential helpline. See Clause 10, Further information and contacts, below. If you seek external advice you must be careful not to breach any confidentiality obligations or damage STCG's reputation in so doing.

8.4 The NSPCC whistleblowing helpline is available if you do not feel able to raise concerns regarding child protection failures internally. The national child abuse whistleblowing advice line is on 0800 028 0285 or help@nspcc.org.uk.

9. Protection and support for those raising concerns

9.1 We are committed to good practice and high standards and to being supportive to staff who

raise genuine concerns under this policy, even if they turn out to be mistaken.

- 9.2 Any individual raising a genuine concern must not suffer any detriment as a result of doing so. If you believe that you have suffered such treatment, you should inform the Head of Governance or Director of HR immediately. If the matter is not dealt with to your satisfaction, you should raise it formally using our Grievance Procedure.
- 9.3 No member of staff must threaten or retaliate against an individual who has raised a concern and we will not tolerate any such harassment or victimisation. Any person involved in such conduct may be subject to disciplinary action and in some cases will be liable to a claim for compensation brought against them personally.
- 9.4 To ensure the protection of all our staff, those who raise a concern frivolously, maliciously and/or for personal gain and/or make an allegation they do not reasonably believe to be true and/or made in the public interest will also be liable to disciplinary action.

10. Further information and contacts

- 10.1 If you have any queries about the application of this policy, please contact Helen Meredith, Head of Governance or Daniel Fraser, Director of HR in the first instance.
- 10.2 Relevant regulators may include:

Name of regulator	Contact details
Her Majesty's Chief Inspector of Education, Children's Services and Skills	The Chief Inspector Ofsted Piccadilly Gate Store Street Manchester M1 2WD Tel: 0300 123 3155 Email: whistleblowing@ofsted.gov.uk
Secretary of State for Education/Education and Skills Funding Agency	Ministerial and Public Communications Division Department for Education Piccadilly Gate Store Street Manchester M1 2WD Tel: 0370 000 2288 Website: www.gov.uk/contact-dfe
The Health and Safety Executive	Tel: 0300 003 1647 Online form: www.hse.gov.uk/contact/concerns.htm
The National Society for the Prevention of Cruelty to Children (NSPCC)	The national child abuse whistleblowing advice line is on 0800 028 0285 or help@nspcc.org.uk .

- 10.3 Protect (formerly known as Public Concern at Work) is a source of further information and advice at www.pcaw.co.uk. It also provides a free helpline offering confidential advice on 020 7404 6609.
- 10.4 You may want to request counselling confidentially or other support from STCG's occupational health service. Any such request for counselling or support services should be addressed to the Director of Human Resources. Such a request would be made in confidence.
- 10.5 This policy has been approved and authorised by the Corporation.

Policy Title	Whistleblowing Policy and Procedure	Staff Member Responsible	Head of Governance
Version Date:	November 2022	Review Due	November 2025

Protocol on Link Governor Visits to the College and the role of Link Governors

Introduction

The DfE Further Education and Skills Inspection Handbook sets out the expectation that Governors should:

- know the provider and understand its strengths and weaknesses;
- support and strengthen the provider's leadership and contribute to shaping its strategic direction;
- provide challenge and hold senior leaders and managers to account for improving the quality of learning and the effectiveness of performance management systems.

In an outstanding College governors are expected to have a deep, accurate understanding of the provider's effectiveness that is informed by the views of learners, staff, employers and other stakeholders. They use this to keep the provider improving by focusing their actions on important areas.

A Link Governor Scheme has been set up to enable governors to develop a deep, accurate understanding of the South Thames Colleges Group's strengths and weaknesses. Under the scheme governors are linked to cross curricular areas and key themes, based on the needs of the student body and the Education Inspection Framework.

It is the responsibility of a Link Governor to familiarise themselves with their theme or area and provide a communication link between the Corporation and their linked area.

It is not always easy for a Governor to set aside time to visit the College during a working day, but the importance of visits by a Governor appointed as a Link Governor cannot be understated.

For such visits to be positive and supportive, they should be planned in a way that enhances the Corporation's understanding of the College's work.

Purpose

The primary purpose of the Link Governor Scheme is to provide governors with an insight into the College or area and to create a better understanding of the way in which strategic decisions of the Corporation influence provision at an operational level.

The purpose of their visits is to assist Link Governors in fulfilling their role as a Governor by:

- helping governors to develop in-depth knowledge of areas of college activity, including quality issues and targets and progress against quality improvement plans;
- demonstrating the Corporation's interest in and support for the students' activities;
- providing an opportunity for students and staff to meet informally with governors and
- enabling Link Governors to provide a brief factual report to Corporation on their visit and any issues raised and discussed.

Frequency

A Link Governor should visit the Group and focus on the theme they cover at least twice each Academic year, providing a short report on each occasion.

Arrangements

A visit by a Link Governor to be effective should:

- Be formally arranged and agreed with all parties before the visit takes place;
- Help governors to have an increased knowledge of the College's aims, of teaching processes and recent educational developments;
- Give the visiting governor the opportunity to ask questions;
- Enable governors to see how the College operates and inform their input into College strategic planning;
- Be an opportunity to celebrate and recognise what the College does well;
- Provide governors with an overview of the College curriculum management structure;
- Help to develop positive working relationships between governors, the Principal, senior managers and staff;
- Help to integrate the Corporation into the College team;
- Help the Corporation to make decisions in which staff feel confident; and
- Observe the boundary between governance and management.

Link Governor visits should **not** be:

- an inspection of the College or theme
- a direct involvement in the management of the area
- about making judgments on the quality of teaching, learning and assessment
- about pursuing a personal agenda - individual problems should properly be resolved by the Group Leadership Team
- about monopolising staff time
- there to interrupt and give ideas or suggestions during teaching time
- unplanned and unannounced
- used for expressing personal opinions, which may appear to give a commitment on behalf of the college.

Suggested Activities

- Tour of resources and classes: familiarisation visit
- Meet with staff to aid understanding of the curriculum, and the college's progress towards achieving its strategic objectives
- Meet with a focus group of students to aid understanding of the student experience
- Discussion with the theme leads and/or Heads of School on resourcing, accommodation, policies, staffing, practice, CPD
- Monitoring progress against the Quality Improvement Plan
- Attendance at College meetings, as an observer, if appropriate
- General visit to observe learning in action within classes to increase a governor's knowledge of the curriculum area; (**not** to inspect them)
- Attendance at open days, student shows, community events presentation of certificates of awards and exhibitions
- Engaging with employers at events arranged by the college.

Protocol for Visits

Pre-visit

- Agree the date and time of the visit with the relevant College Principal – at least 2 weeks in advance
- Agree the activity for the visit and how it will be conducted e.g. meeting, walk-about, focus group
- Managers should provide appropriate information/documentation to Link Governors in advance of visits, this might include:
 - structure chart;
 - list of classes to be visited (if any) on the day of the visit;
 - reports on recruitment, retention and achievement and performance targets;
 - reports highlighting key aspects of the areas activities

During the visit

- Principal, Assistant Principal or Head of School to meet the Link Governor
- Make a note of any questions you may wish to ask the staff – do not interrupt their teaching
- Introduce yourself to class teachers, as appropriate
- Remember to talk to the students when appropriate
- Do not make any comment about the quality of teaching, learning and assessment.
- Do not advise staff on professional matters
- Remember why you are there - it is a visit not an inspection
- Notwithstanding the above, give praise and encouragement where it is due!

After the visit

- Make time to discuss with the Principal, Assistant Principal or Head of School what you have observed
- Make notes about your observations while they are still fresh in your mind
- Any concerns or suggestions for improvement should be reported in confidence to the College Principal or Director of Quality and Learning Services
- A written report of the visit on the attached proforma should be drafted and shared with the Principal, Assistant Principal or Head of School for comment, before being given to the Head of Governance for submission to the Quality, Learning and Standards Committee of the Corporation.

Focus groups / Staff meetings

Suggested prompts for discussions / focus groups with students

- Explain the purpose of your visit.
- Do **not** ask students to comment on the teaching
- What do you enjoy most about the subject?
- How do you know when you have produced a good piece of work?
- Do you know how well you are doing at the moment?
- Do you know what you have to do to improve your work?
- One thing they would do to improve their learning?
- What have you done in this subject which you are particularly proud of?
- What ambitions do you have for the future (grades/ employment / university / courses etc)?

Suggested prompts for discussions with staff

- What are you currently working on with the class?
- What has been going well with the students?
- Are you happy that you are getting the best out of your students?
- How well do students work outside of class?
- Do you have any trips/conferences/development sessions planned in the yearly cycle?
- What key developments are you planning that you think will improve students' learning?
- Do you have any suggestions for improvements?

**South Thames Colleges Group
Link Governor Visit Record**

Name of Link Governor	
College, School or Section/Area to be visited	
Name of Manager visited	
Date of Visit	
Particular Areas Covered (including classes visited, if applicable):	
Governor Observations and Comments: Prompts: What did you see? What did you learn? What would you like clarified? How long did the visit last?	
Key Points for Feedback: Prompts: Any issues arising to be raised with the Corporation	

Copies to: *Principal, Chair of Quality, Learning and Standards Committee_*

South Thames Colleges Group Governors' Handbook

Section 5 – Key Reference Documents

References and Links



Department
for Education

Guidance

FE and sixth-form college corporations: governance guide

Updated 23 October 2023

The DfE Guide is a very comprehensive guide and is available on-line at the link below:

<https://www.gov.uk/government/publications/further-education-corporations-and-sixth-form-college-corporations-governance-guide--2/fe-and-sixth-form-college-corporations-governance-guide>

The Corporation is a Statutory Corporation set up under the [Further and Higher Education Act 1992](#) (FHEA 1992) and an Exempt Charity.

The Core Functions of the corporation include:

- determining or and developing your college's educational character
- setting and communicating your college's strategy and goals
- holding executive leaders to account for the educational performance and quality of your college, and for the performance of staff
- exercising effective control to ensure that funds and assets are protected, your organisation remains solvent and legal obligations are met

As a member of the Corporation, you are a governor and a [charity trustee](#).

The 6 main duties for a Trustee under charity law are:

1. Ensure your corporation carries out its purpose for the public benefit
2. Comply with your corporation's governing document and the law
3. Act in your corporation's best interests
4. Manage your corporation's resources responsibly
5. Act with reasonable care and skill
6. Ensure your corporation is accountable

Governors should follow the Nolan '[7 principles of public life](#)'. These are ethical standards expected of people in public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

Educational performance and quality of the college- Ofsted inspection

This will be inspected by Ofsted approximately every 3 years (or more often) under the Ofsted Education Inspection Framework

The Common Inspection Framework:



On inspection Ofsted looks at the 4 key judgments shown above

Quality of Education: Roughly 50% of the time taken on the inspection and the contribution towards the overall effectiveness judgment comes from the Q of E judgment. The other judgments take up about a third of the inspection time.

Quality of Education (Intent, Implementation, Impact)

Unpicking the Quality of Education:

Inspectors will consider the school's curriculum, which is the substance of what is taught with a specific plan of what pupils need to know in total and in each subject.

Inspectors will consider:

- the extent to which the school's curriculum sets out the knowledge and skills that pupils will gain at each stage (**intent**)
- the way that the curriculum developed or adopted by the school is taught and assessed in order to support pupils to build their knowledge and to apply that knowledge as skills (**implementation**)
- the outcomes that pupils achieve as a result of the education they have received (**impact**)

Behaviour and attitudes include attendance – some very real concerns at the moment that attendance has not returned to pre-pandemic levels. Do governors know what the college is doing to improve attendance?

Personal development includes extra items not part of taught curriculum E.g. safeguarding and personal relationships, mental health

Leadership and management can be impacted on by any failures in any of the other areas

On inspection Ofsted will seek evidence of the impact of those responsible for governance. They will determine whether governors provide confident, strategic leadership and create strong accountability for, and oversight and assurance of, educational performance to ensure continuous and sustainable improvement.

Ofsted will consider whether governors:

- know the provider and understand its strengths and weaknesses
- support and strengthen the provider's leadership and contribute to shaping its strategic direction
- ensure that the provider meets its statutory responsibilities
- provide challenge and hold senior leaders and managers to account for improving the quality of learning and the effectiveness of performance management systems

Compliance

The Corporation is responsible for ensuring legal and regulatory compliance across a range of areas, including:

- general principles of charity law and education law
- responsibilities as operators of an educational institution, such as [health and safety](#), [information management](#) and [employment law](#)
- conditions and obligations imposed by funding or regulatory bodies

Specific areas of compliance include, but are not limited to:

Careers guidance

High-quality careers guidance is important to help young people make an informed choice between progression to education or training at the next level or to employment. FE colleges are subject to a funding requirement to secure access to independent careers guidance. DfE's [careers statutory guidance](#) sets out what is expected of colleges, including use of the [Gatsby Benchmarks of Good Careers Guidance](#). Careers programmes should be published and need a strong employer focus, with opportunities for students to gain insights into different industries and sectors.

Equality, diversity and inclusion

Equality, diversity and inclusion (EDI) should be an integral part of the Corporation's strategy and business plans. It's important that EDI is championed and embedded throughout the College Group.

The [Equality Act 2010](#) applies to the corporation as:

- an employer
- a provider of a service or public function
- a provider of education
- a public body

The corporation is subject to the [Public Sector Equality Duty](#) and must have due regard for the need to:

- eliminate discrimination
- advance equality of opportunity and foster good relations between people who share a [protected characteristic](#) and those who do not

The corporation must publish equality objectives and information demonstrating how it meets these.

The Equality Act 2010 also includes specific requirements for education providers. In particular, to make reasonable adjustments for disabled students and is prohibited from discriminating against, harassing or victimising prospective and current students. The Equality Act 2010 provides similar protection to former students in certain circumstances – for example, when a college provides a reference.

The corporation must observe [gender pay gap reporting requirements](#). It's also good practice to publish pay gaps for other protected characteristics, such as ethnicity.

It's a funding requirement that your college must take all reasonable actions to offer equality of access to learning opportunities and to close equality gaps in student learning and outcomes.

Find out more about [equality, diversity and inclusion](#).

Education & Skills Funding Agency (ESFA) accountability agreement

Your corporation needs to enter into annual [accountability agreements](#) in order to receive money from ESFA.

Accountability agreements set out the requirements which your corporation must observe in areas such as:

- financial health and control
- education performance standards
- quality assurance
- public accountability
- the welfare of students

Breaches of an agreement may lead to [regulatory intervention](#), sanctions being imposed or termination of the agreement.

As STCG provides Higher Education (HE) courses it is also registered with the HE Regulator – The Office For Students (OFS) and so the corporation also needs to comply with the OfS regulatory framework and any relevant terms and conditions of funding.

Fraud and cyber security

Being able to predict, prevent and respond to fraud and cyber crime is vital to your corporation's security.

Your board must safeguard the corporation's money and assets and should protect them and the data it holds from all forms of fraud. The board should also be alert to the risk of cyber crime. This is criminal activity that targets or uses a computer, a computer network or a networked device.

Your board should ensure that:

- counter fraud, fraud response and cyber security strategies or plans are in place and are regularly reviewed - these should encompass the prevention, detection, investigation and recording of fraud and cyber security incidents
- fraud and cyber crime risks are regularly reviewed as part of its risk management strategy
- appropriate counter fraud and cyber security measures are in place, such as awareness training for staff

Your board must ensure that:

- significant cases of actual or suspected fraud or cyber crime are reported

Find out more about [fraud and cyber security](#).

Local skills: local skills improvement plans (LSIPs) and duty to review provision

The [Skills and Post-16 Education Act 2022](#) (the Act) has introduced local skills requirements for FE providers. These encompass the role of providers in local skills improvement plans and, for the FE sector, a duty to review education provision.

When meeting these requirements, your board, as charity trustees, must also act:

- in accordance with your organisation's charitable purpose
- in the best interests of your charity and current and future students

Engagement with employers to understand their needs is important for informing your board's decisions about providing the right education and training to enable students to secure suitable jobs.

Local skills improvement plans

Under the Act, local skills improvement plans (LSIPs) led by employer representative bodies (ERBs) will set out the key changes needed in an area to better align post-16 technical education and training to local labour market skills needs. LSIPs will be created by employers and FE providers working together, in discussion with key local stakeholders.

The Act places duties on FE Colleges to:

- co-operate with the designated ERB to help it to develop an LSIP, keep this under review and develop a replacement plan where appropriate
- have regard to the LSIP when considering their technical education and training offer

Duty to review provision in relation to local needs

There is also a new duty under the Act for the governing bodies of colleges, and designated institutions, to review how well their institution's provision meets local needs. Where a board oversees more than one college, such as in a college group, the duty applies separately with respect to each college.

Your board must:

- periodically review how well the education or training provided by your college meets local needs, having regard to statutory guidance
- consider, in the light of the review, what actions your college might take to better meet those needs
- publish the review on your college's website

Your board should carry out a review at least every 3 years, and consider carrying out these reviews in collaboration with the governing bodies of other local colleges.
LSIPs will be an important reference point when considering technical education and training.
Find out more about the [duty to review provision](#).

Political activities

There are restrictions on the use of your corporation's funds for [political activities](#).

Under your corporation's accountability agreement:

- your corporation must not use government funding to influence parliament, government or political parties
- the funding must only be used for the purpose of delivering the services agreed or for meeting any other requirement in the accountability agreement

Find out more about [political activities](#).

Prevent

Under the [Counter-Terrorism and Security Act 2015](#), the corporation must have due regard to the need to prevent people from being drawn into terrorism. This is known as the Prevent duty, and is part of the government's counter-terrorism strategy, [CONTEST](#).

Under the Prevent duty, FE providers and practitioners must promote British values in their practice. They must use opportunities to explore British values and to challenge extremism.

British values are defined as including:

- democracy
- the rule of law
- individual liberty
- mutual respect and tolerance for those with different faiths and beliefs

The Corporation should ensure that:

- there is an executive lead for the Prevent duty
- a risk assessment is carried out of where and how students and staff may be in danger of being drawn into terrorism
- governors and staff receive appropriate training and know the process for referring concerns to the appropriate body
- subcontractors that deliver courses meet the requirements of the

Prevent duty

- there are clear and easily accessible policies for:
- the management of events and the hosting of speakers
- whistleblowing
- complaints
- Prevent is embedded in your corporation's other policies, such as the use of IT equipment
- leaders and teachers exemplify British values in their management and teaching and through general behaviours in your college, including through opportunities in the FE curriculum

Find out more about the [Prevent duty](#).

Safeguarding

The Corporation must:

- make arrangements to safeguard and promote the welfare of students under 18 and [high needs students](#) (HNS) aged 18 to 25
- have regard to all the requirements of the statutory safeguarding guidance '[Keeping children safe in education](#)' (KCSIE), including the immediate steps to be taken when there are safeguarding concerns
- ensure that pre-appointment checks are carried out for new staff

The Corporation should ensure in particular that:

- a governor has leadership responsibility for safeguarding arrangements

- there is a designated safeguarding lead in the senior executive team, who takes day-to-day responsibility for safeguarding
- there are systems to support safeguarding, including an effective policy to protect children and high needs students aged 18 to 25 and procedures for raising concerns about staff

In addition, they should make sure that staff:

- read Part 1 of '[Keeping children safe in education](#)'
 - receive appropriate safeguarding and child protection training at induction plus regular updates
 - know what to do if they have concerns about a child
 - understand that concerns about sharing information should not stand in the way of keeping children safe
- Find out more about [safeguarding](#).

Serious incidents

A serious incident is an adverse event, whether actual or alleged, which results in or risks:

- significant loss to your corporation's money or assets
- damage to your corporation's property
- harm to your corporation's work, students or reputation

Serious incidents include fraud, cyber crime, extremism allegations and safeguarding issues.

Your board must ensure that serious incidents are reported promptly to:

- the appropriate authority, such as the police or, for safeguarding, the local authority
- external and internal auditors, your audit committee chair and/or ESFA, in line with your corporation's accountability agreement and the [Post-16 audit code of practice](#)

The Corporation must also meet OfS requirements regarding [reportable events](#).

Special educational needs and disability

Young people have special educational needs (SEN) if they have a learning difficulty or disability which calls for special educational provision to be made for them. Colleges play a valuable role in preparing students with special educational needs and disabilities (SEND) effectively for adulthood and employment. Your board is responsible for setting the values, culture and tone of your organisation. This includes creating an environment in which all students can thrive and play a full part in the life of the college.

Under the [Children and Families Act 2014](#), the Corporation must:

- use its best endeavours to ensure that the right support for students with SEN is put in place
- have regard to the [SEND Code of Practice](#);
- co-operate with local authorities in the exercise of their functions under the above Act, including the preparation and maintenance of education, health and care (EHC) plans for students with complex needs
- admit a student whose EHC plan names your college

There is a close connection between the duties relating to SEN and equality duties relating to disability (see [Equality, diversity and inclusion](#)). For example, equality objectives and information should typically include matters relating to the experience of disabled students and their education and employment outcomes. Many disabled students will also have SEN.

Find out more about [special educational needs and disability](#).

Whistleblowing

The Corporation must approve an effective whistleblowing procedure. This must be published on your college's website and regularly reviewed.

The Corporation should:

- ensure that staff and governors are aware of the whistleblowing process and understand what areas of malpractice or wrongdoing are covered by the



Further Education Code of Good Governance



Further Education Code of Good Governance

ASSOCIATION OF COLLEGES
FURTHER EDUCATION GOVERNANCE CODE

Foreword

from the National
Chairs' Council

Good governance is fundamental to a college's success. It sets the strategic direction, promotes a positive culture, prioritises the use of resources and provides assurance for legal and regulatory compliance.

College boards that actively develop their governance can better exercise responsibility in the use of their resources to improve the skills and life chances of young people and adults in the communities they serve. Those students are then more able to make a positive contribution to society, business, and the country's wider economic growth.

This code has been developed to support colleges to continually improve their governance for the delivery of high-quality teaching and learning for students. Good governance is much more than policies and processes. Behaviours, effective relationships, mutual respect, and honest conversations are also key attributes. This code seeks to bring these together within a set of principles that encourage innovation and leadership while avoiding prescription and complexity.

The National Chairs' Council looks forward to working with member colleges across the sector to set the firm foundations for effective governance going forward.



Simon Perryman
AoC National Chairs' Council Chair

Introduction

Who is this code for?

This code has been written specifically for the Further Education (FE) sector and is for general further education colleges, sixth form colleges, tertiary and specialist colleges and designated institutions in England¹. Most of these are exempt charities (established under the Further and Higher Education Act 1992) or registered charities. A few, both charities and non-charities, are companies limited by guarantee. Charity law and company law, therefore, forms a fundamental part of governance.

This code covers post-16 and adult education provision. It aims to support a rigorous approach to governance in the English FE sector. It is for boards to consider as part of their governance improvement plans to ensure that governance is working as effectively as possible.

The code has been developed in consultation with the FE sector and relevant stakeholders. It is a code by the sector, for use by the sector. The code's principles are universal and apply equally to all colleges. However, how the code's requirements are met is likely to vary depending on the size, complexity, activities, and circumstances of each college.

¹ The term college in this code refers to the legal entity of the FE provider.

How should this Code be used?

The FE sector is underpinned by a legal and regulatory framework. Colleges which were reclassified in 2022 as central government (those established under the 1992 Act) are also subject to the obligations of Managing Public Money and related regulatory requirements. This code does not attempt to replicate these legal and policy requirements or duplicate the governing document or Instrument and articles of government; these are an assumed foundation which are adhered to as a baseline. This code sets the governance principles and references statutory policies and government guidance.

The code is also not a compliance checklist, manual or guide for implementation. Detailed guidance on the mechanisms and practices of governance can be found elsewhere and some of these are referenced at the end of the code.

This code's focus is on the fundamental pillars of effective governance. It sets out six principles listed below.

Governance Principles

1. Determination of aims and strategic oversight
2. Responsibility and accountability
3. Leadership and integrity
4. Collaboration and stakeholder engagement
5. Regulatory compliance
6. Board and organisational effectiveness

The structure of the code for each of the above principles is as follows:

PRINCIPLE	The overarching principle			
	A rationale for each principle which sets out why it is important and how it applies to FE.			
Governance behaviours which support and promote the principle.	Recommended practices relevant to the principle (these are not exhaustive).	The outcome that the principle will achieve if good governance is embedded.	Suggested sources of assurance which include reviews, external verification, benchmarking, accreditation and inspection. These can be added to and adapted for local use.	

Describing each principle in this way is intended to encourage a change in culture about how governance is considered. The aim is to bring together behaviours, practices and process of governance, for the board to assess how successfully they are carried out using verification through external means (where available), and to provide assurance that governance is effective. This process of assessment will also inform governance improvement plans.

This approach broadens the remit of the code as the governance framework established cascades within the organisation. Responsibility for the code's observance lies with the board.

Governance itself is complex and not linear, with many inter-related aspects. Some behaviours, practices and sources of assurance may be relevant to more than one principle but may have only been included under one principle for simplicity.

As part of the ESFA's requirements for corporate governance and internal controls, colleges are required to work in full accordance with their adopted governance code and declare this in their Financial Statements (providing an explanation of any deviations from it).

This code is also consistent with the Office for Students (OfS) conditions of registration concerning management and governance. However, colleges who are registered with the OfS would still need to comply with relevant conditions of registration. Adoption of this code will not replace that.

Colleges can meet the code requirements in a manner they see fit to allow autonomy and flexibility whilst driving continuous improvement. Adoption of this code should not limit innovation in governance.

By adopting this code, boards will publicly be taking responsibility for the approach to governance in their college. This contributes to protecting the college's reputation and enhancing that of the wider FE sector, providing assurance to stakeholders.

This code will be regularly reviewed to ensure that it remains fit for purpose.

GOVERNANCE PRINCIPLES

PRINCIPLE

1

Determination of aims and strategic oversight



RATIONALE

The board is responsible for the strategic direction of the college, defining the core values, strategic aims, and key outcomes for students.

BEHAVIOURS

- The board sets clearly defined values.
- The board is student-centric, future-focused, and outward looking taking account of the communities it serves.
- The board is conscious of social, technological, economic and policy environments.
- The board puts students first, championing high-quality teaching and learning.
- The board promotes equity, diversity and inclusion (EDI) in every aspect of its work.
- The board promotes corporate social responsibility and environmental sustainability.
- The board models the behaviours that shape the culture.

OUTCOMES

- The values are lived by the board and underpin all board decisions.
- There are clear strategic aims for educational purpose informed by the interests of stakeholders and the environment in which the college operates.
- The principles of equity, diversity and inclusion are embedded within the college.

RECOMMENDED PRACTICE

- College's values, and mission statement.
- A strategic plan, regularly reviewed and updated.
- Annual Accountability Statement.
- A public benefit statement.
- Strategic risk register that includes risk appetite and risk tolerance.
- Regular assessment of approaches to EDI including an EDI policy and action plan.
- Due diligence for partnerships, subsidiaries and mergers.

SUGGESTED SOURCES OF ASSURANCE

- ESFA Annual Strategic Conversation.
- Accountability Agreement.
- Internal audit.
- External quality inspections including OFSTED.
- EDI awards and external accreditation.
- Environmental sustainability accreditation.
- External due diligence (for example by auditors, lawyers or funders).
- External governance review.

GOVERNANCE PRINCIPLES

PRINCIPLE

2

Responsibility and accountability



RATIONALE

The board is responsible for delivering the strategic aims through the efficient and effective use of resources, and for supporting and holding the senior leadership to account. The board is accountable to its stakeholders. FE governors are responsible for fulfilling their duties.

BEHAVIOURS

- The board scrutinises and constructively challenges performance against external benchmarks and validation to improve outcomes for students.
- The board supports the senior leadership and invests in their professional development.
- The board monitors the use of resources and ensures value for money.
- The board oversees risk and decides the level of risk tolerance.
- All governors act with reasonable care and skill.
- Board decisions are taken in an open and transparent manner.
- The board culture is based on honesty and information is shared openly, including by staff.
- The board is collectively accountable for its decisions.

OUTCOMES

- The delivery of high-quality teaching and learning through the effective and efficient use of resources, and the safeguarding of assets for current and future generations of students.

RECOMMENDED PRACTICE

- Self-assessment review (SAR).
- Performance monitoring of the quality strategy for teaching and learning.
- Key performance indicators for all aspects of the strategic plan particularly student experience and outcomes.
- Implementation of risk management policy and procedure.
- Open recruitment of senior post-holders with rigorous due diligence in accordance with employment and equality laws and instrument and articles of government or governing document².
- Setting senior post-holder objectives and the adoption of the college senior post-holder remuneration code.
- Compliance with HM Treasury Senior Pay Controls.
- Delivery of the EDI action plan and publication of an EDI annual report.
- A workforce strategy.
- Performance and development review process in place for all staff.
- Budget setting and reforecasts to deliver the strategic plan.
- Review of monthly management accounts.
- Governor site visits / governor lead roles.
- Adoption of and monitoring against the FE Climate Action Road Map.

SUGGESTED SOURCES OF ASSURANCE

- External quality inspections including OFSTED.
- Sector benchmarking.
- National Achievement Rates.
- Accountability Agreement.
- EDI awards and external accreditations.
- Internal Audit.
- Financial statements audit and limited assurance regularly engagement by reporting accountant.
- Funding audits.
- Sustainability accreditation.
- Investors in People Accreditation.

² In the case of Catholic sixth-form college corporations, refer to the requirements in the Bishops' Memorandum on appointment of teachers to Catholic schools'. Senior post holders whilst is a term specific to college corporations relates to roles which are appointed by and report directly to the board.

GOVERNANCE PRINCIPLES

PRINCIPLE 3

Leadership and integrity



RATIONALE

The success of the college is dependent on the objective and informed decision-making of its board to benefit students. The board and college leadership are to demonstrate the highest levels of professional integrity and conduct, always acting in the best interests of the college and students.

BEHAVIOURS

- The board and senior leadership act with honesty, trustworthiness, openness, and no undue bias.
- Externally appointed governors keep their independence.
- All governors understand the impact of real and perceived conflicts of interest and how this may affect the college's reputation.
- All governors feel able to speak out, question and challenge ideas in an open and non-confrontational environment.
- All viewpoints are respected, and differences are considered carefully when they arise.
- The board identifies and addresses any inappropriate power dynamics which may hinder progress of its aims, or conflict with its values.

OUTCOMES

- The board takes decisions impartially, fairly, and based on merit, using the best evidence available in the interest of the college and students.
- The board embraces the Nolan Principles, and through this promotes confidence and a positive reputation for governance in the FE sector.

RECOMMENDED PRACTICE

- The composition of the board is diverse in both EDI protected characteristics and thought; each person brings their way of thinking, identity, and personal experience to the board.
- A code of conduct is adopted.
- All practices are underpinned by the Nolan Principles.
- Conflicts of interest policy and a register of interests, hospitality and gifts are kept up to date.
- Transparency of decision-making is evidenced in the publication of non-confidential minutes on the website.
- There is full compliance with the instrument and articles of government or governing documents.
- A policy for the independence of the Governance Professional.

SUGGESTED SOURCES OF ASSURANCE

- Stakeholder engagement reviews.
- Annual governance self-assessment.
- External governance reviews.
- Financial statements audit.

GOVERNANCE PRINCIPLES

PRINCIPLE 4

Collaboration and stakeholder engagement



RATIONALE

Good stakeholder engagement contributes to effective boards. Boards have a duty to review how well the education or training provided by their college meets local skills needs. Stakeholders include students, prospective students, staff, employer representative bodies, employers, delivery partners, regulators, schools, universities, local authorities, the local community and job centres.

BEHAVIOURS

- The board embraces the student voice and ensures it underpins strategy.
- The board adopts strategies for engaging openly with the full range of stakeholders and supports collaboration for student benefit.
- The board takes into account stakeholder interests in the development of strategy.

OUTCOMES

- Courses offered meet students' needs and deliver a positive student experience.
- The strategy is responsive to local and regional skills needs, which better enables the progression of students into sustainable work, further and higher education and apprenticeships.
- There is stakeholder and public trust and confidence in the organisation.

RECOMMENDED PRACTICE

- Student engagement strategy and surveys.
- Appointment of student and staff governors.
- Internal and external communications strategies.
- College collaborations and partnerships.
- Annual curriculum review.
- Equity impact assessments.
- Two-way engagement with Employer Representative Bodies and employers.
- Staff engagement strategy and surveys.
- Course information and careers education advice and guidance for students.
- Complaints policy and procedure, with feedback used to make improvements.
- Consultation on significant changes.
- Community engagement.

SUGGESTED SOURCES OF ASSURANCE

- Local Skills Improvement Plans.
- College reviews of how well education or training meets local needs.
- FE Commissioner active support health check.
- Strategies for effective communication with stakeholders including consultation on significant changes.
- Skills inspections.
- Employer surveys.
- Local skills dashboards.
- External governance review.

GOVERNANCE PRINCIPLES

PRINCIPLE

5

Regulatory compliance



RATIONALE

FE is underpinned by a legal and regulatory framework with which boards must comply. Non-compliance can lead to poor performance, which may result in interventions, or incur penalties.

BEHAVIOURS	OUTCOMES	RECOMMENDED PRACTICE	SUGGESTED SOURCES OF ASSURANCE
<ul style="list-style-type: none"> The board is to ensure through policies and reporting mechanisms that the college complies with required laws and regulatory obligations. The board recognises when it needs to take external professional advice and acts accordingly. The independence and advice of the governance professional is respected and valued and their development is promoted. The board members undertake ongoing training and understand their duties as governors. 	<ul style="list-style-type: none"> The college complies with the law and fulfils its regulatory obligations. 	<ul style="list-style-type: none"> Full compliance with instrument and articles of government/ governing document. Policies and reporting are in place for key legal requirements including safeguarding, equity, diversity and inclusion, and health and safety. Compliance with Managing Public Money. Approval of financial regulations and compliance with Accountability Agreements, College Accounts Directions and Post 16 Audit Code of Practice. Anti-bribery and anti-fraud policies. Whistleblowing policy. Employment and human resources policies. Data protection and freedom of information policies. Compliance with OfS conditions of registration. Governors understand their equity and safeguarding duties and complete relevant training. 	<ul style="list-style-type: none"> External Governance Reviews. Internal audit. Financial Statements Audit. Audit Committee Annual Report. External advice.

GOVERNANCE PRINCIPLES

PRINCIPLE

6

Board and organisational effectiveness



RATIONALE

An effective board is fundamental to a successful college by providing leadership, direction, scrutiny, support, challenge, and evidence-based decision-making.

BEHAVIOURS	OUTCOMES	RECOMMENDED PRACTICE	SUGGESTED SOURCES OF ASSURANCE
<ul style="list-style-type: none"> The board understands its strategic role, retains responsibility and oversight but does not become involved in operational matters. The board adheres to clear structures and delegated authorities. The board actively selects individuals with a diverse range of skills, knowledge, and experiences. They work together to create a board that is capable of fulfilling its function. The triumvirate between the CEO, Chair and governance professional is effective and purposeful. The chair takes responsibility for leadership of the board and champions good governance. The board culture is open and transparent with support and constructive challenge. 	<ul style="list-style-type: none"> Governance is purposeful and effective. The college achieves its strategic aims and outcomes for students. 	<ul style="list-style-type: none"> Governance and committee structures and structures for college groups. Scheme of delegation and authorisation levels. Terms of reference for committees are regularly reviewed. Essential policies are in place and followed. Meetings are accurately recorded. Board papers are timely, relevant, accurate and accessible. Annual skills audit to inform appointment processes. Board composition is monitored and aims to reflect the communities the college serves. Governor role descriptions including for chair and vice chair. 	<ul style="list-style-type: none"> All governors give sufficient time to carry out their duties effectively. Annual governance self-assessment Governor succession and recruitment policy includes a formal, rigorous and transparent procedure for the appointment of governors. Performance review of the chair and governors. Governors should not normally serve for more than two terms (or a maximum of eight years). Governor training and development (including induction) individually and as a team. Governance arrangements in place for subsidiaries and partnerships.

- External Governance Review.
- Internal Audit.
- Financial Statements Audit.

References and supporting documents

- Accountability Agreement – Education and Skills Funding Agency
- College Accounts Directions – Education and Skills Funding Agency
- Charity Governance Code – CGC Steering Group
- Code of Conduct for Further Education Colleges – Eversheds LLP³
- Equalities Act 2010
- FE and sixth form college corporations: governance guide – Department for Education
- FE Climate Action Road Map
- Guidance for the approval of senior pay: senior pay controls – HM Treasury
- Guidance on Board Effectiveness – Financial Reporting Council
- Guidance on external governance reviews – Department for Education
- Higher Education Code of Governance – Committee of University Chairs
- Higher Education Regulatory Framework – Office for Students
- Higher Education Senior Staff Remuneration Code – Office for Students
- Keeping Children Safe in Education – Department for Education
- Managing Public Money – HM Treasury
- Nolan Principles - Committee on Standards in Public Life
- Post-16 Audit Code of Practice – Education and Skills Funding Agency
- Reclassification of FE Colleges, sixth form colleges and designated institutions in England to central government sector – Education and Skills Funding Agency
- Review how well the education or training provided meets local needs – Department for Education
- Senior Post Holder Remuneration Code – Association of Colleges
- The Essential Trustee – Charity Commission
- UK Corporate Governance Code – Financial Reporting Council

³. Available to subscribers

Seven Principles of Public Life

The Seven Principles of Public Life (also known as the Nolan Principles) apply to anyone who works as a public office-holder. This includes all those who are elected or appointed to public office, nationally and locally, and all people appointed to work in the Civil Service, local government, the police, courts and probation services, non-departmental public bodies (NDPBs), and in the health, education, social and care services. All public office-holders are both servants of the public and stewards of public resources. The principles also apply to all those in other sectors delivering public services.

Seven Principles of Public Life

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.

GLOSSARY OF ACRONYMS, TERMS AND MEANINGS

ACRONYM/TERMS	STANDS FOR.....	MEANS.....
A		
ACAS	Advisory, Conciliation and Arbitration Service	ACAS is a non-departmental public body to improve organisations and working life through the promotion and facilitation of strong industrial relations practice.
Achievement Rates		The main measure by which College FE results are judged: a calculation based on Retention rates, multiplied by Pass rates
ACL	Adult Community Learning	What used to be known as ‘Local Authority evening classes’
ACOP	Audit Code of Practice	ESFA requirements for audits and audit committees Now referred to as the Post-16 Audit Code of Practice.
AEB	Adult Education Budget	Budget for Education or Training for those aged 19 or over.
ALS	Additional Learning Support	Individualised support for students assessed as needing extra support (also refers to the additional funding that can be claimed)
ALUMNI		Former students.
AoC	Association of Colleges	FE Colleges’ Membership organisation/representative body
AP	Assistant Principal	
APL	Accreditation of Prior Learning	Form of assessment rather than exam – usually assessment of portfolios etc.
Apprenticeships		<p>Apprentices perform paid work while receiving training towards a “framework” of standards and vocational qualifications. Apprenticeships are at different levels:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Intermediate – including NVQ level 2 and equivalent to 5 A* - C GCSEs <input type="checkbox"/> Advanced – including NVQ level 3 and equivalent to 2 A levels Higher – including NVQ level 4 and equivalent to a Foundation Degree
B		
BAF	Board Assurance Framework	A board assurance framework (BAF) is a structured approach for ensuring that boards get the right information, at the right time and with a level of assurance attributed to each source of data.
BIS	(Department for) Business, Innovation and Skills	Government Department which is ‘sponsor’ department for Colleges. Now part of Department for Business, Energy and Industrial Strategy (BEIS).
BME / BAME	Black and Minority Ethnic	Commonly used phrase/categorisation.
Board	Board of Governors	Can also be referred to as the Corporation.
BTEC	Business and Technology Education Council	Awards largely vocational education qualifications.
C		
CAPEX		Capital Expenditure.
CBI	Confederation of British Industry	The representative organisation providing a voice for employers at a national and international level.
CC	Charity Commission	The Charity Commission for England and Wales regulates registered charities in England and Wales

ACRONYM/TERMS	STANDS FOR.....	MEANS.....
CCoGG	College Code of Good Governance	The AOC Code of Governance for English colleges
CIF	Common Inspection Framework	The criteria by which OfSTED inspect all types of post-16 provision. Usually reviewed every 4 years. New framework due September 2019.
CITB	Construction Industry Training Board	
CPC	Crescent Purchasing Consortium	Is owned and run on behalf of the FE sector. The income generated from CPC collaboration is invested into facilitating better procurement in FE institutions.
CCoGG	College Code of Good Governance	The AOC Code of Governance for English colleges
CIF	Common Inspection Framework	The criteria by which OfSTED inspect all types of post-16 provision. Usually reviewed every 3 years.
CITB	Construction Industry Training Board	
CLA	Children Looked After	
COVE	Centre of Vocational Excellence	
CPD	Continuing Professional Development	In service training.
CPC	Crescent Purchasing Consortium	Is owned and run on behalf of the Further Education sector. The income generated from CPC collaboration is invested into facilitating better procurement in FE institutions.
CRB	Criminal Records Bureau	Function now replaced by DBS
CSR	Corporate Social Responsibility	CSR aims to ensure that companies conduct their business in a way that is ethical. This means taking account of their social, economic and environmental impact, and consideration of human rights.
D		
DBS	Disclosure and Barring Service	Provide pre-employment checks on past convictions to ensure protection of children and vulnerable adults (formerly CRB checks)
DDA	Disability Discrimination Act	Anyone with a disability is protected by the DDA
DfE	Department for Education	The DfE is responsible for children's services and education, including higher and further education policy, apprenticeships and wider skills in England.
DPA	Data Protection Act	The Data Protection Act 2018 is the UK's implementation of the General Data Protection Regulation (GDPR).
DSL	Designated Safeguarding Lead	The person who has responsibility for ensuring the College's safeguarding policy is adhered to.
E		
E , D , I	Equality , Diversity & Inclusion	
EBITA	Earnings Before Interest, Tax, Depreciation and Amortisation	
Edexcel	One of the examination boards	
EDIMs	Equality and Diversity Impact Measures	Ways of measuring effectiveness of Equality and Diversity approaches.
EFL	English as a Foreign Language	
EHCP	Education & Health Care Plan	An EHC plan is a legal document that describes a child or young person's special educational, health and social care needs.

ACRONYM/TERMS	STANDS FOR.....	MEANS.....
EIA	Equality Impact Assessment	
ER	Employer responsive	
ESF	European Social Fund	The United Kingdom is using ESF funding to reduce inactivity among young people and the long-term unemployed and to improve training and skills.
ESFA	Education & Skills Funding Agency	Executive Agency of the Department for Education, providing funding for schools, 16-19 education and post-19 skills
ESOL	English for Speakers of Other Languages	
ETF	Education and Training Foundation	FE body owned by the sector with aim to improve professional standards and develop associated qualifications.
EV	External Verification/Verifier	The role is to participate in verification of qualifications in the subject area (s) concerned to ensure standards are maintained.
F		
FE	Further Education	
FEC	Further Education Commissioner	The Further Education Commissioner role was established in 2013 as an independent adviser to ministers. The Commissioner was given responsibility for assessing the capacity of leadership and governance in colleges and in local authority ESFA funded adult learning services that have serious weakness in quality or financial health.
FELTAG	Further Education Learning Technology Action Group	FELTAG mission statement: “FELTAG will aim to best support the agile evolution of the FE sector in anticipation of disruptive technology, for the benefit of learners, employers & the UK economy as a whole.” FELTAG was set up by the former Minister of State for Skills and Enterprise, Matthew Hancock.
FETL	Further Education Trust for Leadership	An independent think tank established to strengthen and develop the leadership of thinking from, in and about the further education system
FoI	Freedom of Information	The Freedom of Information Act 2000 provides public access to information held by public authorities.
FRS	Financial Reporting Standard	Another term for accounting standards or financial accounting standards.
FSA	Financial Statements Auditor	Term used for External Auditors.
FS	Functional Skills	Type of qualification.
FT	Full Time	
FTE	Full Time Equivalent	A unit that indicates the workload of an employed person (or student) in a way that makes workloads or class loads comparable across various contexts.
G		
GDPR	General Data Protection Regulations	The General Data Protection Regulation (GDPR) is a legal framework that sets guidelines for the collection and processing of personal information of individuals within the European Union (EU). The GDPR sets out the principles for data management and the rights of the individual, while also imposing fines
GCSE	General Certification of	Type of qualification.

ACRONYM/TERMS	STANDS FOR.....	MEANS.....
	Secondary Education	
GLH	Guided Learning Hours	Way of quantifying number of 'taught' hours
H		
H & S	Health & Safety	
HE	Higher Education	
HEFCE	Higher Education Funding Council for England	Former funding body and regulator for Higher Education.
HEI	Higher Education Institution	
HMCI	Her Majesty's Chief Inspector	Ofsted's Chief Inspector.
HMI	Her Majesty's Inspectorate (or Inspector)	Ofsted Inspector.
HNC	Higher National Certificate	Level 4 qualification - takes one year to complete, or two years part-time. An HNC is one level below an HND (generally equivalent to the first year at university).
HND	Higher National Diploma	Level 5 qualification - work-related course provided by higher and further education colleges. A full-time HND takes two years to complete.
HoT	Heads of Terms	A document setting out the main terms of an agreement reached between parties in a transaction.
I		
I&A	Instrument & Articles of Government	Governance Rules for FE corporations under the Further and Higher Education Act 1992 (as amended)
IAG	Information, Advice and Guidance	Guidance on careers and next steps
ICO	Information Commission/Information Commissioner's Office	The UK's independent authority set up to uphold information rights in the public interest, promoting openness by public bodies and data privacy for individuals.
ICT	Information Communication Technology	
IAS	Internal Audit Service	Usually contracted to external specialist accountancy firms
IFMC	Integrated Financial Model for Colleges	This ESFA model replaces the Financial Plan, the Financial Record, the Cash Flow forecast, and the CFADs model and requires submission annually.
IiP	Investors In People	Investors in People is a standard for people management, offering accreditation to organisations that adhere to the Investors in People Standard.
ILP	Individual Learning Plan	A 'route map' of how a learner will get from their starting point on a learning journey to the desired end point. Will include minimum predicted outcome as well as 'stretch and challenge' target.
ILR/ISR	Individualised Learner Record/ Individual Student Record	Student number count (the primary source of data at student and College level used for funding, planning and monitoring purposes. College make returns at designated points throughout the year)
Insolvency Regime		Introduced in 2018 and aligns insolvency practice for Colleges with company practice – AKA Technical and Further Education Bill.
IAS	Internal Audit Service	Another name for Internal Auditors.
IV	Internal Verification/Verifier	Internal Verification is a system for checking the quality

ACRONYM/TERMS	STANDS FOR.....	MEANS.....
		of assessment to make sure that it is valid, consistent, fair and reliable across assessors and programme areas.
J		
JANET	Joint Academic Network (Ja.net)	A network for the UK research and education community provided by Jisc, a not-for-profit company set up to provide computing support for education.
JISC	Joint Information Systems Committee	A not-for-profit company set up to provide computing support for education.
JVC	Joint Venture Company	
K		
KCSIE	Keeping Children Safe in Education	Sets out the legal duties you must follow to safeguard and promote the welfare of children and young people under the age of 18 in schools and colleges.
KPI	Key Performance Indicator	Target or Measure of performance
L		
LEA	Local Education Authority	Replaced by LA (Local Authority)
LAC	Looked After Children	Looked after children are now known as Children Looked After (CLA)
LGPS	Local Government Pension Scheme	Pension scheme available to FE College support/business staff
Level 1	Level of qualification or award	Equivalent to: GCSE Grades 1-3 (D-G); NVQ 1
Level 2	Level of qualification or award	Equivalent to: GCSE Grades 4-9 (A*-C); NVQ 2
Level 3	Level of qualification or award	Equivalent to: GCE A Level; International Baccalaureate; NVQ 3;
Level 4	Level of qualification or award	Equivalent to: NVQ4; HNC; Certificate of Higher Education
Level 5	Level of qualification or award	Equivalent to: HND; Diploma of Higher Education; Foundation Degree
Level 6	Level of qualification or award	Equivalent to: Bachelor Degrees
Level 7	Level of qualification or award	Equivalent to: Masters Degrees
Level 8	Level of qualification or award	Equivalent to: Doctoral Degrees
LGBTQ	Lesbian, Gay, Bisexual, Transgender and Questioning	
LLDD	Learners with Disabilities and Difficulties	
LMI	Labour Market Intelligence	The data includes information about the past, present and future structure and working of the labour market and the factors that influence it.
M		
MAT	Multi-Academy Trust	A multi-academy trust (MAT) is a single entity established to undertake a strategic collaboration to improve and maintain high educational standards across a number of schools.
Matrix	Matrix Standard	Accreditation for quality of provision of information, advice and guidance (IAG)
MIS	Management Information System	Data records and systems, used for funding calculations, enrolments and other management information
MOODLE		One provider of a Virtual Learning Environment (see VLE)
N		
NAO	National Audit Office	NAO is an independent Parliamentary body in the United Kingdom which is responsible for auditing central

ACRONYM/TERMS	STANDS FOR.....	MEANS.....
		government departments, government agencies and non-departmental public bodies. The NAO also carries out Value for Money (VFM) audit into the administration of public policy.
NAS	National Apprenticeship Service	NAS is a government agency that coordinates apprenticeships in England, enabling young people to enter the skilled trades.
NEET	Not in education, employment or training	Category monitored by Government and targeted for action
NIACE	National Institute of Adult Continuing Education	
NLG	National Leader in Governance	Free consultancy support is available to help providers with a range of governance issues. This programme is funded by the Education and Training Foundation.
NLSS	National Learner Satisfaction Survey	The learner satisfaction survey is an opportunity for existing learners to rate their learning or training.
NoC / Ntl	Notice of Concern / Notice to Improve	Notice of Concern /Notice to Improve (issued to colleges by the ESFA where there are concerns about financial health or financial control, or where the college fails to meet minimum levels of performance)
Nolan Report		A report on principles underlying governance – Nolan Principles.
NPHE provision	Non Prescribed Higher Education provision	
NSS	National Student Survey	The National Student Survey is an annual survey, launched in 2005, of all final year undergraduate degree students at HE institutions to assess undergraduate students' opinions of the quality of their degree programmes.
NUS	National Union of Students	NUS is the national voice of students helping them to campaign, get cheap student discounts and provide advice on living student life to the full.
NVQ	National Vocational Qualification	Available at Levels 1-5
O		
Ofqual	Office of Qualifications and Examinations Regulation	Ofqual is a non-ministerial government department that regulates qualifications, exams and tests in England.
OfS	Office for Students	Regulator for institutions providing Higher Education
Ofsted	Office for Standards in Education	Colleges and Schools inspectorate
OJEU	Official Journal of the European Union	Publication which displays tendering/procurement opportunities in the EU
P		
PFA	Provider Financial Assurance	Section within ESFA who oversee audit matters
PIAP	Post Inspection Action Plan	This is developed following an Ofsted inspection.
Pre-Entry Level		Qualifications in Basic Skills, necessary for entry into mainstream Further Education.
ProAchieve		A software package used to drive improved learner attainment, progress, achievement and retention.
ProMonitor		A software package which tracks student progress through the qualification and records on programme

ACRONYM/TERMS	STANDS FOR.....	MEANS.....
		performance.
Q		
QA	Quality Assurance	
QAA	Quality Assurance Agency for Higher Education	Conducts HE subject reviews; maintains UK HE Quality Code
QAR	Qualification Achievement Rates	National qualification information published by the government for FE, including apprenticeships. Formally called QSR (Qualification Success Rates).
QIP	Quality Improvement Plan	
R		
RAG	Red, Amber, Green	RAG system is a method of rating for issues or status reports, based on Red, Amber, and Green colours used in a traffic light rating system.
Retention		The percentage of students starting measured against those actually completing
RIDDOR	Reporting of Injuries, Diseases and Dangerous Occurrences	The Reporting of Injuries, Diseases and Dangerous Occurrences Regulations -a statutory instrument which regulates statutory obligation to report deaths, injuries, diseases and "dangerous occurrences", including near misses, which take place at work or in connection with work.
S		
SAR	Self-Assessment Report	Primarily, the main annual (autumn) self assessment exercise for Colleges. Provides basis for inspections
SEND	Special Educational Needs and Disability	A child or young person of compulsory school age is said to have SEND if they: Have a significantly greater difficulty in learning than the majority of others of the same age.
SES	Single Equality Scheme	
SFC	Sixth Form College	
SLA	Service Level Agreement	
SLDD	Students with Learning Disabilities and Difficulties	
SLN	Student Learner Number	Learner record.
SME	Small and Medium Enterprise	A firm with less than 250 employees.
SORP	Statement of Recommended (Accounting) Practice	A framework for charity accounting that all charities that prepare accrual accounts must follow.
SPH	Senior Postholder	In many colleges, a small number of senior members of staff are appointed by, and are directly accountable to, the governing body. These staff are known as 'Senior Postholders'. Because it appoints and directly manages Senior Postholders, the governing body has obligations to these individuals as their employer that it cannot delegate to the Principal.
SSA	Subject Sector Area	Categorisation for Inspection purposes (which may cross college organisational lines)
SSC	Sector Skills Councils	Oversee certain skills areas (replaced National Training Organisations and, previously, Industry Training Boards)
STEM	Science, Technology, Engineering and Mathematics	
Study Programmes		All students in full or part-time education aged 16 to 19

ACRONYM/TERMS	STANDS FOR.....	MEANS.....
		are expected to follow a study programme tailored to their individual needs, education and employment goals, including students with learning difficulties and/or disabilities.
T		
T Levels	Technical Levels	T Levels are new courses equivalent to 3 A Levels. These 2-year courses have been developed in collaboration with employers and businesses so that the content meets the needs of industry and prepares students for work.
TEF	Teaching Excellence Framework	HE provider assessment (Gold/Silver/Bronze) administered by the Office for Students
TL&A	Teaching, Learning and Assessment	
TLO	Teaching and Learning Observation	Observation and assessment of the quality of teaching (academic staff)
ToR	Terms of Reference	Written framework setting out responsibilities, accountabilities and delegations
TPS	Teachers Pension Scheme	Pension scheme open to FE lecturing/academic staff
TUPE	Transfer of Undertakings (protection of Employment)	The TUPE Regulations preserve employees' terms and conditions when a business or undertaking, or part of one, is transferred to a new employer.
U		
UCAS	Universities and Colleges Admissions Services	Its main role is to operate the application process for British universities.
UCU	Universities and Colleges Union	UCU is the largest trade union and professional association for academics, lecturers, trainers, researchers and academic-related staff working in further and higher education throughout the UK.
UNISON		The public service union – nationally recognised union for support staff.
URN	Unique Reference Number	
UTC	University Technical College	Established under school academy regulations to provide vocational and technically focussed education for 14-19 year olds and often sponsored by Universities and Colleges
V		
VA	Value Added	Measure of extent of progress made by the student whilst at College, used to assess quality and outcomes.
VADT	Value Added, Distance Travelled	
Validation		Confirmation of the appropriateness of a programme and the standards met.
VfM	Value for Money	<p>The National Audit Office (NAO) uses three criteria to assess the value for money of government spending i.e. the optimal use of resources to achieve the intended outcomes:</p> <p>Economy: minimising the cost of resources used or required (inputs) – spending less;</p> <p>Efficiency: the relationship between the output from goods or services and the resources to produce them – spending well; and</p> <p>Effectiveness: the relationship between the intended and actual results of public spending (outcomes) – spending</p>

ACRONYM/TERMS	STANDS FOR.....	MEANS.....
		wisely.
VLE	Virtual Learning Environment	The software and platform for e-learning (e.g. MOODLE)
VP	Vice Principal	
W		
WBL	Work Based Learning	Employment combined with training and achievement of recognised qualifications in the workplace
Y		
YPLA	Young People's Learning Agency	Government main funder 16-19 education from 2010-12. Replaced by EFA
YE	Year Ending	
YTD	Year to Date	