USP COLLEGE

MANUAL OF GOVERNANCE

2020 - 2021

THE GOVERNANCE ARRANGEMENTS OF THE CORPORATION OF USP COLLEGE

GOVERNANCE AND DELEGATION OF POWERS

Foreword

The Manual of Governance details the duties and responsibilities, systems and procedures relating to the governance of USP College. It has been adopted by resolution of the full Governing Body and will be the subject of annual review, updating and re-adoption when necessary.

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SECTION 1
Delegation of Powers

1.1 Introduction

Seevic College was established as an independent corporation on 1 April 1993 by the Further and Higher Education Act 1992.

The Corporation of Palmer's College was established under the Further and Higher Education Act 1992 for the purpose of conducting Palmer's College.

The Colleges of Seevic and Palmers merged on 1 August 2017 and the Corporation of Seevic-Palmer's College was established. The Corporation changed its name on 12 November 2018 to Unified Seevic Palmer's College, using the trading name of USP College.

The Manual sets out the arrangements made by the Corporation to address the key statutory responsibilities set out in the Instruments and Articles of Government, as prescribed by the Further Education Corporations (Former Further Education Colleges) (Modification of Instruments and Articles of Government) Order 2012 which came into force on 30 March 2012.

1.2 Role of the Corporation

The Articles charge the Corporation with the responsibility for oversight of USP's activities and the Articles define the respective duties and responsibilities of the Governing Body and the Principal and Chief Executive. Governors have responsibilities under current legislation as an employer, in particular for Health and Safety, Equal Opportunities and preventing discrimination.

The Education & Training Foundation and the Association of Colleges (AoC) identify two primary responsibilities of the Corporation as:

"The main business of the Governing Body (Corporation) is to determine the educational character of the college and to ensure its overall well-being and financial solvency".

1.3 Educational Character and Mission

The first element reflects the responsibilities set for the Board in the Articles of Government, which identify the first requirement as:

"the determination and periodic review of the educational character and mission of the institution and the oversight of its activities" (*Article 3(1)a*), and,

Approving the quality strategy of the institution. *(Article 3(1)b).*

Colleges are dynamic changing organisations that react or respond differently to the pressure for change placed upon them according to how they are managed or governed. Therefore, the determination of the educational character has a very particular importance, as the primary responsibility of the Board within the overall requirement is to take an overview of the whole institution when setting its future direction.

1.4 Financial Solvency

The second element, the responsibility of the Corporation for ensuring the statutory duties relating to **financial solvency** and the resources of the College, is set out in *Articles* 3(1) c and 3(1) d:

i) "The effective and efficient use of resources, the solvency of the institution and the Corporation and the safeguarding of their assets".
ii) "Approving annual estimates of income and expenditure".
iii) The Financial Memorandum from the Education and Skills funding Agency (ESFA) states: "The Governing Body is responsible for, and shall inform the ESFA of, any transactions that could jeopardise financial viability. The Governing Body shall demonstrate that all transactions achieve value for money for funds".

1.5 Distinctions between Governance and Management

The relationship between the Corporation and the Principal and Chief Executive is fundamental to the successful management of the affairs of USP, at the heart of which is the distinction between Governance and Management.

A College Employers Forum publication states:

"Dedicated part-time members of a board cannot, and it is cogently argued, should not, manage the affairs of the college, rather they should recognise their particular role and contribution and work in partnership and harmony with their Principal".

Therefore, the overall aim of the Corporation should be to agree its operational framework and strategies to ensure that it is able to monitor progress in implementing them. This requires having objective and effective means of knowing whether the College is being properly managed to fulfil its mission, and that it is in good financial health.

Ofsted noted in its report, "How Colleges Improve" that successful colleges "Had well informed Governors who challenged mangers vigorously on college's performance." Also,

"Except in the most unusual circumstances, it is not the function of the Governing Body to become involved in detailed scrutiny of the management and administration, and teaching programmes of the College. Rather, it will encourage the Principal to get on with the task, but within a clear framework of accountability, including the policies and objectives in the College's strategic plan that the Governing Body itself has approved".

Therefore, it is recognised that, to achieve this, it is both necessary and good governance for the Corporation to delegate matters to its Committees and to the Principal and Chief Executive (in accordance with the provisions of the Articles of Government), in a way that reflects the complexity of the college and the experience of the management team.

1.6 Delegation of Responsibilities by the Corporation of USP College

The Corporation accordingly delegates many of its functions to:

- its Committees
- the Principal and Chief Executive
- the Chair of Corporation

The arrangements for delegation are set out below, with the full text of the relevant Articles and appropriate extracts from the Financial Memorandum, in order to provide members with a clear statement of the arrangements for delegation in the context of the statutory provisions.

1.7 The Corporation

In accordance with its powers under the **Articles of Government** (Article 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 solvency of the institution and the Corporation and for safeguarding their assets,**
d) **the appointment of the Principal (or dismissal) or holder of a senior post,**
e) **the appointment (or dismissal) of the Clerk to the Corporation and**
f) **the modification or revocation of these Articles.**

Further, the **Financial Memorandum with the ESFA** states:

- The Governing Body of the College has responsibilities for ensuring that the College's funds are used only in accordance with the College's powers as set out in the Further and Higher Education Act 1992 and the College's own statutory duties and other obligations.

- The Governing Body is responsible for ensuring the solvency of the College and shall inform the ESFA of any transactions that could jeopardise financial viability. The Governing Body is responsible for achieving value for money in all transactions involving Public Funds.

- The Governing Body shall appoint an accounting officer with an appropriate separation of duties between executive and non-executive roles and responsibilities The expectation is that the accounting officer will be the Principal of the College. The Governing Body shall inform the EFSA in writing the name and the position of the accounting officer and if the accounting officer is absent from the College for an extended period as determined by the College, the name of the person who will discharge the accounting officer's responsibilities during the absence.

- The College shall inform the EFSA in writing of the vacating of filling of the positions of chair of the Governing Body and Principal and the Clerk.

- The College must notify the ESFA in writing if there is a change to the Corporation name.

The Corporation is an independent body and the Governing Body is responsible for the management of the College and for ensuring the financial viability of the Corporation.

The Corporation is therefore responsible for financial, estates and employment matters, including:

a) Monitoring financial performance and solvency, academic activities, including the achievement of students, management effectiveness and employment policies.
b) Authorising significant expenditure or variations in budget allocations in accordance with the Financial Regulations.
c) Determining the Financial Regulations.
d) Determining the Accommodation Strategy.
e) Determining all other matters that are not delegated to a Committee, to the Chair or to the Principal and Chief Executive.

The Corporation will govern with an emphasis on:

a) outward vision rather than internal preoccupation
b) encouragement of equality and diversity
c) strategic leadership over administrative detail
d) distinction between board and executive roles
e) decision making that is collective rather than individual
f) the future, as opposed to the past and present
g) proactivity rather than reactivity

1.8 The Chair

The Chair is responsible for ensuring on behalf of members that the business of the Corporation is appropriately organised by the Clerk and for acting as the communication link between Members and the Principal and Chief Executive.

From time to time, it will be necessary for the Chair, or the Vice-Chair in his or her absence, to act on behalf of the Corporation between meetings. There are occasions when issues arise which should be placed before the Corporation but the next scheduled meeting is too distant and it is not thought appropriate to call a special meeting. In such circumstances the Corporation **delegates to the Chair** authority to take action on behalf of the Corporation, after taking advice from the Principal and Chief Executive and the Clerk if this is appropriate, provided that;

- such a course of action is not contrary to the Articles of Government or other regulations,
- the Clerk to the Corporation, in consultation with the Chair and the Principal and Chief Executive, will judge if it is appropriate to seek the views of the Chair of the Committee associated with the issue,
- the actions taken by the Chair shall be reported to the next scheduled meeting of the Corporation, as appropriate.

In the case of discipline or grievance of a Senior Postholder the Corporation will follow the agreed procedures as outlined in the Association of College's (AoC) Disciplinary & Grievance Procedures for Senior Post Holders. Members of the Remuneration Committee will constitute the pool of members from whom a Special Committee shall be drawn - other eligible members may be co-opted for this purpose should the Remuneration Committee members be unavailable or ineligible.

1.9 Principal and Chief Executive

The Articles make the Principal and Chief Executive responsible for the organisation, direction and management of the College, including the effective working of the College's structures and systems, and for the leadership of the staff of the College.

The Statutory powers and duties of the Principal and Chief Executive are set out in **Article 3(2)**:

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 activities 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 estimates approved by the Corporation;
d) the organisation, direction and management of the institution and leadership of staff;
e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within a framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of staff; and
f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

Further under the **Financial Memorandum** the Principal and Chief Executive is identified as the Accounting Officer with the following responsibilities:

- The Governing Body shall require the Accounting Officer to take personal responsibility, which shall not be delegated, to assure them that there is compliance with the financial memorandum and all other terms and conditions of funding. The Accounting Officer may be required to appear before the Parliamentary Committee of Public Accounts on matters relating to the College's use of funds.

- The Accounting Officer shall be responsible for advising the Governing Body in writing if at any time, in his or her opinion, any action or policy under consideration by the Governing Body is incompatible with the Financial Memorandum. If the Accounting Officer has evidence that the Governing Body is acting in breach of the Financial Memorandum or any other terms and conditions of funding, the Accounting Officer shall inform the ESFA in writing.

The Corporation **delegates** further powers and **assigns responsibilities** to the Principal and Chief Executive as follows:

(a) Informing the Corporation, it's Committees or the Chair, as appropriate, of all significant matters, achievements, activities and events related to the work of the College.
(b) Determining the employment policies of the College, and reporting annually to the Corporation.
(c) Setting a framework for the pay and conditions of service of staff (except, as from time to time defined).
(d) Setting a framework of rules relating to the conduct of staff, including discipline, grievance, dismissal and suspension procedures, and reporting annually on the framework to the Corporation.

(e) Hearing any appeal against dismissal by a member of staff, where, in accordance with authority delegated by the Principal and Chief Executive, the dismissal has been carried out by another Senior Postholder.

(f) Setting a framework of rules relating to the conduct of students, including suspension, expulsion, discipline, academic appeals and complaints procedures, and reporting annually on the framework to the Corporation.

(g) Making any rules and bye-laws for the government and conduct of the College.

(h) Determining all matters relating to the establishment, constitution and conduct of any student body or other social or representative organisation for students, and reporting annually to the Corporation.

(i) Preparing or authorising the College's responses and communications to other organisations (including the ESFA) in accordance with Corporation policy.

(j) The Principal and Chief Executive shall not cause or allow any practice, activity, decision or organisational circumstances that is unlawful, imprudent, or in violation of generally accepted business and professional ethics or generally accepted accounting practices.

With respect to the treatment of students and staff of the organisation, the Principal and Chief Executive shall not cause or allow any practice, activity, decision or organisational circumstance that would cause or allow conditions that are unsafe, unfair or undignified.

1.10 Monitoring and Statutory Responsibilities

The Corporation "should be supplied in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties", [Higgs Report - Principles of Good Governance]. To that end, an annual calendar of Corporation and Committee meetings will be drawn up by the Clerk, in liaison with the Chair, Committee Chairs, the Principal, and members of the College Leadership Group. The calendar will identify the key standing reports and business items that will enable the Corporation to fulfill its monitoring role, and meet its statutory responsibilities.

Reports should be written at executive summary level, with context given to the subject matter of the report and restatement of relevant key performance indicators, targets, and local and college benchmark data; an executive summary, together with expected outcomes and relevant supplementary information, should provide Members with the information necessary to fulfill their responsibilities.

It will be the responsibility of members to "constructively challenge and contribute to the development of strategy" and "scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance", satisfying themselves "that financial information is accurate and that financial controls and systems of risk management are robust and defensible". [Higgs Report-Code of best practice].

1.11 Corporation Committees

The Corporation has established the following Committees:

- Risk and Audit
- Finance and Resources
- Quality
- Remuneration
- Search and Governance

The Corporation **delegates** powers and responsibilities set out in the terms of reference. The Corporation shall appoint the Committee Chairs.

The current membership of the Corporation and its Committees is set out in Membership of Committees this may be varied from time to time by resolution of the Corporation.

1.12 Review

The Corporation agrees to review annually the operation and appropriateness of the delegation of powers and responsibilities.

1.13 Statements Made on Behalf of the Corporation or the College

Unless otherwise agreed by the Corporation to meet the needs of specific circumstances, **it is agreed that** the following will only make statements on behalf of the Corporation:

- the Chair
- the Principal and Chief Executive
- the Clerk

It is recognized that the majority of items, which require public statement, concern the strategic management and day-to-day operation of the college and thus are dealt with by the Principal and Chief Executive.

Members should exercise care in responding to correspondence and avoid implying that they speak on behalf of the College or Corporation, except when specifically authorized. Advice should be sought from the Clerk, the Chair or the Principal in such circumstances.

1.14 The Corporation Seal

The Corporation Seal is affixed to certain documents to express the Corporation's intention to bind the College. The application of the seal of the Corporation shall be authenticated by:

a) the signature of either the Chair (or another member of the Corporation with the exception of the staff and student governors).

b) the signature of any other member (with the exception of the staff and student governors).

1.15 Resolution

The Corporation approves the Governance arrangements, as set out in this paper, "Governance and Delegation of Powers". This document replaces all previous resolutions and statements on Governance and Delegation of Powers

SECTION 2
Corporation Committees – Terms of Reference

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2.1 Risk and Audit Committee

1. Purpose of the Committee

The purpose of the Risk and Audit Committee is to advise the Corporation on the adequacy and effectiveness of the Corporation's assurance framework. The assurance framework comprises such third party advisers appointed to assist with assuring the Corporation of the adequacy and effectiveness of the internal control and management systems.

In addition, the Risk and Audit Committee advises and supports the Corporation in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities including the required format of the Corporation's statement of corporate governance and internal control.

2. Constitution

The Committee should comprise at least four Corporation members. Co-opted members may also be appointed with relevant experience.

The Committee has a responsibility to maintain its independence in appointing members and to include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Committee should have recent, relevant experience in risk management, finance and assurance.

The Clerk to the Corporation shall be the Clerk to the Committee.

In accordance with the provisions of the Articles of Government and the views of the relevant funding bodies, the following are not eligible to serve as members of the Committee:

- The Principal and Chief Executive
- The Chair of the Corporation
- Staff and student members
- Members of the Finance and Resources Committee

The quorum necessary for the transaction of the business of the Committee shall be a minimum of three members of the Committee.

The Committee will normally meet on at least three occasions each year, on dates set in the calendar approved annually by the Corporation. A special meeting of the Committee can be called either by the Clerk, at the request of the Chair, or by any two Members under similar general rules that apply to Special Meetings of the Corporation.

3. Appointment of Chair of the Risk and Audit Committee

The Chair of the Risk and Audit Committee shall be appointed by the Corporation from among the independent members of the Committee.

Any External Co-opted member shall not be eligible to serve as Chair.

The Chair will hold office for two years or for a longer period if this is considered to be appropriate. Normally the period of office will commence at the first meeting of the academic session.

If the Chair is absent from any meeting of the Committee, the members of the Committee present shall choose one of their number to act as Chair for that meeting having regard to the provision above.

The Chair may at any time resign from office by giving notice in writing to the Clerk to the Corporation.

The retiring Chair shall normally be eligible for re-appointment.

4. Observers and Guests

Each Corporation member may be entitled to attend any meeting of the Committee as an observer. The Committee may invite any other person to attend its meetings as a guest.

Where it is known in advance of a meeting that a member with specific expertise will not be in attendance at the meeting, the Chair of the Committee, through the Clerk, may seek to identify one or more appropriate members of the Corporation who might be available, at short notice, to attend the meeting and to provide the relevant expertise. Individuals appointed to attend a meeting on this basis shall be counted in the quorum for the meeting. Those individuals may not include staff or student members, the Principal and the Chair of the Corporation.

At least once a year the Committee shall meet with each of its auditors without a member of College management being present. The Committee is entitled, wherever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the quorum necessary) to exclude any, or all, participants observers or guests, except the Clerk to the Corporation.

5. Terms of Reference

5.1 To assess and provide the Corporation with an opinion on the adequacy and effectiveness of the Corporation's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets

5.2 To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the internal audit service (IAS) and the external auditors and to establish that all such assurance providers adhere to relevant professional standards.

5.3 To inform the Corporation of any additional services provided by the external auditor and other assurance providers and explain how independence and objectivity were safeguarded.

5.4 To advise the Corporation on the scope and objectives of the work of the IAS and external auditors.

5.5 To ensure effective co-ordination between the IAS and external auditors.

5.6 To consider and advise the Corporation on the internal audit strategy including audit needs assessment and the strategic and short term audit plans for the IAS.

5.7 To advise the Corporation on internal audit assignments and annual reports and on control issues included in the management letters of the external auditor (including their work on the regularity audit) and management's response to these.

5.8 To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignments and annual reports, the external auditor's management letter and spot check reports.

5.9 To review the College's published annual financial statements, the Audit Findings report of the external auditor and the Letter of Representation, focusing particularly on:

a) any changes in accounting policies and practices
b) major judgmental areas
c) significant adjustments resulting from the financial statements audit and any unadjusted items identified during that audit
d) compliance with accepted accounting standards and legal requirements

5.10 To recommend the annual financial statements and the Letter of Representation to the Corporation for approval

5.11 To consider and advise the Corporation on relevant reports by the National Audit Office (NAO), the EFSA and other funding bodies and, where appropriate, management's response to these.

5.12 To establish, in conjunction with College management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and the external auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate.

5.13 To produce an annual report for the Corporation and the Chief Accounting Officer (the Principal) in line with the latest Audit Code of Practice.

The annual report is submitted to the Corporation before the statement of corporate governance and internal control in the annual accounts is signed and summarises the Committee's activities relating to the financial year under review to cover:

a) a summary of the work undertaken
b) any significant issues arising up to the date of preparation of the report
c) any significant matters of internal control included in the reports of audit and assurance providers
d) the Committee's view of its own effectiveness and how it has fulfilled its terms of reference
e) the Committee's opinion on the adequacy and effectiveness of the Corporation's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the College and the safeguarding of its assets

5.14 To review and advise the Corporation annually on the adequacy of the College's financial regulations.

5.15 To report regularly to the Corporation on the Committee's business, normally three times a year.

5.16 To oversee the College's policies on fraud and irregularity and whistleblowing and make recommendations to the Corporation as and when required for changes to those policies; to ensure the proper, proportionate and independent investigation of all instances or allegations of fraud or irregularity; to ensure that investigation outcomes are reported to the Risk and Audit Committee; that the external and internal auditors have been informed of those investigations; that appropriate follow-up action is taken and that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.

5.17 To be informed of all additional services undertaken by the IAS and external auditor.

5.18 To monitor the implementation of previous recommendations raised by external assurance providers.

6. Powers of the Risk and Audit Committee

In order to exercise the role provided for under the Terms of Reference, the Risk and Audit Committee shall have the power to

- Investigate any activity within its terms of reference
- Seek any information it requires from the Internal Audit Service, the Financial Statements Auditor, the Funding Auditor, Corporation members, committees and College employees, or from third parties
- Obtain external professional advice
- Make recommendations to the Corporation on the resources needed to conduct an effective and efficient audit process

2.2 The Remuneration Committee

2.2.1 Purpose of the Committee

The purpose of the Remuneration Committee is to review all matters relating to the employment, pay and conditions of service, training and development of designated senior postholders and the Clerk of the Corporation, in accordance with the Articles of Government, and to make recommendations to the Corporation Board.

2.2.2 Membership of the Committee

All independent members of the Board will be eligible to serve on the Committee. The membership of the Committee will be reviewed and determined as and when appropriate by the Board.

The Committee must comprise the Chair of Corporation and at least two other members. Co-opted members may also be appointed with relevant experience. The Clerk to the Corporation shall be the Clerk to the Committee.

The quorum necessary for the transaction of the business of the Committee shall be a minimum of two members of the Committee.

The Committee will normally meet at least once a year, on a date set in the calendar approved annually by the Corporation. Special meetings shall be called by the Clerk at the request of the Chair or any two Members under similar general rules as apply to Special Meetings of the Corporation.

Where it is known in advance of a meeting that a member with specific expertise will not be in attendance at the meeting, the Chair of the Committee, through the Clerk, may seek to identify one or more appropriate members of the Corporation who might be available, at short notice, to attend the meeting and to provide the relevant expertise. Individuals appointed to attend a meeting on this basis shall be counted in the quorum for the meeting.

Each Corporation member, with the exception of Staff and Student Governors, may be entitled to attend any meeting of the Committee as an observer. No observer shall be treated as a member of the Committee for voting, quorum or any other purpose.

The Committee is entitled, wherever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the quorum necessary) to exclude any, or all, participants observers or guests, except the Clerk to the Corporation.

2.2.3 Powers

To determine the remuneration of the designated senior postholders and the Clerk (taking into account evidence of remuneration levels at comparable colleges, the College's and individuals' performance against targets and the College's financial position), and making recommendations to the Corporation;

To make arrangements for the appraisal, training and development of the designated senior postholders and the Clerk and to give a summary report to the Corporation on their completion.

To discharge any authority or responsibility of the Corporation in respect of discipline or grievances of senior postholders, including constituting the pool of Members from whom a Special Committee established under the Articles of Government shall be drawn, except that any other eligible Member may be co-opted for this purpose in the event of insufficient members of the Remuneration Committee being eligible or available.

2.3 The Search and Governance Committee

2.3.1 Purpose of the Committee

To search out and recommend to the Corporation for appointment suitable candidates as Governors of USP College, to recommend to the Corporation an annual action plan to improve the quality of Governance at USP College, and report progress on the achievement of that plan.

The Committee will seek to reflect the diversity of the communities the College serves and will endeavour to ensure the necessary balance of ethnicity and gender.

2.3.2 Membership of the Committee

All members of the Board will be eligible to serve on the Committee. The membership of the Committee will be reviewed and determined as and when appropriate by the Board.

The Committee must comprise at least two Corporation members, including the Chair, Co-opted members may also be appointed with relevant experience. The Clerk to the Corporation shall be the Clerk to the Committee.

The quorum necessary for the transaction of the business of the Committee shall be a minimum of two members of the Committee.

The Committee will normally meet on three occasions each year, on dates set in the calendar approved annually by the Corporation. Special meetings shall be called by the Clerk at the request of the Chair or any two Members under similar general rules as apply to Special Meetings of the Corporation.

Where it is known in advance of a meeting that a member with specific expertise will not be in attendance at the meeting, the Chair of the Committee, through the Clerk, may seek to identify one or more appropriate members of the Corporation who might be available, at short notice, to attend the meeting and to provide the relevant expertise. Individuals appointed to attend a meeting on this basis shall be counted in the quorum for the meeting.

The Committee is entitled, wherever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the quorum necessary) to exclude any, or all, participants observers or guests, except the Clerk to the Corporation.

2.3.3 Powers

The Committee shall be responsible for advising the Corporation Board on all issues related to membership of the Board and its committees and on all matters related to governance, structure and procedures, including the provision of advice to the Board on the appointment of members, the provision of development and training to enable members to fulfil their responsibilities as members of the Board, and the review of all procedural and policy matters related to effective corporate governance.

To advise the Corporation on the appointment and re-appointment of members of the Corporation and such other matters relating to membership and appointments as the Corporation shall remit to it in accordance with the Selection and Recruitment of Governors Policy, Appendix 4.1.

To consider and advise the Corporation on the composition and balance of the Corporation and its Committees.

To advise the Corporation on the induction, training and development of members.

To advise on the co-option of the co-opted members of the Corporation.
To gather nominations in respect of vacancies on the Corporation and to determine and apply the processes whereby such nominations are screened and shortlisted.

To develop a suitable database of potential candidates and to advertise in the local and regional media for persons who might be interested in becoming a Governor; in addition to initiate searches for potential candidates through consultation with the local community and employers.

To undertake a regular skills audit in order to test the range of skills and experience on the board of the Corporation.

The Committee will submit an annual report on its activities to the Board.

NB: The Corporation shall not appoint any Member of the Corporation (other than staff and student members and the Principal and Chief Executive) unless it has first considered the advice of the Committee. Appointments shall be made in accordance with the Instrument and Articles of Government, and the Corporation Scheme of Governance and Delegation of Powers.

2.4 Finance and Resources Committee

2.4.1 Purpose of the Committee

The purpose of the Finance and Resources Committee is to advise the Corporation on all aspects of College finance and resources including financial policies, financial targets and funding arrangements, property and estates, human resources and health and safety matters, detailed in paragraph 2.4.5.

2.4.2 Constitution

The membership of the Committee will be reviewed and determined as and when appropriate by the Board.

All members of the Board will be eligible to serve on the Committee, except for those who are members of the Risk and Audit Committee.

Unless otherwise agreed by the Board, the Committee will normally comprise at least five members and will normally include:

- The Chair of the Board
- Three members of the Board
- The Principal and Chief Executive

Co-opted members may also be appointed with relevant experience.

The Clerk to the Corporation shall be the Clerk to the Committee.

The quorum necessary for the transaction of the business of the Committee shall be a minimum of three members of the Committee.

The Committee will normally meet on at least four occasions each year, two meetings to take place in the Autumn term and one meeting to take place in each of the other terms on dates set in the calendar approved annually by the Corporation. A special meeting of the Committee can be called either by the Clerk, at the request of the Chair, or by any two Members under similar general rules that apply to Special Meetings of the Corporation.

2.4.3 Appointment of Chair of the Finance and Resources Committee

The Chair of the Finance and Resources Committee shall be appointed by the Corporation from among the independent members of the Committee.

Any External Co-opted member shall not be eligible to serve as Chair.

The Chair will hold office for two years or for a longer period if this is considered to be appropriate. Normally the period of office will commence at the first meeting of the academic session.

If the Chair is absent from any meeting of the Committee, the members of the Committee present shall choose one of their number to act as Chair for that meeting having regard to the provision above.

The Chair may at any time resign from office by giving notice in writing to the Clerk to the Corporation.

The retiring Chair shall normally be eligible for re-appointment.

2.4.4 Where it is known in advance of a meeting that a member with specific expertise will not be in attendance at the meeting, the Chair of the Committee, through the Clerk, may seek to identify one or more appropriate members of the Corporation who might be available, at short notice, to attend the meeting and to provide the relevant expertise. Individuals appointed to attend a meeting on this basis shall be counted in the quorum for the meeting.

2.4.5 Terms of Reference

Finance

2.4.5.1 To consider and advise the Board on all aspects of College finance including financial policies, financial targets and funding arrangements

2.4.5.2 To consider and make recommendations to the Board on the annual estimates of revenue and capital income and expenditure and other budgets

2.4.5.3 To review, consider and report on the monthly management accounts of the Corporation

2.4.5.4 To consider, review and to recommend the Annual Financial Statements for approval by the Corporation

2.4.5.5 To consider and make representations to the Board on the solvency of the Corporation and the safeguarding of its assets and its insurance arrangements.

2.4.5.6 To monitor developments and the financial position of the College with regard to the financial strategy of the College.

2.4.5.7 To monitor and seek to ensure the effective and efficient use of all resources within the Board's policies

2.4.5.8 To review, monitor and advise the Board on the College's Value for Money/Best Value Policy

2.4.5.9 To review the Financial Regulations and Procedures on an annual basis

2.4.5.10 To review and make recommendations to the Board on the College tuition fee policy

2.4.5.11 To review the College's investment and borrowing policies

Property and Estates

2.4.5.12 To consider any proposed major capital projects and to advise the Board on their financial implications, and specifically

- to act as Steering Group for any major capital redevelopment arising from the College's Property Strategy
- to oversee and monitor progress on the College redevelopment
- to advise the Board on such matters relating to property strategy, capital projects, site disposals and acquisitions
- to consider and discuss risk assessments of any redevelopment
- to receive and consider reports from the project managers and other external consultants
- to deal with any matters specifically referred to the Steering Group by the Board

2.4.5.13 To consider and advise the Board on all aspects of College property and estates, in addition to that detailed in 2.4.5.12

Human Resources

2.4.5.14 To advise the Board on human resources and professional development issues, including approving relevant Human Resources policies

2.4.5.15 To advise the Board on the framework for the pay and conditions of service of College staff other than senior postholders

Policies and Procedures

2.4.5.16 To review regularly and approve College finance, resources, property, human resources and health and safety policies as required

Health and Safety

2.4.5.17 To receive regular reports on College health and safety matters and advise the Board on them

General

2.4.5.18 To establish short-term working groups to undertake specific tasks falling within the remit of the Committee as required.

2.4.5.19 To deal with any matters specifically referred to the Committee by the Board

2.4.5.20 To undertake an annual review of its Terms of Reference and Standing Orders and of its Schedule of Business

2.4.5.21 To submit an annual report on its activities to the Board.

2.5 Quality Committee

2.5.1 Purpose of the Committee

The purpose of the Quality Committee is to assist the Corporation Board to play a proactive role in enhancing the student experience by:

- approving and monitoring challenging targets for student retention and achievement as well as other appropriate curriculum development and management activities;
- receiving reports on the development of the course offer including enrolment trends and student satisfaction feedback;
- ensuring appropriate policies are in place which reflect the College mission and fall within the remit of the Committee;
- monitoring the implementation of the College's policy on equality and diversity for students; and the College's policy on preventing people being drawn into terrorism;
- reviewing appropriate areas of risk

The specific activities of the Quality Committee are listed in paragraph 2.5.5.

2.5.2 Constitution

The membership of the Committee will be reviewed and determined as and when appropriate by the Board.

All members of the Board will be eligible to serve on the Committee.

Unless otherwise agreed by the Board, the Committee will normally comprise at least five members and will normally include:

- Staff and student members
- The Principal and Chief Executive

Co-opted members may also be appointed with relevant experience.

The Clerk to the Corporation shall be the Clerk to the Committee.

The quorum necessary for the transaction of the business of the Committee shall be a minimum of three members of the Committee, two of which must be independent members.

The Committee will normally meet at least once a term on dates set in the calendar approved annually by the Corporation. A special meeting of the Committee can be called either by the Clerk, at the request of the Chair, or by any two Members under similar general rules that apply to Special Meetings of the Corporation.

2.5.3 Appointment of Chair of the Quality Committee

The Chair of the Quality Committee shall be appointed by the Corporation from among the independent members of the Committee.

Any External Co-opted member shall not be eligible to serve as Chair.

The Chair will hold office for two years or for a longer period if this is considered to be appropriate. Normally the period of office will commence at the first meeting of the academic session.

If the Chair is absent from any meeting of the Committee, the members of the Committee present shall choose one of their number to act as Chair for that meeting having regard to the provision above.

The Chair may at any time resign from office by giving notice in writing to the Clerk to the Corporation.

The retiring Chair shall normally be eligible for re-appointment.

2.5.4 Where it is known in advance of a meeting that a member with specific expertise will not be in attendance at the meeting, the Chair of the Committee, through the Clerk, may seek to identify one or more appropriate members of the Corporation who might be available, at short notice, to attend the meeting and to provide the relevant expertise. Individuals appointed to attend a meeting on this basis shall be counted in the quorum for the meeting.

2.5.5 Terms of Reference

2.5.5.1 To review and monitor the quality of the learner experience;

2.5.5.2 To review and monitor procedures to ensure that the College's curriculum is delivered in accordance with the Strategic Plan;

2.5.5.3 To review and monitor student performance, as reported externally and internally through recruitment, retention and achievement;

2.5.5.4 To receive and consider reports and benchmarking data on the performance of the College's educational provision;

2.5.5.5 To advise on and monitor the College's Quality Assurance System (QA) and on the priorities that should be addressed through QA systems, and to make recommendations to the Corporation;

2.5.5.6 To review and monitor, on a termly basis, the College Quality Improvement Plan and to approve progress;

2.5.5.7 To receive and monitor, on a termly basis, the measures taken by the College to safeguard students and to prevent them from being drawn into terrorism and to recommend an annual report to the Board for approval;

2.5.5.8 To review and monitor the College's quality strategy and to make formal recommendations to the Board;

2.5.5.9 To receive and consider self-assessment and inspection reports, to recommend these to the Board for approval, and to monitor any action plans arising from them;

2.5.5.10 To review and monitor relevant policies, including the College Charter

2.5.5.11 To deal with any matters specifically referred to the Committee by the Board;

2.5.5.12 To consider on behalf of the Board any other issues falling within the general remit of the Committee.

SECTION 3
Standing Orders for the Conduct of Corporation Meetings and Committees

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STANDING ORDERS FOR THE CONDUCT OF CORPORATION MEETINGS AND COMMITTEES	**Page**
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3.1 Introduction

Nothing in this document overrides the provisions of the Instrument and Articles of Government of USP College, which are the primary authority for guidance on the conduct of the Corporation's business. However, this document sets out supplementary rules incorporating those additional protocols and practices, which have been adopted. It is the authoritative source on these matters and replaces all previous decisions of the Corporation in these respects.

Every Member of the Corporation and of its Committees shall be bound by these Orders and shall be expected to adhere to the seven principles of public life, as recommended by the Nolan Committee's report "Standards in Public Life". In summary, these are:

- selflessness;
- integrity;
- objectivity;
- accountability;
- openness;
- honesty; and
- leadership.

It is the responsibility of the Clerk to the Corporation to interpret the following documents and to advise the Corporation (or if appropriate the Chair of the Corporation or the Chair of one of its Committees) if at any time it appears that the Corporation (or an individual member of the Corporation) is in breach of the:

- Instrument and Articles of Government
- Standing Orders for the Conduct of Meetings and Related Issues

A number of other documents will be taken into account when conducting Corporation business:

- Education and Skills Funding Agency Conditions of Funding Agreement
- The Code of Conduct for Members of the Corporation
- Purposive Governance – Eversheds' annotated office copy of the Instrument and Articles of Government.

In addition to the documents referred to above, the Clerk will have regard to developing custom and practice in the conduct of the work of the Corporation.

Members are appointed on the recommendation of the Search and Governance Committee and in accordance with the Selection and Recruitment of Governors Policy, Appendix 4.1.

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

3.2 Attendance by Members at Meetings of the Corporation and Committees

Members shall attend, as far as is reasonably practicable, all meetings of the Corporation and those Committees of which s/he is a member.

If unable to attend a meeting, Members shall notify the Clerk and will give as much notice as possible of their absence.

If the Clerk judges that a meeting will not be quorate, s/he will immediately inform the Chair (See also 3.4).

The Clerk will maintain a register of attendances at meetings for future reference by Members and other interested parties.

The Corporation will consider removing a Member from office if s/he has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation; or if s/he is unable or unfit to discharge the functions of a Member. The Corporation will consider removing a Committee member from the Committee if s/he has been absent from meetings of the relevant Committee for a period longer than six consecutive months without the permission of the Corporation; or if s/he is unable or unfit to discharge the functions of a member of the Committee.

3.3. Membership of Committees

The Corporation shall determine the membership of the Committees of the Corporation, having regard to the provisions of the Articles of Government. The current Standing Committees of the Corporation is shown in "*Delegation of Powers".*

On expiry of the term of office of a member of the Corporation, their Committee membership as well as their Corporation membership shall be reviewed by the Search Committee, with recommendations made to the Corporation.

The period of office for the Chairs of the Committees will be two years, or the expiry of their Corporation membership, whichever is the shorter amount of time. The Chair will be eligible for reappointment following the completion of their term of office.

In the event of a vacancy arising for the Chair of a Standing Committee, nominations will be sought from among the existing Corporation members. Co-opted Committee members, emeritus members, the Principal and Chief Executive, and Staff and Student Members will not be eligible to be appointed as Chair of a Committee.

If the Chair of the Committee is absent from any meeting of the Committee, the members present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be a co-opted member, an emeritus member, the Principal or a staff or student member.

In the event of a vacancy arising on a Committee, nominations for membership will be sought from among the existing Corporation members, with the following exceptions:

- In accordance with the ESFA Audit Code of Practice, if there is a vacancy for a co-opted member of the Risk and Audit Committee, nominations will be sought from appropriate external bodies for a member with relevant skills and experience.
- Student Members will not usually be eligible for appointment to Committees.
- Staff and Student Members will not be eligible for appointment to the Risk and Audit Committee or Remuneration Committee.

In the event that the dismissal of a Senior Postholder is being considered, a Special Committee will be convened in accordance with the Articles of Government. The Special Committee will consist of at least three Corporation members. The Chair of the Corporation, the Vice-Chair, the Principal and Chief Executive, emeritus members and Staff and Student Members will not be eligible for membership of the Special Committee.

An Appeals Committee required to convene in accordance with Articles 16, 17 or 18 of the Articles of Government will consist of at least three Corporation members. The Principal and Chief Executive, emeritus members and Staff and Student members will not be eligible for membership of the Appeals Committee. The Chair of Corporation and the Vice Chair will not be eligible for membership of the Appeals Committee in the event of the suspension or dismissal of a Senior Postholder. Members of a Special Committee convened in the event of the dismissal of a Senior Postholder will not be eligible for membership of an ensuing Appeals Committee.

The Chair of the Appeals Committee or Special Committee shall be selected by the Committee.

The Appeals Committee and the Special Committee are authorised to seek any relevant information from any member of staff of the Corporation or any relevant third parties, and all members of staff are directed to cooperate with any reasonable request made by the Committee. The Appeals Committee and the Special Committee may, if they consider it appropriate, seek guidance from the most senior member of the Human Resources department or obtain legal or other independent professional advice.

The Clerk to the Corporation shall act as Clerk to the Appeals Committee and Special Committee. However, if the Clerk to the Corporation is the subject or is materially involved, the Corporation will appoint an alternative Clerk. The Clerk to the Committee (or alternative) shall be responsible for the production and appropriate circulation of all minutes, papers and correspondence arising in connection with any meetings convened by the Committees or any investigations.

At a hearing the Appeals Committee and Special Committee will first ensure that the Committee's role and the procedure to be followed are understood by all the persons attending the hearing. On conclusion of the appeal hearing, the Committee shall deliberate over its findings in private.

3.4. Quorum

The arrangements in relation to quoracy for meetings of the Corporation and its Committees are as follows:

- For meetings of the Corporation, meetings shall be quorate if the number of Members present is at least 40% of the membership as determined by the Corporation.
- For meetings of the Risk and Audit Committee, the quorum shall be three.
- For meetings of the Search and Governance Committee, the quorum shall be two.
- The quorum of the Remuneration Committee shall be two, of which one shall be the Chair of the Committee.
- For meetings of the Finance and Resources Committee, the quorum shall be three.
- For meetings of the Quality Committee, the quorum shall be three, two of which must be independent members.
- For meetings of the Special Committee, the quorum shall be three.
- If the Clerk judges that a meeting will not be quorate, s/he will immediately inform the Chair.
- In the event that the number of Members present at a Corporation or Committee meeting does not constitute a quorum within 30 minutes of the advertised starting time, the meeting shall not be held.
- If, in the course of a Corporation or Committee meeting, the number of Members present ceases to constitute a quorum, the meeting will be terminated.

3.5. Publication of Minutes and Papers

With the exception of excluded items (see paragraph below) the minutes and papers of the meetings of the Corporation are available for inspection during the normal office hours of the College as follows:

- By staff and students of the College, in the Library at Palmer's and Seevic Campuses.
- By members of the public, on application to and by prior arrangement with the Clerk to the Corporation.
- On the USP College website.

Excluded Items: The following items will be regarded as confidential items and thus will not be available for inspection:

- a matter concerning a named person employed at or proposed to be employed at the College;
- a matter concerning a named student at, or candidate for admission to, the College;
- material relating to the Clerk;
- any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis;

Decisions on confidentiality will initially be made by the Chair or Chair of the Committee on the advice of the Clerk (and after consultation with the Principal and Chief Executive), but may be questioned by the Members entitled to attend any meeting. The final decision may then be taken by the meeting.

In the interests of openness, the Chairs of Committees of the Corporation shall provide a termly report for the Corporation unless the Committee has not met since the previous meeting of the Corporation. The report will summarise the work of the Committee and include the minutes of the Committee except where the Chair of the Committee (in consultation with the Clerk or Principal and Chief Executive if appropriate) determines that a matter is properly confidential by reference to Standing Order 5.2 above. In which case, only the existence of a confidential resolution and the general topic of the resolution will be included in the report.

Minutes and papers that are regarded as confidential will be reviewed at the end of the corporation year to ascertain whether the paper is still confidential**.**

Marking an item as confidential would not preclude consideration of that 'mark' should an information access request be made. The Chair of Corporation, or Vice-Chair in his/her absence, will decide if the information request is to be met, taking advice from the Clerk, the Principal, and Committee Chair if appropriate. In taking that decision, he/she will give due consideration to legislation on information sharing. Advice from external sources may be sought, including legal advice.

Should an information access request be received for information originally classified as confidential after the 'release' date set by the board, the Clerk will make the information available through the appropriate college Information Access request procedure.

The Clerk will provide an annual report to the Corporation, reviewing the confidential material information access requests that have been made in the previous twelve months and including any information, following an information request that has been released earlier than the release date defined by the board.

3.6. Access to Meetings of the Corporation

Members of the Corporation and the Clerk will be entitled to attend all meetings of the Corporation.

Public right of access to Corporation meetings: members of the public who wish to attend all or part of a Corporation meeting are asked to advise the Clerk to the Corporation in the first instance, to facilitate meeting arrangements and advance papers, and to ensure that the requirements of the (Instrument of Government 14.5, 16 and 17.2) are met.

The Corporation and its Committees will determine, from time to time, whether it will permit or require attendance of non-members of the Corporation or a Committee at meetings.

No person other than a member of the Committee and/or the Clerk to the Corporation shall be entitled to attend meetings of the Committee except at the invitation of the Committee.

Senior staff of the College may be invited or required to attend to present or contribute to relevant agenda items of Corporation or Committee meetings by the Chair of the Corporation or Committee.

The Corporation places responsibility on the Principal and Chief Executive and Clerk to ensure that members of their staff withdraw from meetings as and when the need arises. Such an arrangement avoids potential embarrassment for all parties. If, however, one or more members of the Corporation believe that members of the staff should withdraw from a meeting for a particular item they are required to bring this to the attention of the meeting. The Corporation or the Committee will then decide on the matter.

3.7. Proceedings of Meetings

Every question to be decided at a meeting of the Corporation or Committees shall be determined by a majority of the votes cast by the Members present and entitled to vote on the question.

Where there is an equal division of votes the Chair shall have a second or casting vote.

A Member may not vote by proxy or by postal vote.

The normal way of voting will be by a show of hands. If a majority of Members present and entitled to vote on a particular issue so wish, the vote may be conducted by secret ballot. It is envisaged that such an arrangement will be needed only in exceptional circumstances.

No resolution (decision) by the Corporation 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.

The withdrawal of Members from meetings of the Corporation for particular items is dealt with in the Instrument of Government (specifically Clause 14).

There will be occasions when an individual Member should declare an interest – not necessarily a financial interest – in an issue due to, for example, membership of an outside body.

The reports received by the Corporation shall normally include a clear recommendation. Although the Corporation may often adopt the recommendation of the Clerk and/or Principal and Chief Executive, it is for the Members to determine an alternative approach to the recommendation outlined in a particular report before the Corporation if a Member puts this forward.

Any matter of substance shall be the subject of a resolution.

Members are required to comply with the doctrine of collective responsibility and stand by a decision even if it was not supported unanimously.

At any time during a discussion a Member may raise a point of order where it is believed that the provisions of the Instrument and Articles of Government and/or the Standing Orders and/or another recognised authority are being ignored. The Member raising the point of order will be required to explain the way in which the correct procedure is not being followed. The Chair will deal with a point of order immediately. The ruling of the Chair after the advice of the Clerk has been obtained will be final and shall not be challenged further at the meeting.

Discussions at meetings of the Corporation will be conducted through the Chair.

Members are required to respect the right of others to express their personal views although nothing should be said or done which could bring the Corporation into disrepute.

3.8. Minuting of Corporation Meetings

At every normal meeting of the Corporation, the minutes of the last meeting will be taken as an agenda item and, if agreed to be accurate, will be signed by the Chair of the meeting. At each scheduled Committee meeting the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, will be signed by the Chair of the Committee.

It is important that there is clarity in recording the business of the Corporation and its Committees. As the statutory responsibilities of both the Corporation and the management of the College are significant, all parties to discussion need to have a common understanding of decisions and their weight.

Minutes of meetings will report briefly the discussion that takes place on an issue, and clearly record the course of action adopted.

Discussions on agenda items that lead to a common (but often informal) understanding of the way to view an issue or the direction in which to proceed will be signalled by the use of the word ‘agreed’.

A conclusion to a debate on a written motion will have more weight and more precision. The decision will be signalled in the minutes by the use of the word ‘approved’.

Other terms may also be appropriate from time to time, such as ‘noted’ or ‘received’.

3.9 Appointment of the Chair and Vice-Chair of the Corporation

The Instrument of Government provides for the Corporation to appoint a Chair and Vice Chair from among their number.

The procedure for appointment of a Chair is contained in **Appendix 4.2** and that for the appointment of a Vice Chair is contained in **Appendix 4.3.**

If both the Chair and Vice Chair are absent from any meeting of the Corporation, the Members present shall choose one of their number to act as Chair for that meeting.

The period of office for the Chair and Vice Chair will be two years. The Chair and Vice-Chair are eligible for re-appointment following the completion of their respective terms of office.

3.10 Agendas for Meetings

The business of a formal meeting will be clearly set out in an agenda. The agenda will be determined by the Chair of the meeting taking account of advice from the Clerk and the Principal and Chief Executive and of the right of the Members and the Clerk to put forward matters for consideration.

Members of the Corporation are asked, where possible, to give prior notice to the Clerk or the Chair of their intention to raise an item of urgent business, the subject matter and the reason for the urgency.

Agendas for meetings of the Corporation, Committees and working groups will include “Declaration of interests arising from the agenda”.

3.11 Servicing the Corporation

The Clerk to the Corporation is responsible for the servicing and supporting of the Corporation, its Committees and any other groups established from time to time.

The Corporation has approved a detailed job description for Clerk to the Corporation, which sets out the role and responsibilities.

No resolutions of the Corporation should be made without the Clerk being in attendance at the meeting to carry out the servicing role.

It may be appropriate for the Chair of the Corporation or Committee to require the Clerk to withdraw from a meeting when consideration is to be given to the conduct or remuneration of the Clerk. On those relatively rare occasions when the Clerk is not present for a specific item on the above grounds, the Chair will be responsible for preparing a note of the discussion for inclusion in the minutes.

In the absence of the Clerk to the Corporation due to illness or other good and urgent cause, the Chair will make arrangements, following discussion with the Principal and Chief Executive and, if possible, the Clerk to the Corporation, for someone other than a Member of the Corporation to carry out the role on a temporary basis.

3.12 Resolving Difficulties

It is the responsibility of the Clerk to the Corporation to make known any concerns that the Corporation is acting inappropriately or even beyond its powers. There may be exceptional circumstances when the Clerk feels that her or his advice is being disregarded or overlooked and because of this the proper conduct of the Corporation is being put at risk. Should the Clerk raise concerns, the Corporation will consider this as an immediate item of business.

The Corporation has noted the FEFC Guide for Clerks on resolving difficulties. Consequently, should the need arise; the Clerk may seek advice from the ESFA. If such action is taken the Clerk will inform the Chair and Principal and Chief Executive accordingly.

Before the Clerk refers a matter to the ESFA s/he will try to overcome the difficulties by taking some or all of the following actions with the hope that the matter of concern can be reviewed:

- the concerns of the Clerk to be put in writing to the Chair and Principal and Chief Executive;
- report the concerns to a meeting of the relevant Corporation Committee or the full Corporation;
- consult the financial statements auditor;
- obtain legal advice if there is a disagreement about whether an action may be unlawful.

3.13 Senior Postholders

In addition to the Principal and Chief Executive, a small number of members of the College's staff are designated by resolution of the Corporation as Senior Postholders. This incorporates a number of employment rights and duties under the Articles of Government and their remuneration, appraisal and disciplinary conditions are the responsibility of the Corporation. In addition, the Clerk to the Corporation has an equivalent agreed employment status under the Articles of Government.

Current Senior Postholders are the Principal and Chief Executive, Chief Operating Officer, the Vice Principal Partnerships, Funding and Business Planning and the Clerk to the Governors.

There is an agreed Association of Colleges (AoC) Disciplinary and Grievance Procedure for Senior Post Holders. The procedure will be available from the Clerk if required.

3.14 Membership of the Corporation – Availability of Information to the Public

A list of the names of Members of the Corporation will be available for inspection on request from the Clerk.

Any person wishing to write to Members of the Corporation may do so by providing the Clerk to the Corporation with sufficient copies of any documentation.

Normally no charge will be made for postage for forwarding a document to Members, although the Clerk to the Corporation will use discretion when considering if the costs to be incurred are reasonable. Thus a charge could be made to cover direct and indirect costs as a condition of forwarding documentation.

Addresses and telephone numbers of Members of the Corporation will not be made available to third parties.

The Clerk will maintain a register of the financial and other declared interests of Members of the Corporation. The Clerk will arrange to make this available during normal office hours on receipt of a written request.

3.15 Complaints against the Corporation or Against Individual Members

The ESFA has a formal procedure for considering complaints against the Corporation, or against individual Members, and these should be addressed to:

The Council Secretary,
Education and Skills Funding Agency,
Cheylesmore House,
Quinton Road,
Coventry,
CV1 2WT

However, the ESFA will not normally deal with complaints unless they have been first registered under the College complaints procedure, and the complainant is dissatisfied with the College investigation of the complaint or the redress offered. The College procedure for consideration of complaints against the Corporation or individual Members is set out in **Appendix 4.6.**

3.16 Payments to Members (Including Co-Opted Committee Members)

No payment shall be made to any Member of the Corporation or any co-opted member of a Committee for any kind of service to the College, except as detailed in **Appendix 4.9.**

3.17 Amendments to The Standing Orders for The Conduct of Meetings and Related Issues

The Clerk on behalf of the Corporation will ensure that the provisions of this document are reviewed annually with the intention of suggesting to the Corporation improvements/amendments to meet changed circumstances.

3.18 Register of Governors' Interests

The Corporation shall ensure that the Clerk keeps a Register of Members in accordance with **Appendix 4.10** to this manual. It shall be available on request for viewing by the general public during normal office hours, by arrangement with the Clerk.

It is a condition of membership of the Corporation that any interest financial or otherwise which is likely, or would if publicly known, be perceived as being likely to interfere with the exercise of a members' independent judgement, shall be disclosed to the Corporation.

The Clerk shall keep a register of members' interests in the format shown in **Appendix 4.11** which enables members to disclose business interests in a manner which is open and transparent and demonstrates to the public that such interests have not influenced the Corporation's decision making process.

A guide to disclosure is included in **Appendix 4.12**

A member shall provide the same information, if known to him/her, in respect of his/her spouse, partner, children or other close relatives.

3.19 Reimbursement of Governors' Expenses

Governors can claim for any expenses incurred whilst performing their duties in accordance with the College's Expenses Policy.

All claims for reimbursement must be approved by the Chair of Governors. Where the Chair is unavailable, authorisation can be obtained from the Clerk to the Corporation.

All claims for reimbursement must be submitted within one month of the date in which the expense(s) was incurred. Receipts must support all claims. If VAT has been charged, the receipt should contain the VAT registration number and rate of VAT. All expense claims must be completed using the College Expense Claim form. Expenses will be reimbursed by BACS transfer direct to the individual's bank account.

Completed forms are to be submitted to the Clerk who will process the claim for payment.

3.20 Resolution

"The Corporation approves the Standing Orders for the Conduct of Meetings of the Corporation and Committees; and Related Issues, as set out in this paper and agrees that his replaces all previous decisions on these matters".

SECTION 4 APPENDICES

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4.1 Policy and Procedure for the Selection and Recruitment of Governors

4.1.1 Policy

The Search & Governance Committee has the responsibility for advising the Corporation on all aspects of the Corporation's membership, including the appointment and re-appointment of Governors.

The Clerk to the Corporation has the responsibility to bring to the attention of the Search & Governance Committee when a Governor's term of office is close to expiry. The Clerk to the Corporation also has the responsibility to identify vacancies on the Board and to identify specific skills set requirements.

The Committee shall consider the recommendations of the Nolan Committee together with the skills sets when considering appointments to keep the skills mix of the Corporation under review and to attempt to match potential members to vacancies with a view to make appropriate improvements if possible.

4.1.2 Procedure

The Clerk to the Corporation shall report the name of any Governor whose term of office is nearing expiry to the Search & Governance committee. This must be done with sufficient time for the Committee to report to the Corporation at its last meeting before the term of office expires. If the Governor under consideration is a member of the Search & Governance Committee, and has expressed the wish to continue to serve a further period as a Corporation Member, that Governor shall withdraw from the meeting and take no part in the discussion or decision in relation to his/her future membership of the Corporation.

The Search & Governance Committee will consider whether to make a recommendation to the Corporation that the Governor is to be appointed for a further term of office. The Committee's decision shall be based on the following:

- An application from the Governor that they be appointed to the Corporation for a further period
- Whether the skills and experience of the Governor are still required
- The Governor's contribution and commitment to the work of the Corporation
- Attendance
- The length of the Governor's previous service on the Corporation
- If it is appropriate to look to refresh the range of skills and experience available to the Corporation

A Governor's term of office will automatically expire unless the Search & Governance Committee recommends further appointment and the Corporation accept the recommendation.

A Governor shall not generally serve more than two consecutive periods of four years, or in excess of eight years, where the terms of appointment are shorter.
The Search & Governance Committee may recommend to Corporation that this general rule is waived if there are reasons for a Governor being appointed for a further term of office (e.g., appointment to the Chair of Corporation)

The Clerk to the Corporation shall advise the Governor of the Committee's decision.

Where the Corporation decides to appoint an existing Governor for a further term of office, the appointment shall be made in accordance with the Instrument of Government of the College.

Appointments
It is a condition of appointment for all Governors that they must:

- Undergo a Criminal Records Bureau (CRB) check (new governors only)
- Declare their interests in the form determined by the Corporation
- Declare their eligibility for Corporation membership
- Agree to be bound by the Code of Conduct approved by the Corporation

With the exception of the Principal (for whom separate arrangements apply), the Corporation shall only appoint Governors in line with the Safer Recruitment & Selection Policy

Term of Office
Appointments and re-appointments for General Governors can be up to a period of 4 years as per the Corporation's Instruments and Articles but no appointment will exceed a period of 8 years in total.

The length of appointment will be dependent on the requirements of the Corporation at the time of appointment or re-appointment and can be for a period of between 1 and 4 years.

Staff Governors
When the term of office of a Staff Governor is nearing expiry, or the member of staff leaves the College, or a vacancy arises for another reason, the Clerk to the Corporation will oversee the arrangements for the appointment of a new Staff Governor.

There are two Staff Governors, one from each campus and who may be teaching or non-teaching members of staff, who will be nominated and elected by all staff. Staff Governors must hold a permanent contract of employment with the College.

When there is a vacancy for a Staff Governor, the selection process by the staff shall be as follows:

- Staff in the category appropriate to the vacancy (i.e., teaching, non-teaching or cross-college) will be invited to nominate staff for selection on the form agreed by the Clerk to the Corporation
- If there is only one nominee, that person's name will be put forward to the Corporation who shall appoint the nominee provided that s/he is eligible for Corporation membership;
- Where there is more than one nominee, a ballot will be held in which all permanent members of staff shall be entitled to vote;
- The Clerk to the Corporation shall determine the arrangements for the ballot and oversee the issue and receipt of the ballot papers, this can be in paper format or electronic;
- The name of the member(s) of staff elected shall be put forward to the Corporation who shall appoint the nominee(s) provided that s/he is eligible for Corporation membership

Student Governors
There shall be no more than two student governors, one from each campus. Student Governors must be students of the College.

When the term of office of a Student Governor is nearing expiry, the student leaves the College or a vacancy arises for another reason, the Clerk to the Corporation, in conjunction with Student Services management, will oversee the arrangements for the appointment of a new Governor following selection by the students of the College.

- Students will be invited to nominate students for selection on the form agreed by the Clerk to the Corporation
- If there is only one nominee, that person's name will be put forward to the Corporation who shall appoint the nominee provided that s/he is eligible for Corporation membership;
- Where there is more than one nominee, a ballot will be held in which all students shall be entitled to vote;
- The Clerk to the Corporation shall determine the arrangements for the ballot and oversee the issue and receipt of the ballot papers, this can be in paper format or electronic;
- The name of the student(s) elected shall be put forward to the Corporation who shall appoint the nominee(s) provided that s/he is eligible for Corporation membership

The Principal
The Principal shall be a Governor of the College unless s/he chooses otherwise.

Separate arrangements apply to the selection and appointment of the Principal.

Co-opted Governors
In order to provide the skills that have been identified as missing, and where it is appropriate to do so, the Corporation can appoint someone who is not a Governor but who has the skills deemed necessary, onto a Committee. Such a person will be known as a Co-opted Governor.

The appointment of a Co-opted Governor will be subject to the same procedures as a General Governor, as set out in the College's Safer Recruitment & Selection Policy.

Selection and Recruitment of Governors

Role and Person Specification

1. Experience/Expertise

- An understanding of the educational and training needs of the local community
- Previous or current experience in a public or private sector appointment (paid or voluntary position; e.g., school governor)
- Good understanding of the principles of financial management
- Management experience in a medium-sized or large organisation
- Knowledge of local employment issues

2. Role Demands

- An ability to support the management and staff of the College
- Be available to attend up to 20 meetings/functions per annum
- Be prepared to undertake training/attend seminars
- Be able to commit approximately 12 hours per month to the business of the Corporation

3. Personal Attributes

- A belief in the power of education to benefit both the individual and the community
- A commitment to public service
- Ability to critically absorb large quantities of information
- Ability to listen, reflect and ask pertinent questions
- Ability to work as a team member

4. Eligibility

All candidates must agree to:

- Sign a Declaration of Eligibility
- Be bound by the Code of Conduct
- Declare any personal interest which would or could be perceived as a conflict of interest and likely to affect judgement in relation to any aspect of the College's business

Successful candidates are likely to possess a number of the above attributes but a lack of any particular attribute will not exclude a candidate from consideration.

4.2 Policy and Procedure for the Appointment of Chair of the Corporation or Chair Designate

A policy and procedure for the appointment of a Chair or Chair Designate is set out below.

4.2.1 Policy

Appointment to the office of Chair shall be carried out in accordance with the Instrument of Government (6). Neither the Principal and Chief Executive nor any staff or student Member shall be eligible to be appointed as Chair. Nomination shall be open to all other Members of the Corporation.

At the last meeting before the expiry of the term of office of the Chair, or the meeting following the resignation or removal from office of the Chair, Members shall appoint a new Chair from among their number in accordance with the Instrument of Government.

The Clerk will be responsible for the organisation and proper conduct of the election process.

In the event of a planned or expected vacancy arising for the office of Chair, a Chair Designate may be appointed up to six months prior to the office being vacated. The Chair Designate will work with the Chair for the remainder of his or her period of office, and will continue in this role until a new Chair is appointed. The Chair Designate is not a statutory office.

In the absence of the Chair, the Vice-Chair shall assume the statutory responsibilities of the Chair, in accordance with the Articles of Government. The role of Chair Designate shall cease to exist upon the appointment of a new Chair.

4.2.2 Procedure

In the event of a planned or expected vacancy arising for the office of Chair:

a) The Clerk will provide Members with written notice that an appointment is to be made to the role of Chair. The Clerk will endeavour to provide adequate notice and, where circumstances permit, this will normally be a minimum of four weeks

b) The Clerk will request that written nominations be submitted to him/her at least 24 hours prior to the meeting at which the selection is to take place. Nominations shall include the signatures of a Member who proposes the nominee, and a Member who seconds the proposal. The proposer shall also confirm, in writing, the nominee's willingness to accept the office, if he or she is selected.

In the event of an unexpected vacancy arising for the office of Chair, at the first meeting following the expiry of the term of office or the resignation of the Chair, the Clerk will seek nominations. Nominees must be proposed and seconded by other Members, and confirm their willingness to accept the office, if selected.

The Clerk will table the names of nominees.

The method of election of the Chair shall be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.

The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.

In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and voting will continue until a majority is achieved.

4.2.3 Role and Responsibilities of the Chair of the Corporation

- The Chair of the Corporation shall be responsible for the leadership of the Corporation and shall ensure that the business is completed properly, efficiently, effectively and appropriately
- With support from the Clerk to the Corporation, the Chair shall ensure that the Corporation acts in accordance with the Instrument and Articles of Government, other external regulatory requirements and the College's internal rules and regulations
- That appropriate issues are brought to the Corporation
- The Chair will ensure that the Corporation exercises collective responsibility, i.e., decisions are taken corporately by all members acting as a body. The Chair will encourage all members to work mutually and appropriately, contributing skills and expertise
- That issues before the Corporation are debated fully and that all governors have the opportunity to contribute
- The Chair will ensure that the Corporation complies with the accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership

4.2.4 Procedure for the Selection of Chair Designate

Members shall receive a minimum of four weeks' notice that an appointment is to be made to the role of Chair Designate.

Written nominations shall be submitted to the Clerk at least 24 hours prior to the meeting at which the selection is to take place. Nominations shall include the signatures of a Member who proposes the nominee, and a Member who seconds the proposal. The proposer shall also confirm, in writing, the nominee's willingness to accept the office, if he or she is selected.

The Clerk will table the names of nominees.

The method of election of the Chair Designate shall be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.

The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.

In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and voting will continue until a majority is achieved.

The role of Chair Designate shall cease to exist upon the appointment of a new Chair.

4.3 Policy and Procedure for the Appointment of Vice-Chair of the Corporation

4.3.1 Introduction

A policy and procedure for the appointment of a Vice Chair is set out below.

4.3.2 Policy

Appointment to the office of Vice Chair shall be carried out in accordance with the Instrument of Government (6). Neither the Chief Executive nor any staff or student Member shall be eligible to be appointed as Vice Chair. Nomination shall be open to all other Members of the FE Corporation.

At the last meeting before the expiry of the term of office of the Vice Chair, or the meeting following the resignation or removal from office of the Vice Chair, Members shall appoint a new Vice Chair from among their number.

The Clerk will be responsible for the organisation and proper conduct of the election process.

4.3.3 Procedure

In the event of a planned or expected vacancy arising for the office of Vice Chair, at the last meeting before the expiry of the term of office of the Vice-Chair:

a) The Clerk will provide Members with written notice that an appointment is to be made to the role of Vice Chair. The Clerk will endeavour to provide adequate notice and, where circumstances permit, this will normally be a minimum of four weeks.

b) The Clerk will request that written nominations be submitted to him/her at least 24 hours prior to the meeting at which the selection is to take place. Nominations shall include the signatures of a Member who proposes the nominee, and a Member who seconds the proposal. The proposer shall also confirm, in writing, the nominee's willingness to accept the office, if he or she is selected.

In the event of an unexpected vacancy arising for the office of Vice Chair, at the first meeting following the expiry of the term of office or the resignation of the Vice Chair, the Clerk will seek nominations. Nominees must be proposed and seconded by other Members, and confirm their willingness to accept the office, if selected.

The Clerk will table the names of nominees.

The method of election of the Vice Chair shall be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.

The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.

In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and voting will continue until a majority is achieved.

4.3.4 Role and Responsibilities of the Vice Chair of the Corporation

The Vice Chair will ensure that when they are deputising for the Chair, they will ensure that they operates in line with the Role and Responsibilities of the Chair of the Corporation under 4.2.3.

4.4 Clerk to the Corporation

4.4.1 The Corporation Clerk of USP College:

a) is an officer of the Corporation who has a central role to perform when promoting the effective governance of the Corporation;

b) is responsible to the Corporation for ensuring that their proceedings are conducted in accordance with the provision of the statutory Instruments and Articles of Government, and rules and regulations made under the Articles, the Education Acts (as modified or replaced from time to time) and the general law;

c) is accountable to the Corporation, through the Chairman, on all matters relating to his or her duties as an officer of the Corporation;

d) in particular, is responsible for performing the duties set out below.

4.4.2 Duties

4.4.2.1 The Conduct of Corporation Meetings

To organise the proper conduct of meetings of the Corporation and all Committees of governors, and ensure that correct procedures are followed, including:

a) Formulating, with the Chairman and the Chief Executive, the agendas and organising the supporting reports and briefing papers.

b) Time-tabling all meetings of the Corporation and Committees, calling meetings on proper written notice and distributing agendas and supporting papers.

c) Arranging for the minuting meetings.

d) Checking the quoracy of meetings.

e) Ensuring the timely publication of agendas, draft minutes (when approved by the Chairman) signed minutes and supporting papers.

f) Formulating, with the Chairman and the Chief Executive, follow-up instructions that arise from the minutes, and reporting on what action has been taken in response to such instructions.

g) Certified copies of minutes.

h) Maintaining a separate confidential file (if any) relating to sensitive staff or student matters.

i) Preparing, for approval by the Corporation, Committee terms of reference and rules relating to composition, quoracy, chairing and frequency of Committee meetings.

j) Preparing, for approval by the Corporation, written statements of policy regarding attendance at committee meetings by persons who are not Committee members, publication of minutes of Committee meetings, and appointment of governors.

k) Assisting all governors, and each Committee of governors, in the annual review of performance, and collating results.

l) Preparing a draft of the annual self-assessment report on Governance for consideration by the Search Committee and presentation to the Board.

m) Organising an annual programme of training for governors, and assisting governors to access specific relevant training opportunities.

4.4.2.2. Appointments

To ensure that all appointments to the Corporation and Committees have been validly made, including:

a) Checking the eligibility of current and prospective members.

b) Ensuring that all appointments to the Corporation and Committees have been properly made and minuted, in accordance with the provisions of the statutory Instrument of Government and the college's procedures for the appointment of governors.

c) Giving advance notification to the Corporation of expected vacancies.

d) Notifying the Corporation of all actual vacancies.

e) Issuing and receiving on behalf of the Corporation notice relating to members.

4.4.2.3 Registers

To be responsible for administering those procedures, which have been approved by the Corporation for making certain information available to the public in accordance with the principle of transparent and open accountability, including:

a) Maintaining:
- a Register of Members;
- a Register of Members' Interests;
- a Register of all rules of procedures made or authorised by the Corporation.

b) Ensuring that the Registers and copies of the statutory Instrument and Articles of Government are made available for public inspection.

4.4.2.4 Corporation Seal

To be responsible for the proper use of the Corporation Seal, including:

a) Keeping the Corporation Seal in safe custody.

b) Ensuring that all deeds and documents to which the Corporation Seal has been affixed have been properly authenticated.

4.4.2.5 Guidance

To be responsible for providing guidance support to the Corporation and their Committees on corporate governance issues, including:

a) Giving independent guidance on statutory and constitutional matters to the Corporation, through the Chairman.

b) Making available professional advice to the Corporation and to individual corporation members in accordance with procedures, which have been agreed by the Corporation.

4.4.3 Conditions of Service

The Clerk shall work within the framework of the following Conditions of Service:

a) By agreement with the Chair, the Clerk shall undertake such training and professional development as is required to perform and develop the role in accordance with the wishes of the Corporation.

b) The Clerk shall participate in an annual appraisal, carried out on behalf of the Corporation by the Remuneration Committee.

c) The Clerk shall carry out these duties within the Conditions of Service proposed and from time to time amended by the Remunerations Committee, and approved by the Corporation.

4.5 Attendance Standards for Members of the Corporation

a) Members are appointed to serve on the Corporation in the expectation that they will make time in their schedule to attend and fully participate in the work of the Corporation and the life of the College.

b) The Corporation recognises, however, that in the nature of things, accident, illness, and other priority demands of work and family will impact upon members' attendance. Members should notify the Clerk to the Corporation as early as possible in advance of a meeting. The purpose of this is to enable the Clerk to:

- Give apologies at the meeting and record these in the minutes;
- Ascertain whether or not the meeting will be quorate

c) While expecting a full attendance at all formally designated meetings and events, the Corporation places a priority on full attendance at all Board meetings.

d) The Search and Governance Committee will keep under review the attendance of members at meetings of the Corporation Board and its committees.

4.6 Procedure for Considering Complaints against the Corporation or Individual Members

4.6.1 Scope

This procedure applies to complaints against the USP College Corporation alleging either:

- that it has failed to discharge a statutory duty set out in Article 3(1) and Articles 9 and 10 of the Articles of USP College (or has failed to discharge such responsibilities in a satisfactory manner);
  or
- that it has failed to observe the requirements of the relevant sections of the Further and Higher Education Act 1992 (as amended by the Modification of Instruments and Articles of Government Order 2012), or any other instruction from the ESFA.

This procedure also applies to complaints against an individual Member relating to his/her eligibility, to any breach of the Code of Conduct for Members of the Corporation, or to misconduct which, if committed by an employee of the College, would warrant disciplinary investigation.

4.6.2 Limitation of Time and Interest; Malicious Complaints

Complaints will not normally be considered unless they are made within six months of the alleged misconduct becoming known to the complainant, or becoming knowledge in the public domain.

Complainants need not have any contractual relationship with the College, but complaints judged to be made with malice towards the College, the Corporation or an individual Member shall not be covered by privilege and the Corporation reserves the right to take legal action against malicious complainants.

4.6.3 Procedure for Filing a Complaint

Complaints may be made either on the College Complaints Form (available from the Quality Office or from each Campus Reception desk), or in writing to:

The Clerk to the Corporation
USP College
Runnymede Chase
South Benfleet
SS7 1TW

At this stage, only brief details of the complaint, and the person(s) causing the complaint, need be given, together with a contact address or telephone number.

4.6.4 Initial Investigation and Report

The Clerk will ask the Chair to nominate a person to investigate the complaint; this may be the Principal and Chief Executive, a Member of the Corporation or the Clerk, or other professional legal or audit adviser to the College where specialist knowledge is required.

The investigator will report back to the Chair as soon as practicable:

a) that there is a prima facie case warranting formal investigation, and formally detailing the complaint and requesting that the procedure for formal investigation be put in motion (see following paragraph);
or
b) that there is evidence of malicious intent on behalf of the complainant (in which case the Corporation may be asked to consider whether to pursue legal action);
or
c) that the matter should not be pursued on grounds of triviality or insufficient evidence (in which case the Chair shall write to the complainant explaining this).

4.6.5 Formal Investigation

If warranted by the investigator's report, the Chair shall order a formal investigation.

(a) If the complaint is against the Corporation, then the formal investigation shall be presided over and conducted by one or more of the external Members of the Corporation, assisted as necessary by any of the professional advisers to the Corporation. The complainant will be given the opportunity to make a formal presentation of his/her case, and to submit documentary evidence or call witness evidence.

The Corporation as respondent (represented by the Chair, or some Member nominated by him/her, or by a College professional adviser), will make a statement of explanation, justification or rebuttal; may present documentary evidence, or call witness evidence.

The member presiding over the investigation ("the President") may ask questions of any party; and may ask for additional documentary evidence, or call for other witnesses.

The President will deliver his/her opinion to the Chair, who shall call a Special Meeting of the Corporation to consider it. The opinion shall be **either** that the complaint is wholly or in part made out, and suggesting action in redress; **or** that the complaint is not made out at all in any part, **or** insufficiently; in this latter case, s/he may suggest conciliatory action in redress. The Corporation shall determine what action to take; the Clerk shall inform the complainant of the President's opinion (in full) and of the decision of the Corporation and of the appeal procedure to the ESFA

(b) If the complaint is against an individual Member, or group of Members, then the procedure set out above shall be followed except that the hearing shall be Presided over by the Chair sitting with two other Members; in the event of misconduct being evidenced, the Corporation shall normally be asked to terminate the office of the Member(s). If the complaint is against the Chair of the Corporation, then the Vice Chair shall preside over the hearing.

4.7 Disciplinary and Grievance Procedure for Senior Post Holders

Current Senior Postholders are the Principal and Chief Executive, Chief Operating Office, Vice Principal Partnerships, Funding and Business Planning and the Clerk to the Governors.

There is an agreed Association of Colleges (AoC) Disciplinary and Grievance Procedure for Senior Post Holders. The procedure will be available from the Clerk if required.

4.8 Procedure on Independent Professional Advice for Corporation Members

Corporation Members shall have, within financial limits, the right to take advice from the Corporation's advisers; or if necessary, at the Corporation's expense, independent advisers on any matters concerning the exercise of their powers and responsibilities. Such matters shall include advice on their legal, accounting and regulatory duties, but exclude advice to individual Corporation Members concerning their own respective personal interests in relation to the Corporation.

A Member who intends to seek advice under this procedure shall give prior written notice to the Clerk to the Corporation and such notice must contain a summary of issues on which advice is sought; and if independent advice is sought (i.e. not from the Corporation's advisers), the name(s) of the advisers whom the Member proposes to instruct together with a short explanation of the reasons why consultation with the Corporation's advisers on the particular issue(s) is considered to be inappropriate.

4.9 Payments to Members (Including Co-Opted Committee Members)

4.9.1 Prohibition of Payments

Except as detailed below, no payment shall be made to any Member of the Corporation, emeritus member or any Co-opted Member of a Committee for any kind of service to the College.

4.9.2 Principal and Chief Executive, Staff Members

The Principal and Chief Executive and any Staff Member shall be entitled to be paid as part of their employment by the College for time spent on Corporation business.

4.9.3 Provision of Services

The Instrument of Government (Clause 11) allows a Member of the Corporation to have an interest in the supply of goods or services to the College provided that at any meeting of the Corporation (or of a Committee or management meeting acting with delegated powers) that interest is declared and the Member concerned takes no part in the decision on whether or not a contract is placed.

Any such interest must be notified in writing to the Clerk, who shall include it in the Register of Interests and declare it at the next Corporation meeting.

Co-opted members and emeritus members will also be required to complete an annual register of interest's declaration.

4.10 Register of Governing Body Members' Interests

You are invited to register all business interests, financial or otherwise, which you or (so far as you are aware) your spouse, children or other close relatives may have.
You should inform the Clerk to the Governing Body whenever your circumstances change and interests are acquired or cease.

Please refer to the guidance below and to the provision in the College's Code of Conduct which relates to Conflicts of Interest.

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

4.11 Guide to Disclosure of Corporation Members' Interests

Category of Interest	Information to be disclosed
Paid employment	**Name of employer(s)**
Self-employment	**Names of significant customers/clients accounting for more than 10% of income of individual or firm**
Directorship of commercial companies	**Name of companies**
Significant shareholdings	**Name of companies in which the corporation member owns say 5% or more of the issued share capital**
Elected office	**Name of authority**
Trusteeship or participation in the management of charities and other voluntary bodies	**Name of body**
Public appointments (paid or unpaid)	**Name of body**
Membership of professional bodies	**Name of body**

4.12 Professional Advisers

Financial Statement Auditors:	Buzzacott LLP 130 Wood Street London EC2V 6DL
Internal Auditors:	Scrutton Bland Fitzroy House Crown House Ipswich
Solicitors:	Birketts LLP Brierly Place New London Road Chelmsford Bates Wells Braithwaite 10 Queen Street Place London
Bankers:	Barclays Bank Plc Priory Place Level 3, New London Road Chelmsford

Approved by order of the Members of the Corporation on 17 December 2019

4.13 Training and Development for Governors

4.13.1 New Governor's Induction Programme

The clerk to the governors shall arrange induction for new governors as soon as possible after the appointment in accordance with the attached checklist (See 4.16). This will include:

a) a briefing on the role of Further Education Corporations and their legal powers and duties;

b) the responsibilities of governors;

c) a profile of the College;

d) a meeting with the Chair, College Principal and a briefing on the College's Strategic Plan, curriculum offer and quality strategy

e) a meeting with the College's Chief Operating Officer and a briefing on the College's finances

f) a tour of College sites and meeting with key personnel;

g) new governors to be issued with:
   - USP Manual of Governance, including Governor's Code of Conduct,
   - USP College Strategic Plan
   - They will also be briefed on the College website, the AOC, ESFA and other relevant materials to assist them in their role as Governor.

4.13.2 On-Going Training and Updating for Governors

a) The clerk will make arrangements for co-ordinating on-going training for governors and advise governors of training opportunities. The Search and Governance Committee will keep under review the training and development needs of the Board

b) Training may also take the form of courses offered outside the College by sector specific providers or by inviting outside speakers to attend the College.

c) In addition, governors may be invited to attend appropriate College in-house governor/management/staff training events, such as strategic planning days, equal opportunity training etc.

4.13.3 Governors Individual Development Needs

The governors' self-assessment process may identify needs and areas for individual governor training and development to improve performance, for example work on a committee such as audit, search, standards etc. It is the responsibility of the clerk to assist individual governors to access the training needs identified by such process.

4.13.4 Recording Governor Training

The clerk shall keep a record of training undertaken by individual governors during their terms(s) of office to help identify further individual training and development needs.

4.14 Checklist for Induction of New Governors

No.	Checklist	Date
1.	Date of appointment to the Board	
2.	Induction Meeting to discuss: (a) the role of FE Corporations and their legal powers and duties; (b) responsibilities of governors; (c) profile of the College: USP College (d) Financial Responsibilities	
3.	Documents to be issued: (a) USP Manual of Governance including Code of Conduct (b) USP College Strategic Plan	
4.	Documents to be completed/agreed: (a) Code of Conduct (b) Governors' CV (c) Biography for Governor Website (d) Skills Audit (e) Declaration of Eligibility (f) Register of Member's Interests (g) Travel/Expenses Claim Form	
5.	Tour of the College sites and meet with key personnel	
6.	Arrange contact with Governor Mentor	
7.	3 month review with Clerk	
8.	Training and Development needs identified	

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USP COLLEGE

INSTRUMENT AND ARTICLES

OF GOVERNMENT

Approved by the Corporation Board: 14 July 2020

SCHEDULE 1

INSTRUMENT OF GOVERNMENT

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1. Interpretation of the terms used
2. Composition of the Corporation
3. Determination of membership numbers
4. Transitional arrangements
5. Appointment of the members of the Corporation
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1. Interpretation of the terms used
In this Instrument of Government:

a) any reference to “the Principal” shall include a person acting as Principal;
b) “the Clerk” means the Clerk to the Corporation;
c) “the Corporation” means any further education corporation to which this Instrument applies;
d) “the institution” means the institution which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992;
e) “this Instrument” means this Instrument of Government;
f) “meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use of telephone-conferencing, video-conferencing or other electronic communication facilities, it is possible for every person present at the meeting to communicate with each other and that any person attending remotely, confirms they are in a secure location;
h) “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
i) “staff member” and “student member” have the meanings given to them in clause 2;
j) “the previous Instrument of Government” means the Instrument of Government relating to the Corporation which had effect immediately before 1st January 2008;
k) “the Secretary of State” means the Secretary of State for Education;
l) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff; n) “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.

2. Composition of the Corporation

2.1 Subject to the transitional arrangements set out in clause 4, the Corporation shall consist of:
a) external members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government;
b) the Principal of the institution, unless the Principal chooses not to be a member;
c) at least one member who is a member of the institution’s staff and has a contract of employment with the institution and who has been nominated and elected as set out in paragraphs (3), (4) or (5) (“staff members”); and
d) at least one member enrolled as a student at the institution and has been nominated and elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students (“student members”).

2.2 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 or travel.

2.3 Where the Corporation has decided or decides that there is to be one staff member; the member may be a member of the academic staff or the non-academic staff and shall be nominated and elected by all staff.

2.4 Where the Corporation has decided or decides that there are to be two staff members:

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

2.5 Where the Corporation has decided that there are to be three staff members:

a) all may be members of the academic or non-academic staff, nominated and elected by all staff,

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

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

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

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

3. Determination of membership numbers

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

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

a) the number of members of the Corporation shall be determined by the Corporation; and

b) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in Clause 2.

3.3 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.

4. Transitional arrangements

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

a) nothing in clauses 2 and 3 of this Instrument shall require the removal of members where the previous Instrument would not have required their removal; but

b) the Corporation shall ensure that any new appointments are made so that its composition conforms to the determination as soon as possible.

5. Appointment of the members of the Corporation

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

5.2 If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.

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

a) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
b) the appointment of the person would contravene any rule or bye-law made under article 23 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
c) the person is ineligible to be a member of the corporation because of clause 8.

5.4 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.

5.5. Student member(s) must be enrolled at the College as students; employment by the college e.g. as an apprentice, and/or in part time work at the College, does not preclude an enrolled student from being appointed as a Student Governor.

6. Appointment of the Chair and Vice-Chair

6.1 The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves.

6.2 Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.

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

6.4 The Chair and Vice-Chair shall hold office for such period as the Corporation decides.

6.5 The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk.

6.6 If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.

6.7 If the Corporation is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Vice-Chair from office and the office shall then be vacant.

6.8 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.

6.9 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.

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

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

7. Appointment of the Clerk to the Corporation

7.1 The Corporation shall appoint a person to serve as its Clerk, but the Principal may not be appointed as Clerk.

7.2 In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk, but the Principal may not be appointed as temporary Clerk.

7.3 Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).

7.4 Subject to clause 14, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.

7.5 The Clerk may also be a member of staff at the institution.

8. Persons who are ineligible to be members

8.1 No one under the age of 18 years may be a member, except as a student member.

8.2 The Clerk may not be a member.

8.3 Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.

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

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

8.5 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.

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

a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or

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

c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.

8.7 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.

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

9. The term of office of a member

9.1 A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.

9.2 Members retiring at the end of their term of office shall be eligible for reappointment, and clause 5 shall apply to the reappointment of a member as it does to the appointment of a member.

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

10. Termination of membership

10.1 A member may resign from office at any time by giving notice in writing to the Clerk.

10.2 If at any time the Corporation is satisfied that any member:

a) is unfit or unable to discharge the functions of a member; or

b) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

10.3 Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

10.4 A student member shall cease to hold office:

a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or

b) if expelled from the institution,

and the office shall then be vacant.

11. Members not to hold interests in matters relating to the institution

11.1 A member to whom paragraph (2) applies shall:

a) disclose to the Corporation the nature and extent of the interest; and
b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (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
c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (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.

11.2 This paragraph applies to a member who:

a) has any financial interest in:
i) the supply of work to the institution, or the supply of goods for the purposes of the institution;
ii) any contract or proposed contract concerning the institution; or
iii) any other matter relating to the institution; or

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

11.3 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.

11.4 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:

a) need not disclose a financial interest; and
b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

11.5 The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

12. Meetings

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

12.2 Subject to paragraphs (4) and (5) and to clause 13(4), all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda.

12.3 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.

12.4 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.

12.5 Where the Chair, or in the Chair’s absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.

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

13. Quorum

13.1 Meetings of the Corporation shall be quorate if the number of members’ present is at least 40% of the total number of members, determined according to clause 3.

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

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

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

14. Proceedings of meetings

14.1 Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question.

14.2 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.

14.3 A member may not vote by proxy or by way of postal vote.

14.4 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.

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

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

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

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

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

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

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

a) for the expenditure of money by the Corporation; or
b) under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

14.8 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.

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

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

14.10 The Clerk:

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

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

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

15. Written Resolutions

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

(a) a copy of the proposed resolution has been sent to every eligible member 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) no member has given written notice within 48 hours of the circulation date stating that they do not agree with the written resolution procedure being used, in which case a special meeting shall be arranged to consider the matter in accordance with clause 12(4);
(d) at least 50% of the Members have voted and a simple majority of the Members have signified agreement with the resolution; and
(e) it is contained in a document authenticated by the Clerk which has been received at the address specified by the College for the receipt of documents within the period of 28 days beginning with the circulation date.

15.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

15.3 A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

15.4 For the purpose of this clause 15(3) ‘circulation date’ is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different day, to the first of those days.

16 Minutes

16.1 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.

16.2 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.

16.3 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.

16.4 Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with clause 14(5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

17. Public access to meetings

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

18. Publication of minutes and papers

18.1 Subject to paragraph (2), the Corporation shall ensure that a copy of:

a) the agenda for every meeting of the Corporation;
b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
c) the signed minutes of every such meeting; and
d) any report, document or other paper considered at any such meeting,

shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.

18.2 There shall be excluded from any item made available for inspection any material relating to:

a) a named person employed at or proposed to be employed at the institution;
b) a named student at, or candidate for admission to, the institution;
c) the Clerk; or
d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

18.3 The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation, under paragraph (1), shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.

18.4 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.

19. Copies of the Instrument of Government

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.

20. Change of name of the Corporation

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

21 Application of the seal

The application of the seal of the Corporation shall be authenticated by:

a) the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
b) the signature of any other member.

SCHEDULE 2

ARTICLES OF GOVERNMENT

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Interpretation of the terms used

1. In these Articles of Government:

a) any reference to “the Principal” shall include a person acting as Principal;
b) “the Articles” means these Articles of Government;
c) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair of the Corporation appointed under clause 6 of the Instrument of Government;
d) “the Clerk” has the same meaning as in the Instrument of Government;
e) “the Corporation” has the same meaning as in the Instrument of Government;
f) “parent member”, “staff member” and “student member” have the same meanings as in the Instrument of Government;
g) “the Secretary of State” means the Secretary of State for Education;
h) “senior post” means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;
i) “the staff” means all the staff who have a contract of employment with the institution;
j) “the students’ union” has the same meaning as in the Instrument of Government.

2. Conduct of the institution

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.

3. Responsibilities of the Corporation, the Principal and the Clerk

3.1 The Corporation shall be responsible for the following functions:

a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
aa) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
b) approving the quality strategy of the institution;
c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
d) approving annual estimates of income and expenditure;
e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk’s appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
f) setting a framework for the pay and conditions of service of all other staff.

3.2 Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the institution, and shall be responsible for the following functions:

a) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
b) the determination of the institution’s academic and other activities;
c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
d) the organisation, direction and management of the institution and leadership of the staff;
e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and

f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

3.3 The Clerk shall be responsible for the following functions:

a) advising the Corporation with regard to the operation of its powers;
b) advising the Corporation with regard to procedural matters;
c) advising the Corporation with regard to the conduct of its business; and
d) advising the Corporation with regard to matters of governance practice.

4. The establishment of committees and delegation of functions generally

4.1 The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Clerk and may delegate powers to:

a) such committees;
b) the Chair, or in the Chair's absence, the Vice-Chair; or
c) the Principal.

4.2 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.

4.3 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 2006 governing such arrangements.

5. The Search 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.

5.2 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 and Governance Committee.

5.3 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 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.

5.4 The Corporation shall review regularly all material excluded from inspection under paragraph (3) and shall make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

6. The Audit committee

6.1 The Corporation shall establish a committee, to be known as the “Risk and Audit Committee”, to advise on matters relating to the Corporation’s audit arrangements and systems of internal control.

6.2 The Risk and Audit Committee shall consist of at least three persons and shall operate in accordance with any requirements of the Secretary of State.

7. Composition of committees

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.

8. Access to committees by non-members and publication of minutes

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.

9. Delegable and non-delegable functions

The Corporation shall not delegate the following functions:

a) the determination of the educational character and mission of the institution;
b) the approval of the annual estimates of income and expenditure;
c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
d) the appointment of the Principal or holder of a senior post;
e) the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk’s appointment in the capacity of a member of staff); and
f) the modification or revocation of these Articles.

10. Delegable and non-delegable functions

The Corporation may not delegate:

a) the consideration of the case for dismissal, and
b) the power to determine an appeal in connection with the dismissal

of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

10.2 The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.

11. The Principal may delegate functions to the holder of any other senior post other than:

a) the management of budget and resources; and
b) any functions that have been delegated to the Principal by the Corporation.

12. Appointment and promotion of staff

12.1 Where there is a vacancy or expected vacancy in a senior post, the Corporation shall:

a) advertise the vacancy nationally; and
b) appoint a selection panel consisting of:
i) at least five members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal; or
ii) the Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.

12.2 The members of the selection panel shall:
a) decide on the arrangements for selecting the applicants for interview;
b) interview the applicants; and
c) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.

12.3 If the Corporation approves the recommendation of the selection panel, that person shall be appointed.

12.4 If the members of the selection panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in paragraph (2), with or without first re-advertising the vacancy.

12.5 Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff:

a) may be required to act as Principal or in the place of any other senior post holder; and
b) if so required, shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.

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

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

14. Rules relating to the conduct of staff

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

15. Academic freedom

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

16. Grievance, suspension and disciplinary procedures

16.1 After consultation with staff, the Corporation shall make rules setting out

a) grievance procedures for all staff;
b) procedures for the suspension of all staff; and
c) disciplinary and dismissal procedures for:
i) senior post-holders, and
ii) staff other than senior post-holders

and such procedures shall be subject to the provisions of articles 3(1)(e), 3(2)(e), 9(d), 9(e), 10(1) and 17.

16.2 Any rules made under paragraph (1)(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

16.3 Any rules made under paragraph (1)(c)(i) shall include provision that where the Corporation considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

17. Suspension and dismissal of the Clerk

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

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

18. Students

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

18.2 The students' union shall present audited accounts annually to the Corporation.

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

19. Financial matters

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 Secretary of State.

20. Co-operation with the Secretary of State's auditor

The Corporation shall co-operate with any person who has been authorised by the Secretary of State 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.

21. Internal audit

21.1 The Corporation shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.

21.2 The Corporation may arrange for the examination and evaluation mentioned in paragraph (1) to be carried out on its behalf by internal auditors.

21.3 The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under article 22.

22. Accounts and audit of accounts

22.1 The Corporation shall:

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

22.2 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 Secretary of State 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.

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

22.4 The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 21.

22.5 Auditors shall be appointed and audit work conducted in accordance with any requirements of the Secretary of State.

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

22.7 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 Secretary of State's approval.

22.8 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 Secretary of State's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

23. Rules and bye-laws

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.

24 Copies of Articles of Government and rules and bye-laws

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.

25. Modification or replacement of the Instrument and Articles of Government

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

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

26. Dissolution of the Corporation

26.1 The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.

26.2 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.

USP COLLEGE

CODE OF CONDUCT

FOR

MEMBERS OF THE CORPORATION

2020/2021

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COLLEGE CODE OF CONDUCT FOR CORPORATION MEMBERS

(Made by the Corporation on 25 September 2018 and subsequently reviewed and approved by the Corporation annually on the recommendation of the Search and Governance Committee.)

1. **INTRODUCTION**

1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Corporation Members, 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 Principal as the Chief Executive. This Code therefore is aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.

1.2 In addition to this Code, Corporation Members are recommended to familiarise themselves with the source documents listed in the Schedule.

1.3 If a Corporation Member is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Corporation Member of the College and for any act or omission in that capacity rests with the individual Corporation Member.

1.4 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 Corporation Members may be appointed.

1.5 By accepting appointment to the Corporation, each Corporation Member agrees to accept the provisions of this Code.

1.6 Each Corporation Member 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 10 of the Corporation's Instrument and Articles of Government.

2. **INTERPRETATION**

In this Code:

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

2.2 'College' means this College;

2.3 'College Mission Statement' means the statement referred to at paragraph 3.1 of this Code or such other mission statement as may be agreed by the Corporation from time to time;

2.4 'Corporation' means the further education corporation which was established for the purpose of conducting the College;

2.5 ‘Corporation Member’, ‘Chair’, ‘Principal’ and ‘Clerk’ mean respectively the Member of the Corporation of the College, the Chair of the Corporation, the Principal and Chief Executive of the College and the Clerk to the Corporation;

2.6 ‘DfE’ means the Department for Education;

2.7 ‘ESFA’ means the Education and Skills Funding Agency or any successor body;

2.8 ‘Secretary of State’ means the Secretary of State for Education

2.9 all other definitions have the same meanings as given in the College’s Instrument and Articles of Government; and

2.10 words importing one gender import any gender.

3. AIMS AND VALUES

3.1 The College Mission Statement is considered and approved by the Corporation on an annual basis in conjunction with consideration of the College Strategic Plan.

3.2 The College Mission Statement, together with the corporate objectives of the College agreed by the Corporation from time to time, seeks to encapsulate the core purposes and aims of the College. Corporation Members 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.

3.3 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:

- having close regard to the voice of the student;
- 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;
- upholding the principles set out in the College Charter, copies of which are available from the Clerk;
- engaging with the community which the College serves in order to understand and meet its needs, and
- observing its duty under the Education (No.2) Act 1986 to take reasonable steps to ensure freedom of speech 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 terrorism.

3.4 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.

4. DUTIES

4.1 Corporation Members 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 Corporation Member should act honestly, diligently and (subject to the provisions appearing in paragraph 10 of this Code relating to collective responsibility) independently. The actions of Corporation Members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

4.2 Decisions taken by Corporation Members 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, Corporation Members 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).

4.3 Corporation Members must observe the provisions of the College's Instrument and Articles of Government and in particular 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 Appendix 3.

4.4 Corporation Members should comply with the Terms of Reference and Standing Orders of the Corporation and its committees to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner. Corporation Members must keep those Standing Orders and terms of reference under periodic review.

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

4.6 Corporation Members should refer to the Clerk for advice relating to the governance functions which are set out in Appendix 4 and have regard to the Clerk's independent advisory role.

5. STATUTORY ACCOUNTABILITY

5.1 Corporation Members are collectively responsible for observing the duties set out in the Conditions of Funding Agreement which the College has entered into with the ESFA and the Funding Agreement which the College has entered into with the ESFA as a condition of receiving public funds. A brief summary is set out in Appendix 5.

5.2 Although the ESFA is the main provider of funds to the College, Corporation Members should note that they are 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 the OfS the College will have a funding agreement with the 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 Principal and Chief Executive, 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 Principal and Chief Executive 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.

6. PUBLIC SERVICE VALUES

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 Appendices 1 and 2 of this Code, and the recognition that students and other users of the College's services come first, are a requirement of being a Corporation Member, and should underpin all decisions taken by the Corporation.

7. SKILL, CARE AND DILIGENCE

A Corporation Member should in all his 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 Corporation Members act as agents of the College, for example, when functions are delegated to a committee of the Corporation or to the Chair. Corporation Members should be careful to act within the terms of reference of any committees on which they serve.

8. POWERS

Corporation Members 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 Appendix 6. If a Corporation Member 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 Clerk for advice.

9. CONFLICTS OF INTEREST

9.1 Like other persons who owe a fiduciary duty, Corporation Members 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 judgement.

9.2 Corporation Members are reminded that, under the College's Instrument of Government and its requirements regarding 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.

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

9.3.1 the interest, financial or otherwise, should be reported to the Clerk;

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

9.3.3 if the Corporation Member concerned is present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he or she should:-

(a) not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and

(b) withdraw from that Corporation or committee meeting where required to do so by a majority of the Members of the Corporation or committee present at the meeting.

9.4 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.

9.5 Where it is proposed that the Corporation should grant a member 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 member.

9.6 Corporation Members must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College’s anti-bribery policy and its Financial Regulations 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 Clerk.

9.7 The Clerk will maintain a Register of Corporation Members’ Interests which will be open for public inspection. Corporation Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they or persons associated with them may have, and the Clerk will enter such interests on the Register. Corporation Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Corporation Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Corporation Members should have regard to the meaning given to “interest” in paragraphs 9.3 and 9.5 of this Code.

10. COLLECTIVE RESPONSIBILITY

10.1 The Corporation operates by Corporation Members taking majority decisions in a corporate manner at quorate meetings including meetings held by telephone and by alternative methods such as written resolutions, in both 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 Corporation Members collectively and each individual Corporation Member has a duty to stand by it, whether or not he was present at the meeting of the Corporation when the decision was taken.

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

11. OPENNESS AND CONFIDENTIALITY

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

11.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Clerk, and will be circulated in confidence to Corporation Members save for those Members who have a conflicting interest in the particular sensitive matter. Some confidential items are likely to be of a sensitive nature for a certain period of time only 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 Corporation Members 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 questions. When considering such issues, the Corporation Members 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 disclosure in response to a request received under these information law regimes (unless an appropriate exemption applies in each case).

11.3 However, staff and student Corporation Members have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.

11.4 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 Corporation Members with a shared corporate responsibility for decisions. Corporation Members should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.

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

12. COMPLAINTS

12.1 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. Corporation Members 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.

12.2 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. Corporation Members in particular are reminded that under the ESFA's Procedure for dealing with complaints post 16 education and training provision funded by the ESFA (November 2018), the ESFA can investigate complaints about:

- quality, management or experience of education and training;
- undue delay or non-compliance with published complaints procedures;
- poor administration,
- Quality of assessments;
- 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);
- advanced learner loans;
- apprenticeship providers from employers; and

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

12.3 The ESFA will not investigate complaints about

- Issues that are more than 12 months old (except for exceptional cases related to advanced learner loans);
- examination results, grades, marks, assessment outcomes or curriculum content
- individual employment issues,
- governor or other voluntary employment issues:
- contractual or commercial disputes, or arrangements,
- disputes between an employer and a provider in relation to the apprenticeship levy,
- matters which are the subject of legal action or matters that are better investigated by the police,
- the cancellation or reimbursement of advanced learner loans (which could be referred to the student loan company),
- claims for compensation, a refund of fees or costs incurred when a learner has to transfer to another provider,
- issues classified as serial, or
- allegations of fraud, financial irregularity, whistleblowing and allegations of incentives and inducements (which should be directed to the allegations team), and
- safeguarding concerns

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

13. ATTENDANCE AT MEETINGS

A high level of attendance at meetings of the Corporation is expected so that Corporation Members can perform their functions properly.

14. GOVERNANCE DEVELOPMENT

14.1 The Corporation shall seek to ensure that all Corporation Members are appointed on merit, in accordance with an open selection procedure carried out by the Corporation's Search and Governance 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.

14.2 Corporation Members must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.

14.3 In order to promote more effective governance, Corporation Members 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.

SCHEDULE - List of source documents

1. the College's Instrument of Government;

2. the College's Articles of Government;

3. the Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation;

4. the Conditions of Funding Agreement entered into by the College with the ESFA and the Funding Agreement entered into by the College with the ESFA;

5. the College's Mission Statement and corporate objectives;

6. the College's Strategic Plan;

7. the College policies that extend to Corporation Members, including the College's policies on equal opportunities, freedom of speech, safeguarding, anti-bribery together with the general requirements within the College's Financial Regulations; and the College's policy on preventing people being drawn into terrorism;

8. the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:

- selflessness;
- integrity;
- objectivity;
- accountability;
- openness;
- honesty; and
- leadership.

An extract from the report of the Nolan Committee setting out these Principles in more detail is set out at Appendix 1;

9. the Post-16 Audit Code of Practice issued by the ESFA;

10. the Code of Good Governance for English Colleges issued by the Association of Colleges;

11. 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 Appendix 2;

Appendices 1 (the Seven Principles of Public Life), 2 (Six Core Principles of Good Governance), 3 (Responsibilities of Corporation Members), 4 (Responsibilities of the Principal and Chief Executive and the Clerk to the Corporation), 5 (Financial Memorandum of the ESFA) and 6 (Powers of the Corporation) are attached to this Code for reference.

APPENDIX 1

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.

APPENDIX 2

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

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

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

1.2 Making sure that users receive a high quality service;

1.3 Making sure that taxpayers receive value for money.

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

2.1 Being clear about the functions of the governing body;

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

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

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

3.1 Putting organisational values into practice;

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

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

4.1 Being rigorous and transparent about how decisions are taken;

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

4.3 Making sure that an effective risk management system is in operation.

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

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

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

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

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

6.1 Understanding formal and informal accountability relationships;

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

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

6.4 Engaging effectively with institutional stakeholders.

APPENDIX 3

Summary of Main Responsibilities of Corporation Members under the Articles of Government

Under the College's Articles of Government, the Corporation shall be responsible for:

(a) the determination and periodic review of the educational character and mission of the institution and for oversight of its activities;

(b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;

(c) approving the quality strategy of the institution;

(d) for the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;

(e) approving annual estimates of income and expenditure;

(f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity as a member of staff;

(g) setting a framework for the pay and conditions of service of all other staff; and

"Senior Post" means the post of Principal and such other senior posts as the Corporation Members may designate for the purposes of the Articles

Responsibilities which must not be delegated by the Corporation

The Articles of Government prohibit the Corporation from delegating the following:-

(a) the determination and periodic review 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 the safeguarding of their assets;

(d) the appointment of the Principal or holder of a senior post;

(e) the appointment of the Clerk (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity as member of staff);

(f) the modifying or revoking of the Articles of Government;

(g) the consideration of the case for dismissal of the Principal, the Clerk or the holder of a senior post unless such function is delegated to a committee of Members of the Corporation; and

(h) the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post unless such power is delegated to a committee of members of the Corporation.

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

APPENDIX 4

Summary of main responsibilities of the Principal under the Articles of Government

Under the College's Articles of Government, the Principal shall be the Chief Executive of the College and shall be responsible for:

(a) making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the Corporation;

(b) the determination of the institution's academic activities and the determination of its other activities;

(c) preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;

(d) the organisation, direction and management of the institution and leadership of the staff;

(e) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and

(f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds and expelling students for academic reasons.

Summary of main responsibilities of the Clerk under the Articles of Government

Under the College's Articles of Government, the Clerk shall be responsible for advising the Corporation with regard to:

(a) the operation of its powers;

(b) procedural matters;

(c) the conduct of its business; and

(d) matters of governance practice

APPENDIX 5

The ESFA' College Funding Framework

1. In 2019 to 2020 FE funding will be contracted using a new contract framework.

2. The purpose of the new framework is to:

   - reduce the number of separate agreements that providers will hold with ESFA;
   - ensure consistency across ESFA agreements
   - update the contracts with the latest commercial best practice

3. The new framework will be used for all FE funding except for levy apprenticeships and European Social Fund.

4. 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.

5. 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

6. Schedule 9 of the Conditions of Funding Agreement sets out the key issues for Corporation Members 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.

APPENDIX 6

Summary of the Statutory Powers of the Corporation

PRINCIPAL POWERS

Under section 18(1) of the Further and Higher Education Act 1992 a further education corporation may:-

(a) provide further and higher education;

(b) 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

(c) supply goods or services in connection with their provision of education.

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

SUPPLEMENTARY POWERS

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 powers:-

(a) to acquire and dispose of land and other property;

(b) to enter into contracts, including in particular:

  (i) 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

  (ii) contracts with respect to the carrying on by the Corporation of any such activities;

(c) to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation;

(d) 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 1st April 1993) and, in connection with such borrowing, the power to grant any mortgage, charge or other security in respect of any land or other property of the Corporation;

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

(f) to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes;

(g) 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

(h) to 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

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.

The powers conferred by section 19 of the 1992 Act are known as “supplementary powers”.