

**GOVERNING BODY OF
NEWHAM SIXTH FORM COLLEGE CORPORATION**

STANDING ORDERS 2015/16 - draft

Approved by the Governing Body at its meeting of 19 May 2015

1. Introduction and Interpretation

These standing orders are drawn from the instrument and articles of government of Newham Sixth Form College and aim to highlight the key areas of the governing body's responsibilities and key procedures.

The instrument and articles of government remain the primary source of guidance.

In this document 'Governing Body' means the Governing Body of Newham Sixth Form College Corporation.

2. The Seven Principles of Public Life

The Governing Body accepts that governors are holders of public office and in carrying out their roles and responsibilities they should abide by the seven principles of public life as recommended by the Nolan Committee's report, Standards in Public Life. These principles are:

Selflessness

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

Integrity

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

Objectivity

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

Accountability

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

Openness

Holders of public office should be 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 this.

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.

3. Membership of the Governing Body

a) Composition

The Governing Body agreed the following composition at its meeting of 3 December 2013:

Type	Number
Independent governors	12
Principal (unless the principal chooses not be a member)	1
Staff governors	2
Student governors	2
Parent governors	1
Total	18

~~Under the transitional arrangements in the instrument, all governors appointed to groups that will no longer exist (i.e. Business, Co-opted, Community and Local Authority) retain their current titles until their terms of office come to an end.~~

b) Terms of office

The terms of office of governors are as follows:

Independent governors	4 years
Staff Governors	4 years*1
Student Governors	1 year*2
Parent Governor	2 years*3

*1 A staff governor shall cease their membership of the governing body when they leave the employment of the College.

*2 A student governor will cease their membership of the governing body when they cease to be a student at the college

*3 The parent governor shall continue until the end of their office if the student they are a parent of ceases to be a student of the college.

c) Resignations

A governor may resign their office at any time by giving notice in writing to the Clerk.

d) Filing vacancies

In the event of vacancies arising in any category of governor, other than the Principal, the following action will be taken:

Independent governors

To ensure that these places are appropriately filled, the governing body has asked the search committee to seek out candidates on the following basis:

- At least one candidate with a brief for expanding and/or promoting education opportunities in the borough nominated by Newham Council.
- At least two candidates with a brief for expanding and/or promoting higher education progression in the borough, nominated by local higher education institutions
- At least one candidate who is a Newham secondary headteacher
- The remaining candidates to be sought on the basis of skills gaps identified following the annual skills audit of the governing body

Staff and Parent governors

The Clerk will write to the appropriate bodies to seek nominations and arrange an election if more than nominations are received than there are vacancies. In the event of an election the candidate who polls the highest number of votes will be elected. Where a single nomination is received, the candidate will be elected unopposed.

Student governors

The annual elections for student governors will be held to coincide with the elections for the student union ~~President and Vice-President~~executive which take place in the spring term each year with the proviso that the students holding the governorships are of different genders. Any casual vacancies arising at other times in the year will be filled by ~~the replacement President or Vice-President~~members student union executive

General

Prior to making a recommendation to the Governing Body to fill any vacancy, the search committee will need to be satisfied that the process for filling vacancies is open and transparent and takes account of the seven principles of public life.

e) Appointments

The Governing Body must consider the advice of the search committee before making any appointment. A candidate may be declined for appointment as a parent, staff or student governor if the person has, within ten years before his/her appointment would have otherwise have taken effect, been removed from office as a member of a further education corporation. Once

appointed governors will receive an appointment letter from the Clerk which sets out the date of their appointment, their category of membership, their period of office and the conditions that would make them ineligible for appointment. A register of interests form will be sent with the letter which governors will be asked to complete and return along with written confirmation that they are willing and able to accept their appointment.

f) Eligibility

The rules of whether a person is ineligible to be a governor are set out in section 8 of the instrument of government. ~~Broadly, a person is ineligible for membership of the Governing Body if they are:~~

~~Under 18 years of age (unless they are a student governor)
A member of staff of the College (unless they are appointed as a staff governor or as Principal)
A student of the College (unless they are appointed as a student governor)
The Clerk to the Governing Body
Adjudged bankrupt or has made a composition or arrangements with creditors
Convicted in the last five years in the United Kingdom, the Channel Islands or Isle of Man of any offence and imprisoned (whether suspended or not) for a period of 3 months or more, without the option of a fine.~~

If a governor becomes disqualified from continuing to hold office then he or she should give written notice of the fact to the Clerk.

4. The Chair and Vice Chair

a) Appointment of Chair and Vice Chair

All governors are eligible for appointment as Chair or Vice-Chair other than the Principal or any staff or student governor.

The Chair and Vice Chair should hold office for the period of 2 years, commencing on the date of their election and concluding at the first governing body meeting following the second anniversary of their election. Providing they still hold office as governors the retiring Chair and Vice Chair shall be eligible for reappointment.

At the point of the meeting where it is necessary to appoint a Chair the Clerk shall invite nominations from eligible governors. Nominees must be proposed and seconded and if more than one is received an election will take place. This will be by a show of hands. In the event of a tie a secret ballot will be held if this still results in a tie the matter will be determined by the drawing of lots. The election of Vice Chair will be conducted by using the same process, except the Chair will ask for nominations.

If subsequently neither the Chair or Vice Chair are in attendance at a meeting of the Governing Body, the governors should appoint another eligible member to act as Chair for the meeting.

b) Role of the Chair

The role of the Chair is to:

- Undertake the duties assign to the Chair in the discipline and grievance procedures.
- Call meetings, at short notice if necessary.
- Approve minutes prior to publication.
- Decide whether to use a second or casting vote if there is an equal division of votes.

In addition the Chair is responsible for providing effect leadership to the Governing Body and for ensuring that the view of members are sought and that the meetings are conducted efficiently and for accepting the recommendations of the majority governors for matters requiring urgent decisions at inquorate meetings. Outside of this the Chair has no other powers unless these are delegated by the Governing Body. In accepting these Standing Orders the Governing Body has agreed that the Chair should be responsible for making public statements on behalf of the Governing Body providing such statements are consistent with its decisions and discussed with the Principal.

c) Role of the Vice Chair

The Vice Chair is responsible for carrying out the duties of the Chair in his or her absence.

5. Attendance at Governing Body Meetings

Agenda for Governing Body meetings are sent to all governors at least 7 days in advance.

Meeting dates are set at the summer term meeting of the Governing Body for the next academic year. The Governing Body expects all members to attend every meeting.

“Meeting” includes a meeting at which the members attending are present in more than one room provided that, by use of video-conferencing or similar facilities, it is possible for every person present at the meeting to see and hear each other.

If governors are unable to attend meetings they should submit their apologies for absence to the Clerk preferably by e-mail (pbaglee@newvic.ac.uk) at the earliest date along with a reason for their absence.

The Clerk will maintain an attendance record which will be considered annually by the Search Committee. In accordance with **Section 10(2)(b)** of the instrument of government, governors who have been absent from Governing Body meetings for a period longer than 6 consecutive months without the permission of the Governing Body can be removed from office.

The Governing Body has agreed that members who fail to attend all meetings of the Governing Body during an academic year should be contacted by the Principal to discuss their future membership of the Governing Body. Attendance at Committee meetings is also reviewed annually.

6. Access to Governing Body and Committee meetings

Members of the Governing Body and the Clerk are the only persons entitled to attend meetings of the Governing Body. Committee members, as determined by the Governing Body, and the Clerk are the only persons entitled to attend meetings of committees. However, the Governing Body has a standing arrangement that the Vice-Principal and the ~~Assistant Principals~~ members of the senior leadership team will be invited to attend all Governing Body meetings and committee meetings, as appropriate, and that other members of the college staff, external service providers and consultants, who are not governors, can be invited to attend at the invitation of the Principal for the purpose specified on the agenda. Governing Body members who are not members of a committee can attend committee meetings with the approval of the chair of that committee. It is for the chair of the Governing Body or committee chairs to determine whether any other person is permitted to attend meetings.

7. Withdrawal from meetings

From time to time governors might be required to withdraw from meetings. The rules concerning this are set out in Section 14(5) to (12) of the Instrument of Government. Broadly speaking these relate to governors who are members of staff leaving the meeting if their remuneration, the appointment of their successor is considered. In addition the Governing Body has decided to ask staff and students who are governors to leave if the appointment, remuneration, conditions of service, promotion, dismissal, retirement of a member or prospective member of staff is discussed. Staff and student governors are unable to take part in the discussion or determination of these matters should the Governing Body not require them to leave.

Student governors under 18 years of age cannot vote on any issue concerning the expenditure of money by the Governing Body or the entering into of contracts. However, they are not required to leave the meeting when these matters are discussed and determined.

It is for the Governing Body to decide whether any other person can attend its meetings. Any person who wishes to attend a meeting as an observer should contact the Clerk and explain why they would like to attend. The Clerk will arrange with the Chair for the issue to be taken as the first item of business on the agenda. The observer will only be able to attend if the Governing Body so agrees. However, they will be required to withdraw from the meeting should any confidential items are discussed.

8. Publication of Governing Body Papers

Governing Body and Committee agendas, minutes and reports are available for inspection, except where they are considered to be confidential. These papers are available for inspection in the Learning Resource Centre. Also once approved, governing body and committee minutes will be published on the college's website at www.newvic.ac.uk

Members of the public who do not have access to the college and who wish to inspect papers should contact the Clerk at the following address:

Paul Baglee
Clerk to the Governing Body
NewVic
Prince Regent Lane
London E13
Tel: 020 7540 6927
e-mail: pbaglee@newvic.ac.uk

Papers are regarded to be confidential if they included information about:

- A named person employed at or proposed to be employed at the College
- A named student at, or candidate for admission to, the College
- Any matter the Corporation is satisfied should be dealt with on a confidential basis.

The status of papers declared confidential shall be reviewed by the Clerk and the end of each academic year to determine whether this status remains applicable.

9. Preparing the agenda for Governing Body meetings

The agenda for Governing Body meetings shall be prepared by the Clerk in liaison with the Principal for approval by the Chair.

The order of business below shall be followed by the Clerk in constructing the basic agenda for any meeting of the Governing Body. Items within the yearly cycle of routine decisions and other items shall be inserted as appropriate.

- Apologies for absence
- Governing Body reports if any
- Principal's reports if any
- Financial reports if any
- Other reports if any
- Chairperson's actions if any
- Correspondence if any
- Minutes of the previous meeting
- Matters arising
- Minutes of Committees
- Matters arising

Governors who wish to add items to the agenda should give written notice of the item to the Clerk at least 4 weeks in advance of the Governing Body meeting, the Clerk will seek the approval of the Chair to include the item.

10. Meetings

a) Frequency

The Governing Body must meet at least once per term. All meetings will be summoned by the Clerk and an agenda will be issued to all members at least 7 days before the date of the meeting.

b) Special Meetings

The Chair can call a special meeting at any time. If he or she considers the matters demanding consideration to be urgent then the notice given can be less than 7 calendar days.

Otherwise any a special meeting may be called at the request of any five members giving written notice to the Clerk, the date and time of the meeting shall be set by the Chair.

c) Quorum

The quorum for Governing Body meetings, i.e. the minimum number of governors present for the meeting to proceed, is 40% of the membership when complete. Therefore at least ~~6~~⁸ governors need to be present throughout the meeting if the business is to be completed.

If a quorum is not achieved or if the meeting becomes inquorate before it has finished, arrangements will need to be made for another meeting to be held or for the Chair to use his/her delegated power to accept the recommendations on urgent matters supported by the majority of the governors remaining at the meeting.

d) Making decisions

Unless the Governing Body delegates powers to individuals or committees, decisions can only be made at Governing Body meetings by a majority vote. If there is an equal division of votes the Chair is able to have a second or casting vote.

A governor may only vote by attending meetings. Proxy and postal votes are not permitted.

e) Changing a major decision

Major decisions cannot be changed unless there is a specific item of business on the agenda clearly stating the governors are going to be asked to rescind or vary the decision.

f) Declaring an interest

Any governor who has a financial interest in or owes a duty to any organisation; whether through ownership, employment, membership or trusteeship shall declare his or her interest and not participate in any discussion or vote on any matter relating to it at Governing Body meetings. If requested to do so by the Governing Body, the governor or governors concerned should withdraw from the meeting

Governors' interests should also be recorded in the register maintained by the Clerk. Governors will be asked to review and update the record of their interests each year.

g) Withdrawing from meetings

Governors will be required to withdraw from meetings for the reasons stated in Section 14(5) to (12) of the instrument of government (see *Access to Meetings (no. 6) above*).

h) Conduct of meetings

i) The Governing Body wishes to carry out its business as informally as possible, but it recognises that for meetings to be conducted efficiently and effectively, there needs to be rules of debate which are the sole responsibility of the Chair to enforce.

- ii) Every governor, who is entitled to do so, should be given the opportunity, if they wish to use it, to make a contribution to any item of business (restrictions to this are listed in paragraphs 6, 7, 10(f) and 10(g) of these standing orders). Governors who wish to make a contribution should seek the permission of the Chair before they speak. When making their contribution governors should address the meeting through the Chair.
- iii) Governors who have a personal interest in an item of business should declare their interest and, if requested to do so by the Governing Body, withdraw from the meeting while the relevant item is being discussed (see paragraph 10 (f)).
- iv) Governors are encouraged to make their contribution as efficiently and effectively as possible. If any governor is becoming repetitious, strays from the point of the item or speaks for longer than 2 minutes the Chair reserves the right to remind him or her about the nature of the item and/or ask them to draw their contribution to a close. If the governor persists then the Chair will move on to the next contributor.
- iv) Reports submitted to the Governing Body by the Principal or Clerk should always include a recommended course of action. The Governing Body can agree to withdraw items from the agenda, unless it is a requirement that they be resolved at that meeting, i.e. adoption of the budget. The Governing Body can also agree to change the order of the agenda.
- v) From time to time governors might wish to propose an alternative course of action. If a governor wishes to vary the recommendation he or she should propose a motion at the meeting which must be seconded. Details of the motion, any subsequent amendments and the names of the proposers and seconders will be recorded in the minutes of the meeting by the Clerk. If more than one motion is made it is up to the Chair to decide if they should be discussed separately or together. However, all motions must be voted on separately.
- vi) If an amendment is proposed and seconded during the debate the origin motion will be put aside and the amendment debated. If the majority of governors vote in favour of the amendment then the origin motion is amended and the new form of words becomes the substantive motion. Amendments must be relevant to the motion and may:
 - Refer the motion to a committee (providing it does not require the decision of the full Governing Body)

- Leave out words
 - Add words
 - Leave out and add words without contradicting it.
- vii) Governors may raise points of order at any time during a debate where they believe that the Governing Body is acting in contravention of the Instrument and Articles of Government and/or the Standing Orders. Points of order will be dealt with immediately by the Chair (in liaison with the Clerk). The Chair's view is final and not subject to challenge.
- viii) At any time in a debate, a governor may move that:
- the question now be put; or,
 - the Governing Body proceed with the next business
- ix) If either of these motions are seconded they should be put to the vote, providing the Chair agrees that the matter has been sufficiently discussed. Otherwise it will be for the Chair to decide when the motion shall be determined.
- x) The Governing Body accepts that views expressed by individual governors during the course of the debate are confidential and should not be discussed outside of the meeting. The minutes provide the only authoritative record of the discussion and the decision of the Governing Body. The contributions made by governors at meetings should relate to the matter under discussion and should not be improper, offensive or potentially defamatory. The Chair is responsible for ruling a contribution to be inappropriate. Under such a circumstance the governor in question should be asked to withdraw their comments and, where the Chair deems it appropriate, take no further part in the discussion.
- xi) Standing Orders may be waived for exceptional reasons only by the formal agreement of the Governing Body who shall require that decision to be recorded in the minutes.
- xii) The Governing Body shall determine whether any item should be confidential, if so any members of the public in attendance shall be requested to leave. Such matters appropriate here would relate to the appointment, disciplining or dismissal of college staff. Staff and Student Governors can at such times be asked by the Governing Body to withdraw.
- xiii) The Governing Body may require a report to be submitted on any appropriate item it reasonably determines shall be brought before it.

- xiv) The Governing Body can decide not to express an opinion.
- xv) On any matter concerning borrowing of money any decision must be taken by the full Governing Body.
- xvi) Any student Governor under the age 18 shall not vote on any motion concerning the expenditure or borrowing of money or entering into contracts.
- xvii) Any matter concerning either the borrowing of money or the entering into contracts concerning the offer of buildings or land as security could make Governors personally liable in view of the status of college. No resolution should be passed in this respect before consultation with the Young People's Learning Agency and seeking appropriate independent legal advice
- xviii) Governors shall not pass any resolution to borrow money in such circumstances before consultation with the Young People's Learning Agency and seeking appropriate independent legal advice.
- xix) Voting will be by show of hands. Members can ask for votes to be recorded and the Chair should accept such a request.
- xx) The College has a no smoking policy and Governors are not permitted to smoke on any part of the college's site.
- xxi) Any items of urgent business which do not appear on the agenda can only be considered with the approval of the Chair.
- xxii) The Chair has the right to attend any committee meeting and may speak but not vote at such meetings.
- xxiii) The Chair of the Governing Body or any Committee shall be able to vote and shall have a second or casting vote if required.
- xxiv) Any interpretation of these standing orders shall be by ruling of the Chair and shall not be challenged at any meeting of the Governing Body.

11. Standing Committees

a) Names of Committees

The Governing Body has agreed to establish the following standing committees:

- Audit
- Search

b) Membership

Governors shall hold memberships of committees for the period from the date of the governing body's first meeting of the academic year to the date of the first governing body meeting in the following year.

In line with section 6 of the articles of government and ~~YPLA~~ EFA requirements, no members of the Audit Committee shall be:

- Senior postholders at the college
- Members of any finance committee
- The Chair of the Governing Body

The Chair of the Governing Body shall be an ex-officio member of all committees other than the Audit Committee.

c) Committee Chairs

The Chair of each Committee will be appointed (or reappointed) at the governing body's first meeting of the academic year.

d) Terms of reference

Each committee shall have terms of reference which determine its role and areas of responsibility. These shall be reviewed annually by the Governing Body. The latest versions of these are attached as appendix 1. In line with Section 9 of the Articles of Government, the Governing Body will not delegate the following:

- The determination of the educational character and mission of the institution
- The approval of annual estimates of income and expenditure
- Ensuring the solvency of the institution and the Corporation and the safeguarding of their assets
- The appointment or dismissal of the Principal
- The appointment or dismissal of the Clerk to the Corporation; and
- The modification or revocation of the Articles of Government

e) Standing Orders

The proceedings of the committees shall be governed by these Standing Orders and the committees shall have no powers to waive them.

f) Quorum

The quorum for all committee meetings shall be 40% of members, providing the majority of members present are governors.

12. Appointment of Senior Postholders

The Governing Body has determined that the senior postholders at the College should be the Principal and the Vice-Principal. In the event of a vacancy the Governing Body shall:

- a) Advertise the vacancy nationally
- b) Where the vacancy is for the Principal appoint a selection panel comprising of at least 5 members of the Governing Body including the Chair and Vice Chair
- c) Where the vacancy is for the other senior postholder appoint a selection panel comprising of the Principal and at least 3 other members of the Governing Body

The selection panel shall:

- a) Determine the arrangements for selecting the applicants for interview
- b) Interviewing the applicants
- c) Recommend to the Governing Body the person that shall be appointed

If the selection panel are unable to agree the applicant to recommend for appointment, or if the Governing Body is unable to approve the recommendation, the selection panel might be asked to repeat the selection process with or without readvertising.

13. Clerk to the Governing Body

a) Appointment

The Governing Body is responsible for appointing the Clerk

b) Attendance at meetings

The Clerk is entitled to attend all meetings of the Governing Body and its committees. However, he or she must withdraw from meetings when his or her remuneration, conditions of service, conduct, suspension, dismissal or retirement are considered. Under these circumstances a member of the Governing Body will act as Clerk for this part of the meeting.

c) Intervention

Under such circumstances when the Clerk considers that the Governing Body is acting beyond its powers he or she is required to intervene and explain the purpose of his or her intervention. If the Clerk considers that his or her advice is being disregarded and he or she still has concerns about the conduct of the Governing Body, then the following steps should be taken to resolve the matter before it is referred by the Clerk to the EFA:

- The concerns of the Clerk are put in writing to the Principal and Chair of the Governing Body (and Chair of the Audit Committee if relevant)
- They are discussed at a meeting of the Governing Body or relevant committee
- Independent legal advice is obtained by the Governing Body.

d) Job Description

The latest version of the Clerk's job description, which was agreed by the Governing Body at its meeting of 4 April 2000, is attached as appendix 3.

14. College Staff

- a) As employees of the Governing Body staff of the college shall be answerable to the Governing Body though day to day management shall be vested in the Principal.
- b) College staff shall be available to provide information on the work of the college.
- c) College staff shall service committees as required and shall furnish materials for consideration by Governors.
- d) The college management shall accommodate Governors wishing to visit departments within college.
- e) Senior staff appointments shall be determined by the Governing Body who shall pay due regard to the wishes of the Principal.
- f) Issues of discipline shall be handled as per the agreed college procedure. The Chairperson shall so arrange any Governing Body disciplinary appeal hearing so that any Governors involved were not present at any earlier hearing.

15. Code of Conduct

At its meeting of ~~1 July 2014~~19 May 2015, the Governing Body adopted the ~~twelfth~~thirteenth addition Evershed's Code of Conduct for Governors, which is attached as Appendix 3. All members who accept an appointment to the Governing Body as a governor are deemed to accept the provisions of this code of conduct.

16. Governors' Expenses

The Governing Body has agreed that Governors are able to claim reasonable travelling expenses for reimbursement for attending governing body and committee meetings. In addition a childcare allowance of £10 per attendance will also be reimbursed.

Claims should be made to the Director of Finance and Resources and should contain sufficient details about the expenses incurred.

NEWHAM SIXTH FORM COLLEGE

AUDIT COMMITTEE

TERMS OF REFERENCE

Constitution

- 1 The audit committee is a committee of the governing body and its chair and members will be appointed by the governing body. It will have at least four members none of whom shall be the chair of the corporation or hold senior management posts in the college . The committee may co-opt to membership not more than two persons with audit expertise, which the committee considers desirable. A quorum will be 40% of the membership of the committee (excluding any vacancies).

Authority

- 2 The committee is authorised to investigate any activity within its terms of reference. It may seek any information it requires from any employee of the college, the internal audit service, the financial statements auditor, governors and committees, plus relevant information from subcontractors and other third parties. All employees are required to co-operate with any request made by the committee. The committee is authorised to obtain independent external professional advice if it considers this necessary. In advance of seeking independent professional advice, the chair of the audit committee will advise the chair of the governing body and the principal of the reasons for the proposed action and the likely resource implication for the college.

The audit committee must ensure that it maintains its independence when considering the appointment of members. It should 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 audit and assurance. The audit committee must not adopt an executive role.

Procedures

- 3 The committee should normally meet at least once each term. The director of finance and resources and the internal auditor should normally attend and the financial statements auditor should attend when external audit matters are being considered. The minutes of meetings will be presented to the governing body.

Responsibilities

- 4 The committee is responsible to the governing body for: -
- i. Assessing and providing the corporation with an opinion on the adequacy and effectiveness of the college's audit arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
 - ii. Advising the corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.
 - iii. Establishing, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the internal audit service and financial statements 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;
 - iv. Advising the governing body on the scope and objectives of the work of the financial statements and regularity auditor and the internal audit service;
 - v. Advising the governing body on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements and the funding auditors, and management's response to these;
 - vi. Monitoring, within agreed timescales, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the college.
 - vii. Ensuring effective co-ordination between the financial statements and regularity auditor and the internal audit service, including whether the work of the internal auditor should be relied upon for audit purposes;
 - viii. Considering and advising the governing body on the audit strategy and annual internal audit plans for the internal audit service;
 - ix. Advising the governing body on the scope of the financial statements auditor services required and any non-audit service needed;
 - x. Considering and advising the governing body on relevant reports by the funding agency and other relevant bodies and, where appropriate, management's response to these;

- xi. producing an annual report for the corporation. The annual report must summarise the committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report; must include the audit committee's opinion on the adequacy and effectiveness of the college's audit arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness. The annual report must be submitted to the corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the annual report must be submitted to the relevant funding body with the annual accounts
- xii. overseeing the college's policies on fraud and irregularity and whistleblowing, and ensuring the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity; that investigation outcomes are reported to the committee; that the external auditors and internal auditors have been informed, and that appropriate follow-up action has been planned / actioned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body to ensure that all allegations of fraud and irregularity and properly followed up;
- xiii. Informing the corporation of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded;
- xiv. to recommend the annual financial statements to the governing body for approval and to report to the governing body on the efficacy of the audit;
- xv. considering annually the extent of any financial interests on the part of governing body members in the college and advising the governing body accordingly.

Any reference to the board or governing body above refers to governing board of Newham Sixth Form College Corporation.

Agreed by governing body on 1 July 2014

NEWHAM SIXTH FORM COLLEGE

SEARCH COMMITTEE

TERMS OF REFERENCE

1. **Constitution**

- 1.1 The membership of the Committee shall be appointed annual by the governing body and include the Principal.
- 1.2 The Chair of the Committee shall be determined annually by the Governing Body.
- 1.3 The Committee shall be able to co-opt other Board members and non-Board members as required.
- 1.4 The Committee shall meet at least twice per year. Ad hoc meetings may be called as necessary in agreement with the Chair.
- 1.5 Appointment to the Committee shall be for a minimum of one year.
- 1.6 The Committee shall have power to employ the services of such external advisers as they deem necessary to fulfil their responsibilities.
- 1.7 Any vacancies arising shall be referred to the Board.
- 1.8 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

2. **Quorum**

The meeting shall be quorate when at least 40% of members who are governors are in attendance.

3. **Terms of Reference**

The Terms of Reference of the Committee shall be:

- 3.1 To be responsible for nominating candidates for appointment as independent governors for the approval of the Corporation.
- 3.2 To consider and make recommendations from time to time on the Corporation's composition and balance and on the procedures for appointment to the Corporation.
- 3.3 To develop and recommend to the Corporation, policies and procedures for the induction, and development of Corporation members.

- 3.4 To review the Governing Body attendance record on an annual basis and to make recommendations to the Governing Body.

- 3.5 To review the pay and performance of the college's senior postholders and to make recommendations to the Governing Body in line with the procedure agreed by the Governing Body.

Any reference to the Board or Governing Body above refer to Governing Board of Newham Sixth Form College Corporation.

Agreed by governing body on 1 July 2014

Clerking Arrangements

Agreement between the Corporation of Newham Sixth Form College and Newham Partnership Working Ltd

Range of duties

To carry out the following duties:

- advising the governing body and its committees on the proper exercise of their powers and on the application of the education acts and other legislation affecting its work
- in consultation with the chair and principal, planning the forward programme of meetings of the governing body and its committees; identifying the main items to be taken at those meetings and liaising with those members of staff or governors preparing papers for forthcoming meetings
- facilitating communication on governing body matters between the chair, principal and senior staff in the college
- summoning meetings and preparing and despatching agenda and papers for governing body and committee meetings
- attending all meetings of the governing body and its committees, giving advice on procedure at such meetings and preparing draft minutes of the proceedings
- acting as correspondent for the governors
- preparing documentation to be executed by authorised signature or under the college seal (if purchased in due course)
- giving administrative support to the chair of governors, to chairs of committees and to individual governors as required
- ensuring compliance with the law as regards public access to governors' papers
- making arrangements for safe custody of the official record of the governing body's business and maintaining a record of outstanding business
- drawing up for approval, and keeping under review, standing orders for the conduct of business of the governing body and its committees

- maintaining a record of the membership of the governing body, notifying it of any vacancies, making arrangements for staff, student and parent elections, and advising the governing body on strategies for recruiting governors
- maintaining an attendance record of governors, notifying any governors whose membership lapses as a result of non-attendance or who become disqualified for some other reason
- maintaining a code of conduct for the governing body and a register of the financial and personal interests of governors; and advising governors on declarations of interest
- administering any scheme for the reimbursement of governors' expenses
- in conjunction with the college or outside agencies, facilitating induction and training programmes for governors
- taking appropriate action if and when the governing body, its chair or one of its committees appears to be at risk of acting outside their powers or to be proposing actions that may be unlawful.

Clerk to the Corporation

The Clerk to the Corporation is Paul Baglee

Time and Base

The Clerk will be based at the College for an average of a half-day a week (3.5 hours). However, both parties agree that this should be interpreted flexibly and there might be times when more than 3.5 hours are worked in a single week depending on priorities and deadlines. This will be offset by an additional charge if more than 26 days are worked during the year.

The Clerk will also attend the College to minute all meetings of the Corporation and its committees. Draft minutes will be prepared outside of the 26 working days.

Line Management Arrangements

The Clerk will be line managed by the Principal on a day to day basis and by the Chair of the Corporation. The Chair will conduct the appraisal.

Support

The Clerk will be given access to a desk, telephone, Personal Computer, secretarial support and reprographic services.

Performance Standards

The following performance standards will apply

- Annual cycle of agendas available one month prior to the final meeting of the preceding year.
- Agendas for all meetings of the Corporation or its committees will be sent to governors 9 calendar days in advance of the meeting.
- Draft minutes will be circulated to the relevant Chair within a week of the meeting, and after any amendments are agreed forwarded to the relevant members within a week of being approved by the Chair.

Review

These arrangements are subject to review within six months of the start date and thereafter on annual basis.

Period of notice

Either party can terminate this agreement by giving 1 months notice in writing.

Signed_____ Signed_____

NEWHAM SIXTH FORM COLLEGE

GOVERNING BODY

CODE OF CONDUCT

THIRTEENTH EDITION

PRODUCED BY EVERSHEDES

Thirteenth edition: March 2015
First published: June 1995

*** Throughout this code “Corporation Member” or “Members” may be substituted by “Governor” or “Governors” and “Corporation” by “Governing Body” as appropriate.**

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Code of conduct for governors

(Made by the governing body on 4 December 2001
and further revised on 19 May 2015)

1. INTRODUCTION

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Governors, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Governing Body 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, Governors are recommended to familiarise themselves with the source documents listed in the Schedule.
- 1.3 If a Governor 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 Governor of the College and for any act or omission in that capacity rests with the individual Governor.
- 1.4 This Code applies to every committee or working party of the Governing Body and to every subsidiary company or joint venture of the College to which Governors may be appointed.
- 1.5 By accepting appointment to the Governing Body, each Governor agrees to accept the provisions of this Code.

2. INTERPRETATION

In this Code:-

- 2.1 'College' means this College;
- 2.2 '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 Governing Body from time to time;
- 2.3 'College Core Values' means those Core Values set out at paragraph 3.2 of this Code or such other core values as may be agreed by the Governing Body from time to time.
- 2.4 'The Governing Body' means the sixth form college corporation which was established and designated by the Secretary of State for the purpose of conducting the College;

- 2.5 'Governor', 'Chair', 'Principal' and 'Clerk' mean respectively the Member of the Corporation of the College, the Chair of the Governing Body, the Principal of the College and the Clerk of the Governing Body;
- 2.6 'DfE' means the Department for Education;
- 2.7 'EFA' means the Education Funding Agency or any successor body;
- 2.8 'Foundation Code' means the English Colleges Foundation Code of Governance issued by the Association of Colleges in November 2011¹
- 2.9 'SFA' means the Skills Funding Agency;
- 2.10 all other definitions have the same meanings as given in the College's Instrument and Articles of Government; and
- 2.11 words importing one gender import any gender.

3. **AIMS AND VALUES**

- 3.1 Our mission is to create a successful learning community.
- 3.2 We believe in:
- Excellence and achievement; setting high standards and high expectations.
 - Respect for everyone; valuing diversity and promoting equality.
 - Education for everyone; attracting and including new learners.
 - Education of the whole person; for personal and social development.
 - Accountability; responding and contributing to our communities.
 - Honesty, openness, trust and sensitivity in everything we do.
- 3.3 The College Mission Statement together with the corporate objectives of the College agreed by the Governing Body from time to time seek to encapsulate the core purposes and aims of the College. Governors, should have due regard to these purposes and aims when conducting the business of the Governing Body and considering the activities and proposed activities of the College.
- 3.4 The Governing Body 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 Governing Body is committed to:

¹ The AoC issued in November 2014 for consultation a revised document, to be known as the English Colleges' Code of Good Governance, which is expected to become available for adoption later in 2015.

- having close regard to the voice of the learner;
- 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;
- 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 speech² for members of the College community and visiting speakers and its duty under the Counter Terrorism and Security Act 2015³ to have regard to the need, when exercising its functions, to prevent people from being drawn into terrorism⁴.

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

4.2 Decisions taken by Governors at meetings of the Governing Body and its committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds. Accordingly, Governors must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including, but not limited to, the bodies that elected them).

4.3 Governors must observe the provisions of the College’s Instrument and Articles of Government and in particular the duty to give immediate notice to the Clerk should they become disqualified from continuing to

² On freedom of speech see the College’s code of practice on freedom of speech.

³ On this point see the statutory guidance issued by the Home Office on compliance with the duty in s.26 of the 2015 Act: <https://www.gov.uk/government/publications/prevent-duty-guidance>

⁴ This duty is not yet in force. The outgoing government confirmed in March 2015 that the duty would not be implemented until further guidance on the management of external speakers and events had been issued and further regulations approved by Parliament. While it intended to bring the duty into force on 1 July 2015 this is dependent upon the outcome of the general election.

hold office and also the responsibilities given to the Governing Body 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 Governors should comply with the Standing Orders and terms of reference of the Governing Body and its committees to ensure that the Governing Body conducts itself in an orderly, fair, open and transparent manner. Governors must keep those Standing Orders and terms of reference under periodic review.
- 4.5 Governors 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 Governing Body's function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior post holders, it is the Principal's role to implement the Governing Body's decisions, and to manage the College's affairs within the budgets and framework fixed by the Governing Body. Governors should work together so that the Governing Body and the Principal as Chief Executive perform their respective roles effectively.
- 4.6 Governors 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 Governors are collectively responsible for observing the duties set out in the Funding Agreement which the College has entered into with the EFA and the Financial Memorandum with the SFA as a condition of receiving public funds. A summary of some of the more important requirements of the Funding Agreement is set out in Appendix 5.
- 5.2 Although the EFA is the main provider of funds to the College, Governors should note that they are also responsible for the proper use of income derived from other sources, such as the Higher Education Funding Council for England (HEFCE) and the European Union (EU) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit. Where funding is received directly from HEFCE the College will have a memorandum of assurance and accountability with HEFCE which sets out the basis on which funding is provided. Where HEFCE funding is received indirectly via a collaboration with a HEFCE 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 EFA its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the EFA puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The Principal may be required to appear before the Committee of Public Accounts, alongside the Chief Executive of the EFA, to give an account of the use made by the College of such funds. The Governing Body 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 sixth form college 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 Governor, and should underpin all decisions taken by the Governing Body.

7. **SKILL, CARE AND DILIGENCE**

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

8. **POWERS**

Governors are responsible for taking decisions which are within the powers given to the Governing Body by Parliament under sections 33E and 33F of the Further and Higher Education Act 1992 as amended by the Apprenticeships, Skills, Children and Learning Act 2009 and the Education Act 2011. A summary of those powers is set out in Appendix 6. If a Governor thinks that the Governing Body 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, Governors should seek to avoid putting themselves in a position where there is a conflict (actual or

potential) between their personal interests and their duties to the Governing Body. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

9.2 Governors are reminded that under the College's Instrument of Government and the general law they must disclose to the Governing Body 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 Governing Body.

9.3 If an interest of any kind (including an interest of a spouse, partner or business associate of a Governor or of a close relative of the Governor or his or her spouse, partner or business associate) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Governor's independent 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 Governing Body before the matter giving rise to the interest is considered;

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

(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 Governing Body or committee meeting where required to do so by a majority of the Governing Body or committee present at the meeting.

9.4 For the purposes of clause 9.4 "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 to the College) 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 Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 or the College's anti-bribery policy or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- 9.7 The Clerk will maintain a Register of Governors' Interests which will be open for public inspection. Governors must disclose routinely to the Governing Body 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. Governors must give sufficient details to allow the nature of the interests to be understood by enquirers. Governors should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Governors should have regard to the meaning given to "interest" in paragraphs 9.3 and 9.5 of this Code.

10. **COLLECTIVE RESPONSIBILITY**

- 10.1 The Governing Body operates by Governors taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone, and decisions reached by alternative methods such as written resolutions, in both cases only if so provided for in the College's Instrument and Articles. Therefore, a decision of the Governing Body, even when it is not unanimous, is a decision taken by the Governors collectively and each individual Governor has a duty to stand by it, whether or not he or she was present at the meeting of the Governing Body when the decision was taken.
- 10.2 If a Governor disagrees with a decision taken by the Governing Body, his or her first duty is to have any disagreement discussed and minuted. If the Governor strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Governing Body when it next meets. If no meeting is scheduled, the Governor should refer to the power of the Chair or of any Governors under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Governor's views in advance to the other Governors. Alternatively, as a final resort, the Governor may decide to offer his or her resignation from office, after consulting the Chair.

11. **OPENNESS AND CONFIDENTIALITY**

- 11.1 Because of the Governing Body's public accountability and the importance of conducting its business openly and transparently, Governors should ensure that, as a general principle, students and staff

of the College have free access to information about the proceedings of the Governing Body. Accordingly, agendas, minutes and other papers relating to meetings of the Governing Body 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 Governing Body 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 Governors, 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 Governing Body 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. When considering such issues the Governors must also consider the College's publication scheme issued under the Freedom of Information Act 2000.
- 11.3 However, staff and student Governors 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 Governing Body and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Governing Body are satisfied should be dealt with on a confidential basis.
- 11.5 Governors should not make statements to the press or media or at any public meeting relating to the proceedings of the Governing Body or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for Governors publicly to criticise, canvass or reveal the views of other Governors which have been expressed at meetings of the Governing Body 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.

Governors are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised by students, former students and third parties and of the legal requirement to have a whistle blowing procedure in place.

12.2 Under the EFA's Funding Agreement (Part Two clause 9.1), students, employers and other third parties have a right to make a complaint to the EFA in respect of the College or of any of its decisions. Governors in particular are reminded of the EFA's Procedure for dealing with complaints about Providers of Education and Training (issued by the EFA in August 2014). The Procedure provides that the EFA will investigate complaints about institutions that fall into the following two areas:

- the institution has not complied with its own complaints procedure when considering the complaint.
- the institution has failed to comply with an obligation imposed on it under its funding agreement.

Complaints under this section may include, but are not limited to:

- the quality or management of learning provision
- poor administration.

The EFA *will not* investigate complaints where another body or legal route of challenge is more appropriate. Examples include:

- exam results or curriculum content. Complaints of this nature should be dealt with by the appropriate examination awarding body or by Ofqual
- individual employment issues that are a matter for the employer and the employee, and where employment law provides appropriate remedies
- institutional contractual disputes, including for example, complaints about the terms of sub-contracting agreements between an institution and a sub-contractor
- matters that are already the subject of legal action, proposed legal action, or where legal proceedings are the most appropriate way of resolving the dispute
- matters relating to child protection/safeguarding which will be referred immediately to the relevant local authority.

13. **ATTENDANCE AT MEETINGS**

A high level of attendance at meetings of the Governing Body is expected so that Governors can perform their functions properly.

14. **GOVERNANCE DEVELOPMENT**

- 14.1 The Governing Body shall seek to ensure that all Governors are appointed on merit, in accordance with an open selection procedure carried out by the Governing Body's Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community. The Governing Body should have regard to the provisions relating to the membership of the Governing Body 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 Governors must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 14.3 In order to promote more effective governance, Governors will carry out an annual review of the performance by the Governing Body 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 Standing Orders and terms of reference of the Governing Body and its committees;
4. the Funding Agreement entered into by the College with the EFA [and the Financial Memorandum entered into by the College with the SFA];
5. the College's Mission Statement and corporate objectives;
6. the College's Strategic Plan;
7. the College's policies that extend to Corporation members, including the College's policies on equal opportunities and freedom of speech, the anti-bribery policy as required by the Bribery Act 2010, [and the College's policy on receiving gifts], [the College's policy on conflicts of interest], the College's policy on safeguarding learners; and the College's policy on preventing people from 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 Joint Audit Code of Practice issued by the EFA and the SFA;
10. the Foundation Code
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 Governors), 4 (Responsibilities of the Principal and Clerk), 5 (Financial Memorandum) and 6 (Powers of the Governing Body) 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

11. **Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users**
 - 11.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
 - 11.2 Making sure that users receive a high quality service;
 - 11.3 Making sure that taxpayers receive value for money.
12. **Good governance means performing effectively in clearly defined functions and roles**
 - 12.1 Being clear about the functions of the governing body;
 - 12.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
 - 12.3 Being clear about relationships between the governors and the public.
13. **Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour**
 - 13.1 Putting organisational values into practice;
 - 13.2 Individual governors behaving in ways that uphold and exemplify effective governance.
14. **Good Governance means taking informed, transparent decisions and managing risk**
 - 14.1 Being rigorous and transparent about how decisions are taken;
 - 14.2 Having and using good quality information, advice and support;
 - 14.3 Making sure that an effective risk management systems is in operation.
15. **Good governance means developing the capacity and capability of the governing body to be effective**
 - 15.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;

- 15.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;
- 15.3 Striking a balance, in the membership of the governing body, between continuity and renewal.
- 16. **Good governance means engaging stakeholders and making accountability real**
- 16.1 Understanding formal and informal accountability relationships;
- 16.2 Taking an active and planned approach to dialogue with accountability to the public;
- 16.3 Taking an active and planned approach to responsibility to staff;
- 16.4 Engaging effectively with institutional stakeholders.

APPENDIX 3

Summary of Main Responsibilities of Governors under the Articles of Government

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

Under the College's Articles of Government⁵ the Governing Body shall be responsible:

- (a) for the determination and periodic review [preservation and development⁶] of the educational character and mission of the institution and for oversight of its activities**;
- (b) for publishing arrangements for obtaining the views of staff and students on the determination and periodic review [preservation and development⁷] of staff and students of the educational character and mission of the institution and the oversight of its activities;
- (c) for approving the quality strategy of the institution;
- (d) for the effective and efficient use of resources, the solvency of the institution and the Governing Body and for safeguarding their assets**;
- (e) for approving annual estimates of income and expenditure;
- (f) for 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) for setting a framework for the pay and conditions of service of all other staff; and
- (h) for setting the policy by which the tuition and other fees payable to the College are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the EFA).

"Senior Post" means the post of Principal and such other senior posts if any⁸ as the Governors may designate for the purposes of the Articles.

⁵ The position is as set out in the 2008 Instrument and Articles. Corporations are free to amend these within the parameters set by the revised Schedule 4 Further and Higher Education Act 1992 as inserted by the Education Act 2011. Responsibilities which must be retained by the corporation under the revised Schedule 4 are shown with a double asterisk. The list that follows summarises the effect of Articles 3,9,10 and 19.

⁶ former voluntary controlled colleges only

⁷ see note 7

⁸ Under the new Schedule 4 FHEA it is open to corporations not to designate any posts as senior ones.

Responsibilities which must not be delegated

The Articles of Government prohibit the Governing Body from delegating the following:-

- (a) the determination of the educational character and mission of the institution**;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the institution and the Governing Body 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 Governing Body 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 Government⁹.

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

- (i) making proposals to the Governing Body about the educational character and mission of the institution, and for implementing the decisions of the Governing Body;
- (j) the determination, of the institution's academic activities and the determination of its other activities;
- (k) preparing annual estimates of income and expenditure, for consideration and approval by the Governing Body, and the management of budget and resources within the estimates approved by the Governing Body;
- (l) the organisation, direction and management of the institution and leadership of the staff;
- (m) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Governing Body, 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
- (n) 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 Governing Body with regard to:

- (a) the operation of its powers;
- (b) procedural matters;
- (c) the conduct of its business; and
- (d) matters of governance practice.

⁹ The position is set out as required by the 2008 Articles. The revised Schedule 4 FHEA 1992 contains no statement of the responsibilities of the Chief Executive, as the Principal may now be known, so a corporation may delegate any responsibility it thinks fit to the Principal, subject to it retaining responsibility for those reserved matters shown in Appendix 3 above with a double asterisk.

APPENDIX 5

Summary of main provisions of the Funding Agreement with the EFA

Format of the Agreement

EFA issues a Funding Agreement for sixth form colleges, together with a Funding Agreement for further education colleges that provide EFA funded education for those under 19. SFA issues a version of its Financial Memorandum to sixth form colleges that provide education to those aged over 19. The current versions of these documents were issued in August 2014 and are effective from 1 August 2014.

These arrangements ensure that both sixth form colleges and general FE colleges have proper lines of financial accountability to the relevant funding body. Some sixth form colleges receive funding from the SFA for adult provision and many general FE colleges also receive funding for provision for students aged under 19 from the EFA.

The form of the documentation varies because of the different legal basis on which the EFA and SFA fund provision. The EFA provides funding under the Education Act 2002. Such funding is not limited to provision by grant – in aid, so the appropriate document is a Funding Agreement which is contractual in nature. The Funding Agreements which EFA provides to colleges are broadly similar in nature to those that EFA has with academy schools. The SFA provides funding under the Apprenticeships, Skills, Children and Learning Act 2009 on the basis of grant – in aid. Such grants are provided subject to conditions set out in the Financial Memorandum.

The EFA Funding Agreements are structured in two parts. Part 1 deals with matters affecting financial accountability, such as the responsibilities of the governing body and of the accounting officer, the requirement to provide information, and the requirements in relation to financial reporting and audit. In the version of the EFA funding agreement for general FE and specialist colleges, this material is omitted, since EFA will take assurance from the equivalent provisions in these colleges' Financial Memoranda with SFA. For the same reason, the version of the Financial Memorandum which is provided by the SFA to sixth form colleges omits those provisions. This is because the SFA will rely on equivalent provisions in the sixth form college's Funding Agreement with the EFA.

The SFA Financial Memorandum is in only one part, with only the financial annexes differing between institutions, unless there is a particular need for special provisions specific to a particular institution. In practice, if a college, receiving funding from both EFA and SFA, were to get into serious financial or quality difficulties, there would be liaison between the two funding bodies and regulatory action would be co-ordinated by the lead funding body, i.e. the EFA (for sixth form colleges) and SFA (for general FE colleges).

Colleges need to familiarise themselves with the detailed content of the Funding Agreement and Financial Memorandum in the versions applicable to their type of college.

The EFA Funding Agreement for sixth form colleges is in two parts, Part One contains provisions which are appropriate only to providers, such as sixth form college corporations, which are entitled to receive funding by way of grant under statute. Part Two contains provisions which are appropriate to all providers, including private sector providers which receive funding under contract rather than grant. The Agreement came into force on 1 August 2014. The Agreement states that the terms and conditions of funding will be updated annually. There follows an outline of the main provisions with some commentary.

Part One

Responsibilities of the Governing Body

These include:

- using its funds only in accordance with its statutory powers and duties;
- ensuring the SFC's solvency and informing the EFA of any transaction that could jeopardise this;
- appointment of an accounting officer, normally the Principal, and informing the EFA of the name of any person appointed to discharge the accounting officer responsibilities in any absence of the permanent office holder;
- informing the EFA of the vacating and filling of the posts of Chair, Principal and Clerk.

Responsibilities of the Accounting Officer

These are:

- to take personal responsibility for compliance with the EFA's conditions of funding: this cannot be delegated;
- to advise the Governing Body if any action or policy under consideration is incompatible with the Conditions of Funding, and to inform the EFA if they have evidence that the Governing Body is acting in breach of the Conditions.

Allocation of Funds

EFA will determine the amount of funds it will pay the SFC in accordance with the activities outlined in Part Two of the Agreement and in line with government

policy. It will normally give four months notice of the amount before the start of the academic year.

Payment of funds

EFA normally pays recurrent funding in monthly instalments in accordance with a funding profile for the year. Payment of capital funding is in accordance with the terms and conditions of the funding for that specific purpose.

SFCs are expected to manage their estates to ensure the best possible learning and teaching environment and in accordance with good estate management practice. It is no longer necessary for SFCs to obtain EFA consent to disposals and major borrowing arrangements but advance notice of any such transactions should be given to EFA in order to comply with the requirement to provide information and, for example, to ensure that the Exchequer Interest in buildings acquired or developed with public funds is protected.

Non-compliance by SFC

In the event of non-compliance by the SFC with EFA conditions of funding EFA may deduct the value of those funds from future funding. In the case of a breach of conditions, as defined by Clause 16 of Part Two of the Agreement, EFA may require immediate repayment of funding in whole or part.

Contingent Liabilities

SFCs, being charities, can only give guarantees and indemnities "in the normal course of business". This may be relevant e.g. where a college company is being used.

College Companies

The Governing Body is free to participate in companies within the limits of its statutory powers but must ensure that appropriate arrangements are in place for the company's governance and management. The SFC must inform the EFA as soon as possible if participation in any company poses a risk to the solvency of the SFC.

Financial Reporting

The SFC must provide copies of its audited financial statements, in the form required by EFA, to EFA and to members of the public who request them. The SFC must inform EFA as soon as practicable if there is a risk to its solvency and viability. EFA may require the SFC to carry out actions prescribed by EFA such as a strategic options review and/or a financial recovery plan.

Audit

The Governing Body must appoint an audit committee (see commentary in *Purposive Governance* on article 6 of the Articles of Government) and arrange financial statements and regularity audit in accordance with the Joint Audit Code of Practice. The SFC must investigate and report to EFA all significant cases of fraud or suspected fraud or irregularity. The SFC must enable the EFA to review any such investigation.

Payments to employees on termination of employment

The Governing Body must demonstrate that such payments are regular and secure value for money and not made e.g. where disciplinary action would have been more appropriate. Settlements should be brought to the attention of the financial statements auditors.

Provision of information

EFA reserves its right to request information from SFC in order to exercise its responsibilities.

Part Two

Part Two of the Agreement contains provisions requiring that the SFC undertake to meet obligations to protect personal data, ensure equality of opportunity and comply with health and safety law and safeguarding requirements and obligations under the Freedom of Information Act. In addition there are additional standard clauses of a type common to business contracts. Legal advice on the detail of these provisions should be obtained where a particular issue arises but the following points are of general interest:

- The SFC is solely responsible to EFA not only for its own acts but also those of related parties such as sub-contractors;
- The SFC is not permitted to vire funding between learning programmes except by revising the Agreement;
- Where the SFC fails to meet required standards as set by DfE, Ofsted etc the SFC may be required to meet additional requirements. If Ofsted finds provision to be unsatisfactory EFA may terminate the Agreement;
- The SFC is deemed to agree to publication of the Agreement, including the financial schedules;

- On termination of the Agreement the SFC shall do its utmost to minimise disruption to learners and to assist in the implementation of any contingency plan proposed by the EFA;
- Should a dispute between the SFC and the EFA arise this will be referred in the first instance to the EFA Territorial Team, then to mediation and if still not resolved to arbitration under the Arbitration Act 1996.

APPENDIX 6

Summary of the Statutory Powers of the Governing Body

PRINCIPAL POWERS

Under section 33E of the Further and Higher Education Act 1992 as amended by the Apprenticeships, Skills, Children and Learning Act 2009 a sixth form college corporation may:-

- (o) provide further and higher education;
- (p) 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
- (q) 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 33F of the 1992 Act as amended 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 33E of the Act, including in particular the following:-

- (r) the power to acquire and dispose of land and other property;
- (s) the power 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;
- (t) the power to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation.
- (u) the power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it under sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 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) power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;
- (f) power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes;
- (g) power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes and
- (h) 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 33F of the 1992 Act are known as "supplementary powers".

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