



**STANDING ORDERS RELATING TO THE BUSINESS AND PROCEEDINGS OF CHESHIRE
COLLEGE SOUTH & WEST CORPORATION**

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STANDING ORDERS RELATING TO THE BUSINESS AND PROCEEDINGS OF CHESHIRE COLLEGE SOUTH & WEST CORPORATION

PART 1 – CORPORATION

General

- 1.1 These standing orders supplement, and shall be interpreted subject to and in accordance with, the Instrument and Articles of Government of the Corporation.

Numbers and category of members

- 2.1 The numbers and categories of members of the Corporation at the date of adoption of these Standing Orders shall be as follows:
- 12 members to be appointed in accordance with the requirements of clause 2(1)(a) of the Instrument of Government (“independent members”)
 - 1 Principal.
 - 2 staff members;
 - Up to a maximum of 3 student members;
 - Up to a maximum of 4 members to be appointed in accordance with the requirements of clause 2(1)(e) of the Instrument of Government (“Associate members”).

The definition of each of the above categories of member shall be that specified in the Instrument of Government.

- 2.2 One staff member shall be a member of the academic staff nominated and elected only by the academic staff and the other shall be a member of the staff other than the academic staff elected and nominated only by the staff other than the academic staff.
- 2.3 The Clerk to the Corporation shall maintain a register of the members of the Corporation which shall contain the following information:
- (a) the name, address and date of birth of each member;
 - (b) the date of appointment;
 - (c) the membership category;
 - (d) the date of the minute effecting the appointment;
 - (e) the term of the appointment and its date of expiry; and
 - (f) the date upon which a member ceased to be a member.

Appointments and Appointment Procedures

- 3.1 The procedure for recruitment and appointment of members, other than staff, student members, shall be as specified in Appendix 2. The procedure for the appointment of staff members shall be as specified in Appendix 3. The procedure for appointment of the student members shall be as specified in Appendix 4.

Appointment of Chair and Vice-Chair

- 4.1 The Chair and Vice-Chair shall hold office for such a period as the Corporation may determine. The length of the term of office shall not exceed three years or, if shorter, the unexpired portion of the term of office of the member whom it is proposed to appoint as Chair or Vice-Chair, subject to earlier resignation in accordance with clause 4 (5) of the

Instrument of Government or the passing of a resolution to appoint another member of the Corporation as Chair or Vice-Chair in place of the person then holding office.

- 4.2 If the Chair is absent from any meeting of the Corporation or part thereof, the Vice-Chair shall act as chair of that meeting or relevant part of that meeting.
- 4.3 If both the Chair and the 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, provided that the member chosen shall not be the Principal or a staff or student member.
- 4.4 The procedures for appointment of a Chair or Vice-Chair (as the case may be) shall be as follows:-
- (a) The Clerk to the Corporation shall invite each member to nominate any other member or him/herself for the position in question.
 - (b) If nominated by another member the nominee must signify consent to act in the position for which he or she has been nominated; if a member nominated himself or herself then that nomination must be seconded by another member.
 - (c) The deadline for receipt of nominations by the Clerk to the Corporation will be 5pm on the date which is 14 clear days before the day on which the meeting of the Corporation at which the appointment is to be made ("the deadline"). Any nomination received after the deadline will not be valid.
 - (d) If no more than one person is nominated, that nomination shall be put to the vote by show of hands at the said Corporation meeting. If more than one person is nominated, the members shall cast their vote by secret ballot on a first-past-the-post basis. Any member who is unable to attend the said Corporation meeting in person may elect to cast their vote by obtaining a voting paper from the Clerk to the Corporation and returning the voting paper in a sealed envelope to the Clerk to the Corporation either by hand or by recorded delivery mail to be received by the Clerk to the Corporation in advance of the said Corporation meeting.
 - (e) Votes shall be counted by the Clerk to the Corporation.
 - (f) A nominee for appointment as Chair or Vice-Chair may vote for him or herself.
 - (g) In the event of a tie lots will be drawn to determine the person to be appointed.
- 4.5 If a meeting or any part thereof is chaired by a person other than the Chair of the Corporation, any power or duty of the Chair in relation to the conduct of a meeting may be exercised by the person chairing the meeting.

Attendance at Meetings by the Clerk to the Corporation

- 5.1 The Clerk to the Corporation shall be entitled to attend all meetings of the Corporation (including any meetings of any committee of the Corporation) but shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement in his/her capacity as clerk are to be considered, in which case the Corporation shall appoint from their number a person to act as Clerk to the Corporation for the duration of such meeting or part of a meeting.

Consent to Act and Declaration of Eligibility

- 6.1 A person appointed as a member shall declare his consent and eligibility to act as such by signing and depositing with the Clerk to the Corporation a document in the form set out in Appendix 5 Part 1. A member shall declare his/her continuing eligibility to act as a member

by signing and depositing with the Clerk to the Corporation a document in the form set out in Appendix 5 part 2 by 1 September in each year during which his/her appointment continues.

Term of Office and Reappointment

- 7.1 A member of the Corporation shall hold and vacate office in accordance with the terms of his/her appointment and paragraph 7.2 below, but the length of his/her term of office shall not in any event exceed four years.
- 7.2 Unless the Corporation shall otherwise determine in respect of any specific appointment, the length of the first term of office of a person who has not previously been a member of the Corporation (i.e. a new member) shall be one year. This period shall not be treated as a 'term of office' when considering whether to reappoint a person for a third or subsequent term.
- 7.3 Subject to paragraph 7.4 below, members retiring at the end of their term of office shall be eligible for reappointment, and paragraph 3 above shall apply to the reappointment of a member as it does to the appointment of a member's successor. The length of the term of office of a reappointed member shall be four years, unless the Corporation resolves to the contrary.
- 7.4 Reappointments shall not be automatic, but shall depend upon the circumstances set out in the rules for the conduct of the Chairs' Committee in Appendix 6. Members whose reappointment is being considered by the Corporation shall not be entitled to participate in the discussion of, or vote on, the reappointment, and shall withdraw from the meeting at which the reappointment is considered if requested to do so by any member.

Determination of Membership

- 8.1 If at any time the Corporation is satisfied that any member –
- (a) has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation; or
 - (b) is unable or unfit to discharge the functions of a member
- the Corporation may by notice in writing to that member remove him/her from office and thereupon the office shall become vacant.
- 8.2 The Corporation's policy in relation to non- or inadequate attendance of members at meetings of the Corporation and its committees, the matters to be taken into account in connection with removal of a member from office and the procedure the Corporation shall follow are set out in Appendix 7.

Conduct and Duties of Members

- 9.1 The responsibilities of the Corporation are set out in article 3 of the Articles of Government. The duties of individual members are set out in Appendix 9 (Conduct and Duties of Members).

Meetings of the Corporation

- 10.1 The Corporation shall meet at least once in every term in accordance with a calendar of meetings to be approved by the Corporation by no later than its last meeting of the previous calendar year and shall hold such other meetings as may be necessary. Such calendar shall also set out the dates of meetings of Committees of the Corporation and the main items for consideration at each meeting of the Corporation and its committees.

Order of Business

- 11.1 The order of business at any meeting of the Corporation shall be:
- (a) to elect a chair of the meeting if the Chair and Vice Chair are absent;
 - (b) to receive any apologies for absence;
 - (c) to agree the minutes of the last meeting, and, if agreed to be accurate, their signature by the Chair as a true record;
 - (d) to deal with matters arising from the minutes of the last meeting (if any);
 - (e) to dispose of business (if any) remaining from the last meeting;
 - (f) to consider reports from the Principal and other officers of the Corporation;
 - (g) other business specified in the agenda of the meeting in the order in which it appears;
 - (h) to receive reports, recommendations and advice from committees.

Items (b), (c) and (d) may be dealt with as a composite agenda item entitled 'Formal Matters'.

- 11.2 The order of business at any meeting of the Corporation may be varied at the discretion of the chair of the meeting.
- 11.3 Business may be transacted at a meeting of the Corporation which is not set out in the agenda for that meeting, if the chair of the meeting is satisfied that the business should be dealt with as a matter of urgency.

Agenda Items

- 12.1 The Clerk to the Corporation shall prepare the agenda for each meeting of the Corporation after consultation with the Principal and the Chair of the Corporation. Agendas shall list the items specified in paragraph 11.1 (b) – (h) above, the items shown as falling for consideration in the calendar referred to in paragraph 10.1 above and such other items as may require the Corporation's consideration. Agendas shall be divided into two parts: Part A and Part B. Part A items shall comprise those items which are not Part B items. Part B items shall comprise –
- (a) those items from consideration of which staff or student members must or may have to withdraw in accordance with clause 12 of the Instrument of Government; and
 - (b) any other matter, which by reason of its nature, may require to be dealt with on a confidential basis in accordance with the indicative criteria for confidentiality specified in Annex 2 of Appendix 10.
- 12.2 Any member may submit a matter or question for consideration at a meeting of the Corporation by giving written notice to the Clerk of the Corporation at least 14 days before

the meeting. Any such submission must be relevant to some matter in relation to which the Corporation has powers or duties. The Clerk to the Corporation shall send out with the agenda a copy of the submission. Such a submission may be withdrawn by written notice to the Clerk of the Corporation.

- 12.3 Agendas shall wherever possible be accompanied by a document or documents explaining each agenda item, the matters to be considered in order to reach a decision in respect of the item and a recommendation, unless the Corporation shall decide that no document shall be required in support of an agenda item.

Members' Interests

- 13.1 No member shall take or hold any interest in any property held or used for the purpose of the institution.
- 13.2 A member who has any financial interest in the supply of works or goods to or for the purpose of the institution, any contract or proposed contract concerning the institution, or any matter relating to the institution or who has any other interest of a type specified in the Guidance Notes to Appendix 11 shall –
- (a) disclose to the Corporation the nature and extent of his/her financial interest; and
 - (b) if he/she is present at a meeting of the Corporation at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he is not entitled to vote.
- 13.3 A directorship of a company, the share capital of which is wholly beneficially owned by the Corporation, shall not be treated as an interest which falls within paragraph 13.2 above or of clause 9 of the Instruments of Government, so long as a memorandum of understanding is in force between the Corporation and such subsidiary which specifies that no person will be provided with any remuneration from the resources of the company without the prior approval of the Corporation.
- 13.4 The Clerk to the Corporation shall maintain a register of the financial and other interest of the members of the Corporation which are disclosed to the Corporation, and the register shall be made available during normal office hours at the College to any person wishing to inspect it.
- 13.5 The Clerk to the Corporation shall in July of each academic year notify members of the interests which are registered against their names and members shall confirm whether or not those interests are accurate. Members should inform the Clerk whenever an interest is acquired or lost. The form in which members shall be requested to declare their interest and the disclosures to be made are set out in Appendix 11.

Rules of Debate

- 14.1 A recommendation, resolution or motion shall be put to a vote by the Chair of the meeting.

- 14.2 Members wishing to speak on a matter shall speak in order in which they are invited by the Chair. Only one member may speak at a time. Members may speak on a matter more than once.
- 14.3 Whenever the Chair intervenes during a debate a member then speaking shall cease speaking.

Disorderly Conduct

- 15.1 If any member or other person attending a meeting, in the opinion of the Chair of the meeting, misconducts himself/herself by persistently disregarding the ruling of the Chair or by behaving irregularly, improperly or offensively or by obstructing the business of the meeting, the Chair of the meeting or any other member may move 'that the member named should not be further heard' and the motion, if seconded, shall be put and determined without discussion.
- 15.2 If the member named continues the misconduct after motion under paragraph 15.1 above has been carried, the Chair of the meeting shall either:
- (a) move 'that the member named do leave the meeting' in which case the motion shall be put and determined without discussion; or
 - (b) adjourn the meeting for such period as the Chair considers expedient.
- 15.3 The Chair of a meeting, in the event of a disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such period as the Chair considers appropriate.

Voting

- 16.1 Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the members present and voting on the question.
- 16.2 Voting shall be by show of hands or, at the discretion of the Chair and provided no member objects, by voices, the Chair stating afterwards whether the resolution was in the Chair's opinion carried. In any case where the Chair's decision is challenged, or a member so requests, the vote shall then be taken by show of hands. If the Chair so directs or if at least four members present so request or if in any other case these Standing Orders so require, the vote shall be taken by secret ballot.
- 16.3 Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 16.4 Save as provided under paragraph 4.4 above, a member may not vote by proxy or by way of a postal vote.
- 16.5 No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission of variation is a specified item of business on the agenda for that meeting.

- 16.6 Minutes shall record resolutions passed. The name of a member voting for or against a resolution or abstaining from voting shall not be recorded unless that member so requests. The voting shall be recorded to show how each member present and voting gave his/her vote and those abstaining if any five members so request.

Minutes

- 17.1 Minutes shall record –
- (a) those present at the meeting, distinguishing between members and non-members;
 - (b) whether any document was circulated in support of each item considered;
 - (c) any advice given by officers of the Corporation or others;
 - (d) declarations of interest, withdrawals, decisions to invite or require members to withdraw, not participate, vote or to treat matters as confidential;
 - (e) the resolution passed and, where appropriate, the reasons for the resolution;
 - (f) votes of members in accordance with paragraph 16.6

Publication of Minutes

- 18.1 Draft minutes of meetings of the Corporation and its committees shall be prepared for approval and sent by the Clerk to the Corporation to the Chair of the meeting in question within seven working days of the meeting, not counting the day of the meeting.
- 18.2 Subject to paragraph 18.3 below, 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; and
 - (c) the signed minutes of every such meeting,
- shall be inserted in the Staff Information System and the College computer network and published on the College's website.
- 18.3 There shall be excluded from any item required to be made available in pursuance of the foregoing paragraphs, the minutes of matters considered as Part B agenda items (unless the Corporation otherwise determines) and any material relating to –
- (a) a named person employed at or proposed to be employed at the College;
 - (b) a named student at, or candidate for admission to, the College;
 - (c) the Clerk to the Corporation

Public Access to Meetings, Attendance of Non-Members and Access to Information

- 19.1 Subject to the provisions of clause 14 of the Instrument of Government, meetings of the Corporation shall be attended, in addition to members, by the Vice Principals, and the Clerk to the Corporation and by such other persons as the Corporation may from time to time invite. Such persons shall withdraw from any part of the meeting upon being required to do so by the Corporation.
- 19.2 The policy of the Corporation with regard to access to information is set out in Appendix 10.

Allowances to Members

- 20.1 The Corporation shall have the power to pay to the members of the Corporation such travelling, subsistence or other allowances as the Corporation may determine, but shall not without the approval in writing of the Secretary of State and the Charity Commission pay allowances which remunerate the members for their services as members. Expenses of members which are eligible for reimbursement are those reasonable travelling and subsistence expenses which are incurred in accordance with the Corporation's policy as specified in Appendix 8. Claims by members in respect of such expenses shall be verified and approved for payment by the Clerk to the Corporation.

Application of Seal

- 21.1 The application of the seal of the Corporation shall be authenticated by –
- (a) the signature of either the Chair or of some other member authorized and whether generally or specially by the Corporation to act for that purpose; and
 - (b) the signature of any other member
- 21.2 For the purposes of paragraph 21.1 (a) above, the Vice-Chair is authorised generally to authenticate the application of the seal of the Corporation.

Meaning of 'Framework for the pay and conditions of service of all other staff'

- 22.1 The expression '*framework for the pay and conditions of service of all other staff*' in article 3 of the Articles of Government shall mean the adoption by the College in respect of staff other than senior postholders of contractual terms of employment substantially in accordance with those recommended by the Association of Colleges (or any successor organisation of which the College is a member) and the recognition of UCU as the representative organisation for collective bargaining purposes in respect of all teaching staff employed by the College and of UNISON as the representative organisation for such purposes in respect of all support staff employed by the College.

Such framework includes –

- variation of the basis upon which staff salaries are paid (e.g. performance related elements or benefits in kind)
- variation of the terms of recognition agreement with a recognised trade union
- decisions not to implement joint recommendations of the Association of Colleges and trade unions recognised by the College for bargaining purposes to the extent that such non-implementation is prejudicial to staff
- variations to the contractual terms of employment of staff employed by the College
- a decision to terminate membership of the Association of Colleges.

Such framework does not include procedures for the resolution of grievances, disciplinary, capability and competence matters, approval of which shall be in accordance with the Instrument and Articles of Government and operation of which shall be in accordance with the terms of such procedures.

Delegation of Functions and Committees

- 23.1 Subject to the following provisions of this paragraph, the Corporation may establish a committee of the Corporation for any purpose or function, other than those assigned elsewhere in these Standing Orders to the Principal, and may delegate powers to
- such a committee;
 - the Chair of the Corporation; or
 - the Principal.
- 23.2 The Corporation has established and shall maintain a Chairs' Committee, a Finance & Resources Committee, an Audit & Risk Committee, and a Management & Performance Committee. The terms of reference and powers of each committee, the number of members and terms on which they are to hold and vacate office and the regulations governing the conduct of the business and proceedings are set out in Part II and Appendix 1 of these Standing Orders.
- 23.3 The Chairs' Committee shall advise on the appointment of the members, in accordance with the requirements of clause 2 (1)(a) and clause 2 (1)(e) of the Instrument of Government and such other matters relating to membership and appointment as the Corporation may remit to them.
- 23.4 The Corporation shall not appoint any person as a member under the provisions of Clause 2(1) of the Instruments of Government, unless it has first considered the advice of the Chairs' Committee in relation thereto. Rules specifying the procedure for the conduct of the Chairs' Committee are specified in Appendix 6 and may be varied from time to time by the Corporation and a copy of any such rules, together with the remit of the Chairs' Committee and its advice to the Corporation, shall be available for inspection by any member of the public during normal office hours.
- 23.5 Any committee established by the Corporation (other than the Chairs' Committee and the Special Committee referred to in Article 8 of the Articles of Government) may include persons who are not members of the Corporation.
- 23.6 The functions of committees of the Corporation are set out in their terms of reference. Those functions shall normally be performed by the committees advising the Corporation and, if appropriate, recommending a course of action and the decision whether to take any particular course of action shall be made by the Corporation. However, if the Corporation is unable to accept a recommendation of a committee, the Corporation shall refer the matter back to that committee for further consideration and recommendation, unless there is a reason of a compelling or urgent nature justifying substitution of the Corporation's decision for the Committee's recommendation. The provisions of this paragraph shall not apply (1) if the Corporation has expressly delegated authority to a committee to determine a matter; or (2) to action by a committee taken in accordance with paragraph 23.7 below.

- 23.7 In the event that a committee considering a matter within its terms of reference is resolved that the matter is of such a nature that the implementation of the committee's recommendation is sufficiently urgent that it ought not to await adoption by the Corporation, the Chair of the committee concerned shall consult and agree with the Chairs' Committee any appropriate action which shall be reported to the next meeting of the Corporation.
- 23.8 The Chair of the Corporation is authorised to act on behalf of the Corporation in respect of and in accordance with the following, where such matters are properly the responsibility of the Corporation –
- (a) to present the annual report and accounts of the College to its stakeholders;
 - (b) to sign routine documents on behalf of the Corporation, to respond to approaches and correspondence to the Corporation or the Chair him- or herself by external organisations, to agree with the Principal detailed aspects of the implementation of matters already agreed to by the Corporation and to investigate and respond to complaints under the College's complaints procedure which have properly been made against the Principal or the Corporation;
 - (c) any matter judged by the Chair of the Corporation at the request of the Principal too urgent to await a meeting of the Corporation on the grounds that delay may prejudice the interest of the College. Action may be taken in respect of such a matter by the Chairs' Committee, with the prior agreement of the Chair of the committee, if any, within whose terms of reference the matter falls and such action shall be reported to the meeting of the Corporation;
 - (d) as may be required by paragraph 23.7 above.
- 23.9 The Chairs' Committee is authorised to act on behalf of the Corporation in respect of an in accordance with the following, where such matters are properly the responsibility of the Corporation –
- (a) any matter judged by the Chair of the Corporation at the request of the Principal too urgent to await a meeting of the Corporation on the grounds that delay might prejudice the interests of the College. Action may be taken in respect of such a matter by the Chairs' Committee, with the prior agreement of the Chair of the committee, if any, within whose terms of reference the matter falls and such action shall be reported to the next meeting of the Corporation;
 - (b) as may be required by 23.7 above.
- 23.10 The Corporation's policy regarding attendance at committee meetings by persons who are not committee members; and the publication of the minutes of committee meetings, is as set out in Appendix 12. The Corporation shall ensure that a copy of the said policy is made available without charge during normal hours to any person wishing to inspect it.

Interpretation of Standing Orders

- 24.1 The ruling of the Chair as to the application or construction of any of these Standing Orders may not be challenged at any meeting of the Corporation or any committee thereof.

PART 2 – COMMITTEES

AUDIT & RISK COMMITTEE:

25.1 The terms of reference of the Audit & Risk Committee are set out in Appendix 1.

25.2 In order to exercise its role the Audit & Risk Committee shall have power to –

- investigate any activity within its terms of reference
- seek any information it requires from the internal audit service, the external auditor, governors, committees and college employees plus the relevant information from subcontractors and other third parties
- obtain external professional advice

25.3 The following provisions shall govern the membership of the Audit & Risk Committee -

- the Committee shall comprise at least four persons appointed from time to time by the Corporation;
- a person who is not a member of the Corporation shall be eligible to be appointed as a member (but not as Chair) of the Committee, but members of the Corporation shall form the majority;
- the Chair of the Corporation, the Principal, student members, members of the Finance & Resources Committee and any person ineligible for or disqualified from appointment as a member of the Corporation shall not be eligible for appointment as a member of the Committee;
- members of staff who are members of the Corporation may serve on the committee provided they are neither senior postholders nor staff with significant, executive, management, financial or budgetary responsibilities which would allow them to influence strategy decisions within the institution.

FINANCE & RESOURCES COMMITTEE

26.1 The terms of the Finance & Resources Committee are set out in Appendix 1.

26.2 The following provisions shall govern the membership of the Finance & Resources Committee:

- the Committee shall comprise at least four persons, appointed from time to time by the Corporation, including the Principal (whether or not s/he is a member of the Corporation).
- a person who is not a member of the Corporation shall be eligible to be appointed as a member (but not as Chair) of the Committee, but members of the Corporation shall form the majority.
- Members of the Audit & Risk Committee and any person ineligible for or disqualified from appointment as a member of the Corporation shall not be eligible for appointment as a member of the Committee.

MANAGEMENT & PERFORMANCE COMMITTEE:

- 27.1 The terms of the Management & Performance Committee are set out in Appendix 1
- 27.2 The following provisions shall govern the membership of the Management & Performance Committee:

- the Committee shall comprise at least four persons, appointed from time to time by the Corporation, including the Principal (whether or not s/he is a member of the Corporation).
- a person who is not a member of the Corporation shall be eligible to be appointed as a member (but not as Chair) of the committee, but members of the Corporation shall form the majority.

CHAIRS' COMMITTEE:

- 28.1 The terms of reference of the Chairs' Committee are set out in Appendix 1.

- 28.2 The following provisions shall govern the membership of the Chairs' Committee:

- the Committee shall comprise those persons, appointed from time to time by the Corporation as Chair of the Corporation, Vice Chair of the Corporation, Principal, Chair of the Finance & Resources Committee, Chair of the Audit & Risk Committee and Chair of the Management & Performance Committee.

- 28.3 The following provisions shall govern the procedure of the Chairs' Committee when determining its recommendations to the Corporation in respect of the remuneration of senior postholders:

- (a) the Principal shall not take part in the meeting as a member of the Committee and shall not be counted in the quorum at that meeting and the Principal shall not take part in any resolution concerning the remuneration of any senior postholder or the Clerk;
- (b) members of the Committee will be joined at the start of the meeting by the Principal who shall –
- i. during the course of the meeting act as adviser to the Committee as it may require in relation to the recommendations to be made in respect of the remuneration of the Vice Principals;
 - ii. make any appropriate representation in a personal capacity in respect of his/her own remuneration.
- (c) After consideration of formal items and the briefing papers submitted to the Committee, the Committee and the Principal may hear or receive oral or written representations from one or more senior postholders on behalf of Vice Principal level senior postholders and may question them about the representations made. In making such representations, the senior postholders shall not be treated as acting in an independent or advisory capacity but in a personal capacity and as a representative of other Vice Principals. The senior postholder(s) making representations shall then withdraw from the meeting.
- (d) The Committee and the Principal shall then hear any representations the Vice Principals may wish to make in connection with their remuneration and may question him/her

respectively about the representations made. The respective Vice Principal shall then withdraw from the meeting.

- (e) The Committee shall then receive the advice of the Principal as to the remuneration of senior postholders except him-/herself in accordance with (a) (i) above.
- (f) The Committee shall then hear any representations which the Principal may wish to make in connection with his/her own remuneration in accordance with (a) (ii) above and may question him/her about the representations made. The Principal shall then withdraw from the meeting.
- (g) The Committee shall then consider and determine its recommendations to the Corporation in respect of the remuneration of the Principal and the Vice Principals and shall advise the Principal of the result of its deliberations.
- (h) The Clerk to the Committee shall then withdraw from the meeting and the Committee shall consider and determine its recommendation to the Corporation in respect of his/her remuneration.
- (i) At the meeting of the Corporation at which the recommendations of the Committee are considered senior postholders shall withdraw from that part of the meeting at which the recommendations relating to their own remuneration and the remuneration of those senior to them are considered, with the exception of the Principal, who shall withdraw when the recommendations relating to his/her remuneration are considered. As a matter of practice, staff members shall normally be entitled to remain in meetings to consider these recommendations subject to overriding power of the Corporation to require them to withdraw under clause 14 of the Instruments of Government.
- (j) The evidence which the Committee shall take into account in formulating its recommendations shall include the latest available Association of Colleges remuneration survey applicable to senior postholders, which shall be presented separately from any written representation made by senior postholders in respect of their remuneration.

PROVISIONS COMMON TO ALL COMMITTEES:

Appointment and removal of Members of Committees

- 29.1 The Corporation may by resolution from time to time appoint and remove members of committees. The Corporation shall at its last meeting of each academic year and on such other occasions as may from time to time be necessary, review and confirm the composition of each committee on the advice, where appropriate, of the Chairs' Committee.
- 29.2 The membership of a committee of a person who is a member of the Corporation shall *ipso facto* terminate upon that person ceasing for any reason to be a member of the Corporation.
- 29.3 A member of a committee may at any time by notice in writing to the Clerk to the Corporation resign his office.

- 29.4 Without prejudice to the generality of paragraph 29.1, is at any time the Corporation are satisfied that any member of a committee –
- (a) has been absent from meetings of the committee for a period longer than six consecutive months without the permission of that committee; or
 - (b) is unable or unfit to discharge the functions of a member of that committee,
- the Corporation may by notice in writing to that member remove him from office as a member of that committee and thereupon the office shall become vacant. The provisions of paragraph 8.1 above, with such provisions being amended as may be required to incorporate suitable and necessary alterations to the wording thereof (i.e. mutates, mutandis), shall apply to such removal.

Number of Members and Quorum for Meetings

- 30.1 If the number of members of a committee should fall below four, the remaining members of the committee (so long as there are not less than two) may, with the consent of the Corporation, continue to meet and validly transact the business of the committee pending appointment of a member or members to fill the vacancy.
- 30.2 The quorum for a meeting of a committee shall always require that at least two members (excluding Associate Members, the Principal, staff and student members or any members of the committee who are not members of the Corporation) to be present and the quorum shall be two members present (if the numbers of members is four) or three members present (if the number of members is 5). If the number of members exceeds five, the quorum shall be half the number of members (rounded down in the event that the number of members is an odd number). For the purposes of calculating the number of members present, members of a committee who are not members of the Corporation shall be counted..
- 30.3 If the number of persons assembled for a meeting of a committee does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of a committee the number of persons present ceases to constitute a quorum, the meeting shall be terminated forthwith. The members assembled for the meeting may continue to discuss informally the business set out in the agenda for the meeting and, if necessary, the Chair may seek the approval of any matter requiring urgent action under the provisions of paragraph 23.8 above.
- 30.4 If for lack of a quorum a meeting cannot be held, or, as the case may be, cannot continue, the Chair of the committee shall, if s/he thinks fit, cause a special meeting to be summoned as soon as conveniently may be.

Chair

- 31.1 The Chair of a committee shall be a member of the Corporation and shall be appointed and may be removed by the Corporation by resolution from time to time and may resign his or her office at any time by written notice to the Clerk to the Corporation. The Chair of a committee shall not be the Principal, or a staff or student member.
- 31.2 The Corporation shall at its last meeting of the academic year appoint or reappoint, as the case may be, the Chair of each committee. In the event of a casual vacancy occurring in the office of Chair of a committee, the Corporation shall fill the vacancy at its next meeting.

- 31.3 If the Chair of a 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.

Clerk

- 32.1 The Clerk to the Corporation shall act as clerk to Committees and shall keep appropriate records of their proceedings.

Attendance at Committee Meetings

- 33.1 Meetings of a committee shall be attended by the members and clerk to the committee together with the officers of the College and other persons specified in paragraph 33.2 below. A member of the Corporation who is not a member of a committee may attend its meetings as an observer and speak (if invited to do so by the Chair of the meeting). No other persons shall be entitled to attend meetings of a committee unless invited by the committee.

- 33.2 Meetings of committees shall be attended by officers of the College and other persons as follows:

Audit & Risk Committee: Vice Principal, Corporate Services, Director of Finance, Internal Auditors. The Principal and other members of staff shall attend meeting of the Committee if requested to do so. External Auditors shall have the right to attend any meeting of the Committee. The Committee shall be entitled at any time to exclude any or all participants and observers.

Finance & Resources Committee: Vice Principals, Director of Finance. Other members of staff shall attend on request.

Management & Performance Committee: Vice Principals. Other members of staff shall attend on request.

Chairs' Committee: Vice Principals. Other members of staff shall attend on request.

Such officers and/or persons shall withdraw from any part of any committee meeting when requested to do so by the committee.

Frequency and Calling of Meetings

- 34.1 The Committees of the Corporation shall meet in accordance with the calendar referred to in paragraph 10 above and shall hold such other meetings as may be necessary.
- 34.2 All meetings shall be summoned by the clerk to the committee, who shall send to the member's written notice of the meeting and a copy of the agenda at least seven calendar days in advance of the meeting. A copy of the agenda shall also be sent to members of the Corporation who are not members of the committee informing them of the date, time and place of the meeting.
- 34.3 A special meeting of a committee may be called at any time by the Chair of that committee or at the request in writing of any two members of that committee. Where the Chair of a committee so directs on the grounds that there are matters demanding urgent consideration, it

shall be sufficient if the written notice convening the meeting and the agenda are given within such period, being less than seven days, as s/he specifies.

Order of Business

- 35.1 At every meeting of a committee the order of business shall, unless the Chair of the meeting decides otherwise be –
- to elect a Chair of the meeting if the Chair of the committee be absent;
 - to agree minutes of the last meeting, and if agreed to be accurate, their signature by the Chair as a true record;
 - to deal with matters arising from the minutes of the last meeting (if any);
 - to dispose of business (if any) remaining from the last meeting;
 - other business specified in the agenda in the order in which it appears.
- 35.2 Business may be transacted at a meeting of a committee which is not set out in the agenda for that meeting by reason of special circumstances which shall be specified in the minutes, if the Chair of the meeting is of the opinion that the business should be dealt with as a matter of urgency.

Agenda Items

- 36.1 The Clerk to the Corporation shall prepare the agenda for each meeting of a committee after consultation with the Principal and the Chair of the committee. Agendas shall list the items specified in paragraph 35.1 above, the items shown as falling for consideration in the calendar referred to in paragraph 10 above and such other items as may require the committee's consideration.
- 36.2 Any members of a committee may submit a matter of question for consideration at a meeting of the committee by giving written notice to the Clerk of the Corporation at least fourteen days before the meeting. Any such submission shall be relevant to some matter which falls within the committee's term of reference. The Clerk to the Corporation shall send out with the agenda a copy of the submission. Such a submission may be withdrawn by written notice to the Clerk to the Corporation.
- 36.3 Agendas shall be accompanied wherever appropriate by a document identifying the background to each agenda item, the matters to be considered in order to reach a decision in respect of the item and a recommendation.

Members' Interests

- 37.1 The provisions of paragraph 13 above shall apply mutatis mutandis to meetings of committees.

Voting

- 38.1 Every question to be decided at a meeting of a committee shall be determined by a majority of the votes of the members present and voting on the question by show of hands or, at the discretion of the Chair and provided no member objects, by voices, the Chair stating

afterwards whether the resolution was in his or her opinion carried. In any case where the Chair's decision is challenged, the vote shall then be taken by show of hands. If the Chair so directs or if at least two members present so request or if in any other case these Standing Orders so require, the vote shall be taken by secret ballot.

- 38.2 Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 38.3 A member may not vote by proxy or by postal vote.
- 38.4 The following provisions shall apply to the recording of votes in minutes of meetings –
- if a vote is taken by voice or show of hands the minutes shall record the carrying or defeat of the resolution;
 - if a vote is taken by ballot, the minutes shall record the number of votes cast respectively for and against the resolution and the number of abstentions;
 - the name of a member voting for or against any resolution or abstaining from voting shall not be recorded unless that member so requests.

Minutes

- 39.1 Minutes of each meeting of a committee shall be agreed to be accurate at the next meeting and signed by that Chair of the meeting as a true record.
- 39.2 Minutes shall record –
- (a) those present at the meeting, distinguishing between members and non-members;
 - (b) whether any document was circulated in support of each item considered;
 - (c) any advice given by officers of the Corporation or others;
 - (d) declarations of interest, withdrawals, decisions to invite or require members to withdraw, not participate, vote or treat matters as confidential;
 - (e) the resolution passed and where appropriate, reasons for the resolution;
 - (f) votes of members in accordance with paragraph 38.4 above
- 39.3 A report and the recommendation of each committee meeting shall be submitted for consideration and approval to the next meeting of the Corporation, whether or not the same have been approved by the committee or its Chair.

Publication of Minutes

- 40.1 Draft minutes of meetings of a committee shall be prepared and sent by the Clerk to the Committee to the Chair of the meeting in question within seven working days of the meeting, not counting the day of the meeting.
- 40.2 Subject to paragraph 40.4 below and with the exception of any Part B confidential business, the committee shall ensure that a copy of:
- (a) the agenda for every meeting of the committee;
 - (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, if different from the draft minutes referred to in paragraph (b); and

(d) any report, document or other paper considered as any such meeting, shall in each case as soon as may be, be made available without charge during normal office hours at the institution to any person wishing to inspect them. Applications for inspection shall be made to the Clerk to the Corporation.

40.3 Subject to paragraph 40 and with the exception of the Part B confidential business of any Committee, the committee shall ensure that a copy of:

- (a) the agenda for every meeting of the committee;
- (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting; and
- (c) the signed minutes of every such meeting if different from the draft minutes referred to in paragraph (b)

shall be inserted in the Staff Information System section of the College computer network and published on the College's website.

40.4 There will be excluded from any item required to be made available in pursuance of the foregoing paragraphs any material relating to –

- (a) a named person employed at or proposed to be employed at the College;
- (b) a named student at, or candidate for admission to, the College; and
- (c) any matter, which by reason of its nature, the committee resolve should be dealt with on a confidential basis.

APPENDIX 1
COMMITTEE TERMS OF REFERENCE

CHAIRS' COMMITTEE: TERMS OF REFERENCE (1.08.13)

- 1 **To consider and determine** on behalf of the Corporation matters which are within the responsibilities of the Corporation as specified in article 3 of the Articles of Government of the Corporation and –
 - do not fall within the term of reference of any other committee of the corporation; and
 - do not fall within the non-delegable responsibilities of the Corporation specified in article 7 of the Articles of Government of the Corporation;
- 2 **To consider and determine** any matter judged by the Chair's Committee too urgent to await a meeting of the Corporation on the grounds that delay might prejudice the interests of the College. Action may be taken in respect of such a matter by this Committee, with the prior agreement of the Chair of the Audit & Risk, Finance & Resources or Management & Performance committee, if any, within whose terms of reference the matter falls and such action shall be reported to the next meeting of the Corporation;
- 3 In the event that an appeal against dismissal is made by a member of the College's staff in accordance with the Staff Disciplinary Policy (SCCPOL 027), three members of the committee (excluding the Principal but otherwise determined by their availability) will form the appeal committee and will hear the appeal within 10 working days of the notice of appeal being received by the Clerk to the Corporation and will notify the employee of its decision within 5 working days of the appeal hearing, which decision will be final and binding.
- 4 To consider matters referred to the Committee by the Corporation;

(Search)

- 5 **To advise** the Corporation on the appointment and reappointment of members of the Corporation in accordance with the Instrument of Government and such other matters relating to membership and appointment as the Corporation shall remit to it having regard at all times to the provision of the Instrument and Articles of Government and the policy of the Corporation;
- 6 **To initiate** searches for potential candidates and gather nomination in respect of vacancies on the Corporation and to determine and apply the processes whereby such nominees are screened and shortlisted;
- 7 **To consider** from time to time and to make recommendations to the Corporation on the composition and balance of the Corporation and its committees;
- 8 **To undertake** a regular skills audit in order to test the range of the skills and experience on the Corporation;
- 9 **To review** annually or more frequently if necessary the Corporation's governance and decision making processes and procedures, standing orders and records of attendance of members and to make such recommendation as may be appropriate;

(Remuneration)

- 10 To advise the Corporation on –
 - 10.1 the remuneration of the Principal and other senior postholders, including basic salary, benefits in kind, annual bonus/performance related elements, pension provisions and the main terms and conditions in the service agreement of the Principal and each senior postholder, with particular reference to notice provisions;
 - 10.2 succession planning in respect of senior postholders; and
 - 10.3 the remuneration of the Solicitor and Clerk to the Corporation.

AUDIT & RISK COMMITTEE TERMS OF REFERENCE (17.10.16)

The Audit & Risk Committee shall advise on matters relating to the Corporation's audit arrangements and systems of internal control and shall have the right to investigate any activity within its terms of reference and to access all the information and explanations it considers necessary from whatever source, to fulfil its remit. The Committee's terms of reference shall be as set out in paragraphs (1)-(14) below and it shall operate in accordance with any requirements of the relevant government funding body and maintain its independence in appointing members which shall include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members should have recent, relevant experience in risk management, finance and audit and assurance. The Corporation must not add to these terms of reference responsibilities that require the Audit & Risk Committee to adopt an executive role, or its members to offer professional advice to the Corporation. Advice should be given only in committee members' capacity as governors, and only within their terms of reference. Rather than adopt an executive role, the Audit & Risk Committee should seek formal professional opinions from the internal audit service, financial statements auditor or other professional advisors to the Corporation.

1. **To advise the governing body** on the adequacy and effectiveness of the college's systems of internal control and its arrangements for risk management, control and governance processes, and controls for securing economy, efficiency and effectiveness (value for money);
2. **To advise the governing body** on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service;
3. **To advise the governing body** on the scope and objectives of the work of the internal audit service, financial statements auditor and the funding auditor (where appointed);
4. **To ensure** effective co-ordination between the internal audit service, the funding auditor (where appointed) and the financial statements audit including whether the work of the funding auditor shall be relied on for internal audit purposes;
5. **To consider and advise the governing body** on the audit strategy and annual internal audit plans for the internal audit service;
6. **To advise the governing body** on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor (including their work on regularity) and the funding auditor (where appointed), and management's response to these;
7. **To monitor**, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the funding auditor's management letter and spot-check reports (where appropriate) and the financial statements auditor's management letter;
8. **To consider and advise the governing body** on relevant reports by the National Audit Office, the Skills Funding Agency and other funding bodies, and where appropriate, management's response to these;
9. **To establish, 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 the review, whether a competition price and quality of the audit service is appropriate;

10. **To produce** an annual report for the governing body and accounting officer, which should include the committee's advice on the effectiveness of the college's risk management, control and governance process, and any significant matters arising from the work of the internal audit service, the funding auditor (where appointed) and the financial statements auditor;
11. **To ensure** that all allegations of fraud and irregularity are properly followed up;
12. **To review and approve** the College's strategic Organisational Security Policy and to receive and monitor, on an annual basis, the impact report covering the College's operational policies which support this strategic policy;
13. **To be informed** of all additional services undertaken by the internal audit service, the financial statements auditor and the funding auditor (where appointed); and
14. **To review** its own performance to ensure that this committee is operating at maximum effectiveness and recommend any changes it considers necessary by the Corporation for approval.

FINANCE & RESOURCES COMMITTEE TERMS OF REFERENCE (1.08.15 amended 12.10.15)

1. **To determine** from time to time the regulations governing the financial administration of the Corporation and standing orders relating to contracts to be entered into by the Corporation and to oversee compliance with such regulations and standing orders.
2. **To oversee** the finances, accounts, investments and assets of the Corporation including reviewing arrangements for securing solvency and safeguarding of assets.
3. **To monitor** the effective and efficient use of the Corporation's resources including reviewing arrangements for securing value for money.
4. **To ensure** that proper accounts and financial records are kept by the Corporation.
5. **To consider** reports and advise the Corporation on the College's funding and its sources and the terms and conditions upon which it is provided including (without limitation):
 - Funding applications to and allocations from relevant government funding bodies;
 - Enrolments of full-time and part-time students;
 - Franchising (in accordance with the requirements of the relevant government funding body's guidance applicable from time to time);
 - European Social Fund
6. **To approve** the College's tuition and other fees and the College's policy for providing financial support for students.
7. **To consider** reports periodically in accordance with the schedule set out in the Corporation's Standing Orders on the monitoring and control of the Corporation's budget and financial position and to report to the Corporation upon the financial results of each accounting year.
8. **To consider and report to the Corporation** upon the annual estimates of income and expenditure, capital expenditure requirements (including loans) and the Corporation accommodation strategy; and to consider and determine subject to the approval of the Corporation the annual allocation of funds to approved expenditure headings in accordance with the Corporation's financial policy and Strategic Plan.
9. **Approving** capital expenditure within the approved programme, including the College's annual capital equipment and ICT procurement and general leasing proposals.
10. **Monitoring building projects and approving** (where appropriate) in accordance with the financial regulations the following:
 - initial approval of the project;
 - consideration of the implications of any alternative procurement routes;
 - receipt of a report of the results of the tender process for major contractors and timetable for the project;
 - review and approval of the results of the tender process for any necessary funding;
 - monitoring of progress as appropriate and consideration of action proposed to correct significant departures from forecast outcome (in respect of cost overrun, 10% or more of the original contract value is regarded as significant);
 - review outcomes to establish whether objectives have been met and any relevant lessons learnt.

11. **To consider and determine** the Corporation investment, borrowing and information technology policies and reviewing the College's banking arrangements;
12. **To consider and advise** the Chairs' Committee or the Corporation upon, and to review the progress of new ventures (defined as any substantial arrangement proposed to be entered into for new business purposes, whether extending the College's provision, or of a commercial nature).
13. **To produce** an annual report summarising the work undertaken by the Committee during the academic year preceding the report.
14. **To review and approve** the College's strategic policies as listed below and to receive and monitor, on an annual basis, the impact report covering the College's operational policies which support the delivery of these strategic policies:
 - Campus Management and Development policy
 - Staff Policy
 - Safeguarding and Health and Safety Policy;
15. **To advise the Corporation** on the framework for the pay and conditions of service of staff other than the holders of senior posts;
16. **To monitor** sickness absence of staff;
17. **To approve** procedures for the suspension and dismissal of staff and for the conduct of grievances;
18. **To monitor and review** the Corporation's personnel procedures, including the operation of the Corporation's third-party lecturing arrangements;
19. **To monitor and report to the Corporation on surveys of staff; and**
20. **To consider** matters referred to the Committee by the Corporation.

**MANAGEMENT & PERFORMANCE COMMITTEE TERMS OF REFERENCE
(1.08.15 amended 12.10.15)**

1. **To approve and monitor** targets and College performance in respect of student achievement, retention, progression, attendance and destinations;
2. **To review and report** to the Corporation on the College's inspection and self-assessment processes, including the College's self-assessment reports;
3. **To monitor and report** to the Corporation on surveys of student opinion and complaints;
4. **To review and approve** the College's strategic policies as listed below and to receive and monitor, on an annual basis, the impact reports covering the College's operational policies which support each strategic policy;
 - Student Policy;
 - Quality Policy
 - Equality and Diversity Policy
5. **To monitor and report** to the Corporation on curriculum and learning support development;
6. **To consider** matters referred to the Committee by the Corporation.

APPENDIX 2

APPOINTMENT PROCEDURE FOR GOVERNORS (OTHER THAN STAFF, AND STUDENT GOVERNORS)

Defining the Task and the Qualities Sought

An information pack including a summary of the role of the governors and a person specification and this appointments procedure is publicly available and sent to all candidates for appointment.

Identifying a Field of Candidates

A wide field of candidates should be obtained by making appropriate use of:

- advertising
- consultation with interested bodies, including any recognised consultative/user groups
- maintaining and using databases of interested and appropriate people
- nomination (including self-nominations) should be welcome and this should be made clear in all advertising publicity

Selecting a Short List and Recommending Candidates

All interested candidates will be requested to supply brief written details of themselves as the basis for initial review and discussion by the Chairs' Committee. After such initial review the Chairs' Committee will decide which applications it intends to take further by meeting the candidates concerned. In reaching such a decision the Chairs' Committee will take into account all relevant factors, including the extent to which candidates comply with the person specification and are able to supply skills which the Corporation requires.

Any candidate recommended to the Corporation should have been approved by a quorate meeting of the Chairs' Committee following a meeting with the candidate by not less than two members of the Committee.

Choosing the Preferred Candidate and Confirming the Appointment

Appointments should be made on the basis of merit, with the aims of achieving a balance of relevant skills, experience and backgrounds on the Corporation and ensuring that the governing body reflects the gender, age and ethnicity of the community served by the College.

All appointments should be confirmed by letter from the Clerk confirming the term of appointment and membership category. The term will vary between one and four years, depending on the renewal profile at the time of appointment. All members are required to act in accordance with the conduct and duties specified in the standing orders of the Corporation to ensure a high standard of personal and corporate conduct.

Appointment

Appointment of a new member is for a term of one year, to give the governing body and the new member an opportunity to establish that they are both satisfied with membership. Thereafter, reappointment is normally for a term of four years. In instances where a new member is currently appointed as an external co-opted member of a Corporation committee, the Corporation, acting on the advice of the Chairs' Committee may exercise its discretion to waive the requirement that the initial appointment is to be limited to a term of one year. Governors may retire before the end of their terms of office and may be reappointed on its expiry. Reappointment is not automatic. The Chairs' Committee must advise on a reappointment in the same way as a fresh appointment and will consider all reappointments critically, taking into account-

- attendance records
- commitment to the College over and above attendance at formal meetings

- quality of contribution to discussion at meetings
- the value of the member's expertise, experience and/or interests to the work of the governing body

Reappointment for a third or subsequent term, excluding the initial one-year period is possible in exceptional cases. Reasons for such a reappointment include –

- the governor's commitment to the college and the work of the governing body
- the value of the expertise and experience they bring to the governing body
- the difficulty in finding other suitable people to serve

A member may not vote upon a resolution for his or her reappointment.

INTRODUCTION

Cheshire College South & West values its governors' breadth of experience and skills and the valuable contribution they make to the success of the College. The College wants governors to feel that the role they perform is rewarding, stimulating and satisfying.

The following information has been developed so that potential governors can gain a better understanding of the role of governors and the type of person who may be suitable.

FURTHER EDUCATION COLLEGES

Further Education Colleges are organisations set up by Parliament. They are predominantly publicly funded, but unlike schools, they are not subject to local authority control. They are, therefore, largely self-governing and responsible for their own affairs, subject to monitoring mechanisms necessary to protect the public interest. Colleges have the freedom to:

- buy, own and dispose of assets to ensure the most effective use is made of them;
- borrow money, subject to the consent of the relevant government funding body;
- employ their own staff, determine their own staffing and management structures and set their own terms and conditions of employment.

Governors are volunteers and receive no payment for the work they undertake. All governors are appointed to act in a personal capacity in the best interest of the College. They are not appointed to act or speak as representatives or delegates of any other group or body.

'Associate members' are governors with particular skills and expertise who are appointed to act only in the capacity as an advisor to the Corporation.

Associate Members:

- may attend meetings of the Corporation and its committees and are permitted to speak solely for the purpose of providing advice on any matters which are the subject of consideration at that meeting;
- shall not be included as a member for the purposes of calculating the number of members present at a meeting
- shall not be permitted to take part or vote on any decision which is made at any meeting of the Corporation or its committees.

Independent members, staff members, student members and the Principal are full and equal members.

TIME COMMITMENT

Attendance at Meetings

An approximate guide to the typical meeting schedule of the governing body and its committees is set out below. The meeting schedule is published about 3 months before the start of the year, so that governors receive plenty of notice.

Full governing body	four afternoon meetings and one all day meeting a year
Chairs' Committee	six early evening meetings (one meeting towards the end of each half term) and such ad hoc meetings as may be required from time to time
Audit & Risk Committee	four early evening meetings a year
Finance & Resources Committee	four or five early evening meetings a year
Management & Performance Committee	Five/six early evening meetings a year (one meeting towards the end of each half term)

Full governing body afternoon meetings last between two and three hours. Committee meetings last between one and two hours. It is anticipated that members will join at least one committee from amongst Audit & Risk, Finance & Resources, Management & Performance. A high level of attendance at meetings is expected so that members can perform their functions properly.

Other

Members will need to consider briefing and information papers and the papers circulated in advance of meetings; to attend training seminars and to represent the governing body at awards evenings and other official or social College occasions. In addition, members are linked with a particular curriculum area to help develop knowledge of the College's core business. One curriculum area attendance per term is requested.

Associate members will only receive briefing and information papers for those meetings which they attend.

THE ROLE OF GOVERNOR

Collectively

The duties of governors are set out in the College's Instrument and Articles of Government. Collectively, governors contribute their skills and experience to the governing body in a non-executive capacity. Their role is to determine the direction and strategy of the College and to oversee the quality of all it does. The governing body does not manage the College or organise its day-to-day affairs, which is the job of the Principal, appointed by the governing body. The governing body is also accountable for the proper use of the public funds entrusted to the College. Specific duties include:

- determining the College's educational character and mission and developing strategic priorities
- 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;
- overseeing the College's activities
- setting measurable targets and objectives to support the College's development and monitoring progress towards them
- approving the annual income and expenditure budget and monitoring financial health
- appointing and setting the remuneration of the Principal and Senior Management team and setting a framework for the pay and conditions of service of all other staff
- membership of various committees of the governing body determining matters relating to finance, employment policy, quality and standards, and audit of internal controls
- involvement in some disciplinary and complaints procedures
- attending College events (such as student awards evenings) so as to gain an understanding and appreciation of the work of the College and to meet students and staff

Individually

Governors' authority is collective and individual governors have no specific powers, so that, for example, actions or statements on behalf of the governing body should be avoided except by those authorised to do so. Governors have no authority to instruct or manage staff – this is the Principal's responsibility.

Individual governors have a duty to:

- comply with the Instrument and Articles of Government and the governing body's code of conduct
- avoid conflict between interest and duty and therefore speak and act in good faith and in the best interests of the College
- avoid taking or holding any interest in any College property or receiving any remuneration for their services (except as a member of the College's staff) without the Secretary of State's permission
- disclose to the governing body any financial interest in the supply of goods to the College, any contract with the College, any other matter relating to the College and any interest (financial or otherwise) which may interfere with the exercise of a governor's independent judgment

- contribute to the governing body's business in an effective, open and transparent manner and take collective responsibility for its decisions
- attend meetings of the governing body and appropriate committees (the governing body has set an attendance target of 75 per cent of meetings each year)
- participate in training which enhances governors' contributions to the governing body

Full details of what is required of individual governors are set out in the Corporation Standing Orders and other documents which will be provided following appointment.

PERSON SPECIFICATION

In filling any vacancy, the governing body seeks to maintain a balance of skills and experience. The following applies to governors in general. Certain types of governor may be sought with additional skills or experience. Above all, governors must be fully committed to the aims, objectives and values of the College and able to meet most of the requirements below:-

Key Skills/Experience	Narrative
Commitment to education	Able to demonstrate a commitment to lifelong learning and the College's role in improving the nation's skill base
Strategic perspective	Able to take a broad-based view of issues and events, envisage the big picture and see long-term impacts
Team work	Able to challenge and join constructively in debate of competing viewpoints while taking responsibility for the group decision
Communication	Able to express ideas clearly and listen to others
Leadership	Able to exercise authority effectively and responsibly in the best interest of the whole college while respecting the views of others
Experience	<ul style="list-style-type: none"> • Experience in a field which is of relevance to the oversight of the College's affairs. (Some vacancies may require specified qualifications, skill or experience) • Appreciating issues affecting senior management in a large commercial or public service organisation • Committed to the Seven Principles of Public Life (see Appendix 9 schedule 1)
Intellectual and technical ability	Able to absorb sometimes complex information and think accordingly
Local connection	<ul style="list-style-type: none"> • Living or working and having connections in the area served by the College • Being accountable to the College's local ownership
Equal Opportunities	Willing and able to promote the principles of equal opportunities and able to see the value of diversity
Personal circumstances	Able to attend scheduled governing body and committee meetings

NB

Certain people are not eligible for appointment – to ensure that you are, please read the separate note on disqualifications.

THE PRINCIPAL

The Principal is Chief Executive of the Corporation and as such is responsible for the direction and management of the College, leadership of staff, implementation of dismissal and determination of pay and conditions of staff other than senior postholders.

CRITERIA FOR DISQUALIFICATION

Some people are disqualified by law from acting as trustees, including anyone described in sections 178 to 180 of the Charities Act 2011. This includes:

- anyone who has an unspent conviction for an offence involving deception or dishonesty;
- anyone who is an undischarged bankrupt;

- anyone who has been removed from trusteeship of a charity by the Court or the Commission for misconduct or mismanagement; and
- anyone who has entered into a composition or arrangement with their creditors which includes an individual voluntary arrangement (IVA), and is currently on the Insolvency Service Register

NB

These notes are for guidance only. If you have any doubts about your eligibility, either before or during your appointment, you should notify the Clerk to the Corporation.

APPENDIX 3

APPOINTMENT PROCEDURE FOR STAFF MEMBERS

General

The composition of the governing body provides for two staff members, one of whom will be a member of the academic staff and elected and nominated only by the academic staff and the other of whom will be a non-academic member of staff elected and nominated only by the non academic staff.

Eligibility

Members of staff of Cheshire College South & West, whether full-time or part-time, are eligible for appointment as staff members, provided:

- They are not enrolled as full time students at the College
- They are not the Clerk to the Corporation
- They have not been adjudged bankrupt or made a composition with creditors (subject to certain exceptions);
- They have not been convicted of any offence for which a sentence of imprisonment of three months or more (suspended or not) was imposed

Doubts as to eligibility should be raised with the Clerk to the Corporation, who will determine the eligibility of any person for appointment and/or to vote as a teaching or non-teaching member of staff after obtaining advice from the Human Resources Manager.

Notification to Staff

Staff shall be informed of a vacancy for a staff member and of the appointment procedure by e-mail to all staff.

Nominations

Nominations of individuals willing to serve as staff members of the Corporation shall be sought from staff. Valid nominations must state the name of the person nominated for election and be signed by the proposer and the person nominated. The proposer of an academic staff member must be a member of the academic staff and the proposer of non-academic staff member must be a member of the non-academic staff. Nominations shall be in the form set out overleaf. The period during which nominations may be made shall be not less than 5 working days.

In the event that only one person shall have been nominated at the expiry of the nomination period, that person shall be deemed to be elected without a vote. In the event that no person shall be nominated, the above procedure shall be repeated until a nomination is received, whereupon the person so nominated shall be deemed to be elected without a vote.

Voting and Counting

Academic staff shall vote for the academic staff nominees only. Non-academic staff shall vote for the non-academic staff nominees only. In the event that there are two or more nominees for election, voting shall be by secret ballot on a first-past-the-post basis, the nominee with the highest number of votes being the winner. Ballot papers shall be available from the Clerk to the Corporation, shall be completed and posted in a ballot box in the Clerk's room in the College and proof of eligibility to vote may be required.

The period during which votes may be cast shall not be less than 5 working days. Voting will be in person (no proxy votes) and may be cast from 10.00am to 1.00pm and 2.00pm to 5.00pm during the voting period. Votes shall be counted by the Clerk to the Corporation (or such other member of staff as the Corporation may approve) in the presence of one witness.

Appointment

The Corporation is the appointing authority in respect of a staff member. Staff members' terms of office shall not commence until the passing of the resolution of the Corporation to appoint them.

Compliance with Procedure

The Clerk to the Corporation shall be responsible for ensuring that the nomination, election and appointment of staff members complies with the above procedure.

Form of Nomination (Academic Staff)

CHESHIRE COLLEGE SOUTH & WEST

NOMINATION OF A MEMBER OF THE ACADEMIC STAFF FOR ELECTION AS A MEMBER OF THE CORPORATION

I confirm that I am a member of the academic staff of Cheshire College South & West and I nominate
(insert name of person nominated in capitals)

[.....], a member of the academic staff of the College, for election as the academic staff member of the governing body.

Date

Signature of Proposer

Please also print name

I consent to being nominated and, if appointed, to serve as a staff member of the governing body. I confirm I am eligible to be appointed as a staff member

Signature of nominated member of staff.....

Date.....

Form of Nomination (Non-Academic Staff)

CHESHIRE COLLEGE SOUTH & WEST

NOMINATION OF A MEMBER OF THE NON-ACADEMIC STAFF FOR ELECTION AS A MEMBER OF THE CORPORATION

I confirm that I am a member of the non-academic staff of Cheshire College South & West and I nominate (*insert name of person nominated in capitals*)

[.....], a member of the non-academic staff of the College, for election as the non academic staff member of the governing body.

Date

Signature of Proposer

Please also print name

I consent to being nominated and, if appointed, to serve as a staff member of the governing body. I confirm I am eligible to be appointed as a staff member

Signature of nominated member of staff.....

Date.....

APPENDIX 4

APPOINTMENT PROCEDURE FOR STUDENT MEMBERS

Eligibility

Full-time students enrolled at Cheshire College South & West on long courses are eligible for appointment as a student member, provided:

- They are not members of staff of the College or the Clerk to the Corporation;
- They are not disqualified from being appointed (Charities Act)

Doubts as to eligibility should be raised with the Clerk to the Corporation

Notification to Students

Students shall be informed of a vacancy for a student member and of the appointment procedure in the following manner:

- by notice to Tutorial groups;
- by notice displayed at the College (by posters and e-posters advertised on the College's social media pages and screens in the College)

Nominations

Nominations of individuals willing to serve as a student member of the Corporation shall be sought from students by the Student Executive and/or Student Council. Valid nominations must state the name of the person nominated for election and be signed by the person nominated. Nominations shall be in the form set out overleaf. The period during which nominations may be made shall be not less than 10 working days.

Nominations may be accompanied by brief relevant details of the person nominated, not exceeding 150 words. Such details shall be disseminated by the Student Executive / Student Council after having been approved by the Clerk to the Corporation.

If the number of nominations is less than or equal to the number of vacancies, the person or persons nominated shall be deemed to be elected without a vote. If no person shall be nominated or the number of nominations is less than the number of vacancies, the above procedure shall be repeated until the requisite number of nominations is received, whereupon the person(s) so nominated shall be deemed to be elected without a vote.

Voting and Counting

Where:

- (a) there is a vacancy for one student member and more than one nomination is received; or
- (b) there are vacancies for two student members and more than two nominations are received; or
- (c) there are vacancies for three student members and more than three nominations are received.

an election will be held and voting shall be by an electronic secret ballot on a first-past-the-post basis, the nominee with the highest number of votes being the winner. Electronic ballot papers shall be completed and logged in the electronic voting station set up for that purpose and proof of identity shall be required to be shown prior to voting in order that eligibility to vote may be established.

The period during which votes may be cast shall be not less than 10 working days. Voting will be in person (no proxy votes) and may be cast from 10.00 am to 1.00 pm and 2.00 pm to 5.00 pm on Monday to Friday during the voting period. Votes shall be counted by the College's Wellbeing & Participation Manager (or such other member of staff as the Principal may approve) in the presence of one witness.

Appointment

The Corporation is the appointing authority in respect of a student member. Student members' terms of office shall not commence until the passing of the resolution of the Corporation to appoint them.

Compliance with Procedure

The College's Wellbeing & Participation Manager shall be responsible for ensuring that the notification, nomination and election of student members complies with the above procedure. The Clerk to the Corporation shall be responsible for ensuring that the appointment of student members complies with the above procedure.

Form of Nomination (Student Member)

CHESHIRE COLLEGE SOUTH & WEST

NOMINATION OF A STUDENT FOR ELECTION AS A MEMBER OF THE CORPORATION

I confirm that I am an enrolled student at Cheshire College South & West and I nominate

(insert name of person nominated in capitals)

.....

* an enrolled student of the College, for election as a student member of the governing body

Date:.....

Signature of Proposer:

Student ID Number..... *Please also print name*

I consent to being nominated and, if appointed, to serve as a student member of the governing body.
I confirm I am eligible to be appointed as a student member

Signature of nominated student:

Student ID number

Date:

* Complete or delete as appropriate

Details of Nominee

Nominations may be accompanied for election purposes by brief relevant details of the person nominated, not exceeding 150 words. These details will be disseminated by the Student Executive /Student Council after having been approved by the Clerk to the Corporation.

Eligibility

Students of Cheshire College South & West, who are enrolled on full time long courses, are eligible for appointment as a student member, provided:

- they are not members of staff of the College of Clerk to the Corporation; Anyone who has an unspent conviction for an offence involving deception or dishonesty;
- anyone who is an undischarged bankrupt;
- anyone who is the subject of a bankruptcy restrictions order or an interim order;
- anyone who has been removed from trusteeship of a charity by the Court or the Commission for misconduct or mismanagement;
- anyone under a disqualification order under the Company Directors Disqualification Act 1986; and.
- anyone who has entered into a composition or arrangement with their creditors which includes an individual voluntary arrangement (IVA), and is currently on the Insolvency Service Register

Please return this form to: College's Wellbeing & Participation Cheshire College South & West, Dane Bank Avenue, Crewe, CW2 8AB

NOTICE FOR DISPLAY TO ALL STUDENTS
APPOINTMENT OF STUDENT GOVERNORS

The College governors want to appoint student governors so a student voice is heard when they meet. The governors set the direction and strategy of the College and oversee the quality of all it does.

A student governor is nominated by another student of the College.

Where:

- (a) there is a vacancy for one student member and more than one nomination is received;
or
- (b) there are vacancies for two student members and more than two nominations are received; or
- (c) there are vacancies for three student members and more than three nominations are received.

an election will be held. If you would like to stand for appointment, please arrange for the attached nomination form to be complete, signed and returned to the Student Executive / Student Council by close of business on when nominations close. Nomination Forms can be obtained from:

Student Executive / Student Council
Cheshire College South & West
Dane Bank Avenue
Crewe CW2 8AB

Completed and signed nomination forms should be delivered to the Student Executive / Student Council by not later than close of business on

Further Information

If you would like more details of what being a member of the governing body involves, please contact the Clerk to the Corporation for a discussion and/or a copy of the governors' role description.

Details of Nominee

Nominations may be accompanied by brief details of the person nominated for use if an election is necessary, not exceeding 150 words. These details will be disseminated by the Student Executive / Student Council after having been approved by the Clerk to the Corporation.

Eligibility

Students of Cheshire College South & West, who are enrolled on full-time long courses, are eligible for appointment as a student member, provided:

- they are not members of staff of the College or the Clerk to the Corporation;
- they are not disqualified from being appointed (Charities Act)

Doubts as to eligibility should be raised with the Clerk to the Corporation.

APPENDIX 5

PART 1

CONSENT TO ACT AND DECLARATION OF ELIGIBILITY

To: The Corporation, Cheshire College South & West

I consent to act as a member of the Corporation of Cheshire College South & West and hereby declare that –

- **My date of birth is**
- **I am not a member of staff of Cheshire College South & West;***
- **I have not at any time been removed from office as a member of a further education corporation;**
- **I am capable of managing and administering my own affairs;**
- **I do not have an unspent conviction relating to any offence involving deception or dishonesty;**
- **I am not an undischarged bankrupt nor have I made a composition or arrangement with, or granted a trust deed for, my creditors (ignore if discharged from such an arrangement);**
- **I am not subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an Order made under section 429(b) of the Insolvency Act 1986;**
- **I have not been removed from the office of charity trustee or trustee for a charity by an Order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement nor am I subject to an Order under section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990, preventing me from being concerned in the management or control of any relevant organisation or body;**
- **I am not subject to a disqualification order under the Criminal Justice and Court Services Act 2000.**
- **I am not disqualified under the Protection of Vulnerable Adults List.**

- **I undertake to serve in accordance with the Instrument and Articles of Government and the Corporation’s Standing Orders and Code of Conduct.**

Dated the day of 20

.....

Name of signatory

* Not applicable to the Principal and staff members

Criteria for Disqualification or Removal

- anyone who has an unspent conviction for an offence involving deception or dishonesty;
- anyone who is an undischarged bankrupt;
- anyone who is the subject of a bankruptcy restrictions order or an interim order;
- anyone who has been removed from trusteeship of a charity by the Court or the Commission for misconduct or mismanagement;
- anyone under a disqualification order under the Company Directors Disqualification Act 1986; and
- anyone who has entered into a composition or arrangement with their creditors which includes an individual voluntary arrangement (IVA), and is currently on the Insolvency Service Register.

APPENDIX 6

RULES FOR CONDUCT OF THE CHAIRS' COMMITTEE WHEN CONSIDERING AND MAKING RECOMMENDATIONS CONCERNING THE COMPOSITION OF THE CORPORATION

Recruitment of New Members

The relevant parts of the procedures set out in Appendix 2 shall be deemed to be incorporated in these rules and shall be adopted for the recruitment of new members.

Reappointment of Existing Members

The Chairs' Committee will consider reappointment of existing members with the same rigour as the appointment of new members, except that it shall not be necessary for the Committee to meet existing members before advising reappointment, or for existing members to supply written details of themselves. The Chairs' Committee will take into account all relevant issues in deciding whether to recommend reappointment including:

- attendance records of the governing body and any relevant committees in respect of the members concerned;
- commitment to the College over and above attendance at formal meetings (eg attendance at student awards ceremonies and programme area link meetings);
- the quality of contribution to discussions at meetings;
- the value of the member's expertise, experience and/or interest to the work of the governing body

Reappointment for a Third or Subsequent Term

The Corporation recognises the recommendation of the Committee on Standards in Public Life that reappointment for a third or subsequent term should be the exception, rather than the rule. The Chairs' Committee will consider the reappointment of members in these circumstances with the same rigour as the appointment of new members, except that it shall not be necessary for the Committee to meet existing members before advising reappointment, or for existing members to supply written details of themselves. The Chairs' Committee will take into account all relevant issues in deciding whether to recommend reappointment including:

- the member's commitment to the College and the work of the governing body;
- the value of the member's experience and/or interest to the work of the governing body;
- attendance records of the governing body and any relevant committees in respect of the member concerned;
- the length of service of members of the governing body (a low average length of service of members of the governing body may indicate a greater need for reappointment for a third or subsequent term);
- difficulties in finding other suitable individuals to serve.

Consideration of Reappointments by the Corporation

Members whose reappointment is being considered by the Corporation shall not be entitled to participate in the discussion of, or vote on, the reappointment, and shall withdraw from the meeting at which the reappointment is considered if requested to do so by any member.

APPENDIX 7

ATTENDANCE AT CORPORATION AND COMMITTEE MEETINGS AND PROCEDURE FOR REMOVAL OF A MEMBER FROM OFFICE

- 1 A record of attendance at Corporation and Committee meetings will be presented to each meeting of the Corporation by the Clerk.
- 2 An annual report (August-July) of the percentage attendance of members at scheduled (i.e. not extraordinary) Corporation and Committee meetings will be prepared by the Clerk and submitted to the Chairs' Committee which will report the results to the Corporation.
- 3 Where –
 - i. a member's attendance at Corporation and committee meetings shown by the annual report referred to in paragraph 2 above falls below 60%; or
 - ii. a member has been absent from meetings of the Corporation and/or committees of which s/he is a member for a period exceeding six consecutive months as shown by the record of attendance referred to in paragraph 1 above without permission of the Corporation (this should generally involve absence from three consecutive meetings of the Corporation),
the Clerk will contact the relevant member informing him/her of these circumstances with a view to resolving concerns about the member's attendance by agreement. The Clerk will report the outcome of the discussion to the members of the Chairs' Committee.
- 4 Where attendance remains below 60% for a period of 12 months following the contact by the Clerk referred to in paragraph 3, or if no assurance as to improved attendance can be given by the member concerned, the Clerk will report this to the Chairs' Committee. The Chairs' Committee shall determine whether to recommend to the Corporation that it consider exercising the power to remove the member conferred by the Instrument of Government. The Committee will be entitled to take into account all the circumstances, including the reasons for absence, whether apologies for absence have been given and attendance at other College events.
- 5 The power to remove a member from office shall be exercised by the Corporation taking the following steps:
 1. A resolution shall be put to the Corporation in the following terms –
That the Corporation is satisfied that (name of member) is (unfit/unable) to discharge the functions of a member of the Corporation and be removed from office. The Chair of the Corporation is hereby authorised to sign notice to that effect in writing to (name of member) to remove him or her from office in accordance with clause 10(2) of the Instrument of Government.
 2. The resolution shall be proposed by the Chair of the Corporation.
 3. The member concerned shall be given not less than seven calendar days' notice of the intention to propose the resolution and the reasons for which the proposed resolution will be passed.
 4. The member concerned shall be given the opportunity to reply to the concerns in respect of his or her attendance and to make representations either in writing or at the meeting at which the resolution is considered.
 5. If the Corporation is considering removing more than one member, each case should be dealt with separately.
 6. If the resolution is passed, the Chair shall give written notice in writing to the member-
 - informing the member of the resolution and that it was passed; and
 - notifying removal of the member from office in accordance with clause 8(2) of the Instruments of Government.

APPENDIX 8

Policy: Allowances to Members – Travel and Subsistence

Purpose

This document sets out the Corporation's policy for reimbursing reasonable expenses and mileage for travel incurred by Corporation members and external co-opted members of Corporation Committees whilst on official business of the College.

Members are encouraged to keep travelling costs to the lowest practicable level.

Scope

The policy applied to all Corporation members and external co-opted members of Corporation Committees.

- 1 Members may, if they wish to do so, claim:
 - a) travel and subsistence for all training or educational courses and conferences attended by them where such attendance has been agreed in advance by the Clerk to the Corporation and is deemed as appropriate and necessary in connection with their duties as a member;
 - b) travel expenses for attending a meeting on the College campus or off site provided that their attendance at such meeting has been agreed in advance by the Clerk to the Corporation, and is deemed as appropriate and necessary in connection with their duties as a member.
- 2 In the event that any member wishes to attend any specialist course or conference which is not part of the training and educational courses or conferences normally available in the sector, any costs for such specialist courses or conferences any travel and subsistence related to attendance at the same may be reimbursed by the Corporation, at the sole discretion of the Corporation, provided that written approval has been given in advance of attendance at any such events.

The Corporation will not reimburse costs or expenses for attendance at such specialist courses or conferences by staff members, student members or by any member who has been appointed for a term of less than four years. In exercising its discretion in such cases and determining whether expenses will be reimbursed and the extent to which expenses will be reimbursed, the Corporation will consider the advice and recommendations made by the Corporation's Chairs' Committee or, in case of urgency, the advice and recommendations given jointly by the Chair of the Corporation and the Chair of the Corporation's Finance & Resources Committee. The Corporation will consider whether attendance by the member concerned, at such specialist courses or conferences, is considered to be in the long term interests of the College.

Procedure

Prior to any travel for which expenses are to be claimed under this policy the member concerned must abide by the following rules in order to determine the most reasonable, practicable and cost effective method for the journey.

The Corporation will reimburse against receipts for reasonable expenses incurred by members carrying out their duties as members of the Corporation within the scope identified above, subject to the following guidelines:

- Public transport will be used wherever possible. All rail and air journeys must be booked as early as possible in order to take advantage of discounted rates.
- College vehicles may be used for journeys in excess of 50 miles if not using public transport.
- The maximum mileage claim to be reimbursed at the approved rate of 40 pence per mile for the first ten thousand miles in a tax year and 25 pence per mile thereafter.

Expenses are reimbursed by the Corporation strictly on the understanding that individual members take full responsibility for the payment of any Income Tax which may become due on respect of the payments received by them relating to claims for expenses made by them.

Reimbursement of Travel and Subsistence Expenses

A Governor's Expense Claim Form, available from the Clerk to the Corporation, should be completed fully and, any receipts attached and signed by the member making the claim.

When making claims for mileage members must state the locations they travel from and to and the distance in miles between those two locations and the purpose of the journey the claim for mileage relates to.

Completed Expense Claim Forms should be sent to the Clerk to the Corporation for validation and processing.

CHESHIRE COLLEGE SOUTH & WEST**Governor Expense Claim Form**

Governor Name

Details of Event Attended:

Brief Description of Event

Date of Event

Location

Expense Claimed

Amount
(Please attach receipts)

£

£

£

£

Total amount of Claim

£

I declare that these expenses constitute reasonable travelling and subsistence expenses incurred by me in attending the above event.**Signature of Governor****Date****The above claim is made in accordance with the provisions of clause 20.1 of the Corporation's Standing Order and to the best of my knowledge and belief the claim is correctly made by the governor concerned.****Signature of Clerk to the Corporation****Date**

APPENDIX 9 – CONDUCT AND DUTIES OF MEMBERS

1. Introduction

- 1.1 This code is intended as a guide, to indicate the standards of conduct and accountability which are expected of 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 the Principal as the Chief Executive. This Code is therefore 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, members are recommended to familiarise themselves with the following:
- 1.2.1 the College's Instrument and Articles of Government;
 - 1.2.2 the College's Strategic Plan;
 - 1.2.3 the Financial Memorandum entered into by the College with the relevant government funding body ('the Council');
 - 1.2.4 Governor Training material issued by the Council or equivalent as the advisory document;
 - 1.2.5 the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office set out in Appendix 9 Schedule 1;
 - 1.2.6 the Joint Audit Code of Practice;
 - 1.2.7 the Financial Services Authority Combined Code of Corporate Governance;
 - 1.2.8 the Public Commission Good Governance Standard for Public Services.

Schedule 1 (The Seven Principles of Public Life), 2 (Powers and Responsibilities of the Corporation and the Principal) are attached to this Code for reference. They should not be read as an exhaustive statement of duties, powers or provisions, and members should refer to the source documents listed above. If a member is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, provisional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a member of the College and for any act or omission in that capacity rests with the individual member.

- 1.3 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 members may be appointed.
- 1.4 By accepting appointment to the Corporation, each member agrees to accept the provisions of this Code.

2. AIMS AND VALUES

- 2.1 The College Vision, Mission Organisational Values and Strategic Aims agreed by the Corporation from time to time seek to encapsulate the core purposes and aims of the College. Members should have due regard to these matters when conducting the business of the Corporation and considering the activities and proposed activities of the College.
- 2.2 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 combating any discrimination within the College on the grounds of race, gender, ethnic or national origin, belief, religion, age, disability or sexuality and to the principles set out in the Charter for Further Education and in the College's own Charter, copies of which are available from the Clerk.
- 2.3 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.

3. DUTIES

- 3.1 Members owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interest. Each member should act honestly, diligently and (subject to the provisions appearing in paragraph 9 of this Code relating to collective responsibility) independently. The actions of members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.
- 3.2 Decisions taken by 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, members must not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 3.3 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 schedule 2.
- 3.4 Members should comply with Corporation's standing orders to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner and must keep those standing orders under periodic review.
- 3.5 Members should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive set out in Schedule 2. 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 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. Members should work together so that the Corporation and the Chief Executive perform their respective roles effectively.

4. STATUTORY ACCOUNTABILITY

- 4.1 Members are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the Council as a condition of receiving public funds. A copy of the current Financial Memorandum will be provided to each member on their appointment and subsequently as and when that document is revised or amended.
- 4.2 Although the Council is the main provider of funds to the College, members should note that they are also responsible for the proper use of income derived for 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.
- 4.3 As accounting officer for the Council, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the Council 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 Committees 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 Council, 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.

5. PUBLIC SERVICE VALUES

Public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in Schedule 1 of this Code, and the recognition that students and other users of the College's services come first, are a requirement of being a member, and should underpin all decisions made by the Corporation.

6. SKILL, CARE AND DILIGENCE

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

7. POWERS

Members are responsible for taking decisions which are within the statutory powers given to Corporation by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992 as subsequently updated. A summary of those powers will be provided to each member on their appointment and subsequently as and when any revision or amendment is made to those statutory powers. If a 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.

8. CONFLICTS OF INTEREST

- 8.1 Like other persons who owe a fiduciary duty, members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interest and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
- 8.2 Members are reminded that under the College's Instrument of Government they must not take or hold any interest in any of the College's properties or receive any remuneration for their services (save as a member of the College's staff) without the written approval of the Secretary of State for Business Innovation and Skills.
- 8.3 Members are reminded that under the College's Instrument of Government they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work or goods to or for the purposes of the College or in any contract of proposed contract concerning the College or in any other matter relating to the College or any other interest of a description 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 interest of the Corporation.
- 8.4 If an interest of any kind (including interest of a spouse, partner or close relative* of a member) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a member's independent judgement, then the interest, financial or otherwise, should:-
 - 8.4.1 be reported to the Clerk; and
 - 8.4.2 be fully disclosed to the Corporation before the matter giving rise to the interest is considered.

**Close relative shall include (but not be limited to) parent, step parent, sibling, step sibling, child, or grandchild, step child or grandchild of the member's spouse or partner*

Members must take no part in the discussion or consideration of the matter giving rise to the interest, and must not vote in relation to the matter or be counted in the quorum for that part of the meeting when the matter is being considered. A member who has an interest in a matter should consider whether it may be best to leave the room in which the meeting is taking place while the matter is considered. A member shall in any event withdraw from the matter or part of the meeting at which the matter is being considered if required to do so by a majority of those members attending the meeting.

- 8.5 Members must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer of receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- 8.6 The Clerk will maintain a Register of Members' Interests which will be open for public inspection. Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they may have, and the Clerk will enter such interests on the Register. Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, members should have regard to the meaning given to 'interest' in paragraph 8.4 of this Code.

9. COLLECTIVE RESPONSIBILITY

- 9.1 The Corporation operates by members taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the members collectively and each individual member has a duty to stand by it, whether or not he or she was present at the meeting of the Corporation when the decision was taken.
- 9.2 If a member disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the member strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the member should refer to the power of the Chair or any five members under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the member's views in advance to the other members. Alternatively, as a final resort, the member may decide to offer his or her resignation from office, after consulting the Chair.

10. OPENNESS AND CONFIDENTIALITY

- 10.1 Because of the Corporation's public accountability 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.
- 10.2 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 of 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 members. However, staff and student members have no right of access to minutes dealing with

matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.

- 10.3 It is important that the Corporation and its committees have full and frank discussions in order to take decisions collaboratively. To do so, there must be trust between members with a shared corporate responsibility for decisions. Members should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.
- 10.4 Members should not make statements to the press or media or at any public meeting relating to the College, the proceedings of the Corporation, or its committees. It is unethical for members publicly to criticize canvass or reveal the views of other members which have been expressed at meetings of the Corporation or its committees.

11. ATTENDANCE AT MEETINGS

- 11.1 A high level of attendance at meetings of the Corporation is expected so that members can perform their functions properly. The Corporation has adopted a performance indicator of 75% attendance at meetings of the Corporation and its committees.

12. GOVERNANCE DEVELOPMENT

- 12.1 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.
- 12.2 In order to promote more effective governance, members will carry out an annual review of the performance by the Corporation of its duties and responsibilities, as part of a continuing and critical process of self evaluation.

APPENDIX 9: SCHEDULE 1
THE SEVEN PRINCIPLES OF PUBLIC LIFE

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 regards 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 9: SCHEDULE 2
SUMMARY OF THE STATUTORY POWERS AND RESPONSIBILITIES OF THE CORPORATION
AND THE PRINCIPAL

Principal Powers of the Corporation

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

- (a) provide further and higher education
- (aa) in pursuance of arrangements made:
 - i. by a local education authority; or
 - ii. by the governing body of a school on behalf of such an authority, provide secondary education to pupils in the fourth key stage; and
- (b) supply goods or services in connection with their provision of education

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

Supplementary Powers of the Corporation

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 the principal powers conferred by section 18 of the Act, including in particular the following:-

- (a) the power to acquire and dispose of land and other property;
- (b) the power to enter into contracts, including in particular:-
 - i. contracts for 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 of carrying on by the Corporation of any such activities;
- (c) the power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities 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. This power may not be exercised without the consent of the Council, which may give its consent for a particular borrowing or for borrowing of a particular class;
- (d) power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;
- (e) power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes; and
- (f) 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.

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 the students having

learning difficulties) which appear to be necessary or desirable for the purposes of or in connections with the carrying on of the principal powers.

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

Responsibilities of the Corporation

Under the College's Articles of Government the Corporation is responsible for the following functions:

- (a) the determination 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 College and oversight of its activities;
- (c) approving the quality strategy of the institution;
- (d) the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding of 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; and
- (g) setting a framework for the pay and conditions of service of all other staff;

'Senior Post' means the Principal and such other senior posts as the Corporation may determine for the purposes of the Articles.

Responsibilities which must not be delegated

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 College and the oversight of its activities;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the College and the Corporation and for 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 of a member of staff); and
- (f) the modification or revocation of the Instrument and Articles of Government.

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

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

Under the College's Articles of Government the Principal is the Chief Executive of the College and is 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 College'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 holders of senior posts or the Clerk where the Clerk is also a member of staff; and
- (f) maintain student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reason.

APPENDIX 10

Policy on Access to Information

Introduction

This framework sets out the policy of Cheshire College South & West in relation to access to information.

Policy

Information about College activities is generally available to the public on request. In particular, the College has adopted a publication scheme in accordance with the freedom of Information Act 2000. The publication scheme describes the information which the College publishes. This policy should be read together with the Freedom of Information Act 2000 and in the event of any inconsistency, the Act shall prevail.

Access to College Documentation and Fees

Any person seeking access to college information may do so by applying in writing to the Principal at Cheshire College South & West, Dane Bank Avenue, Crewe, Cheshire CW2 8AB.

Copies of the document asterisked at Annex 1 are available free of charge.

Other documents or information are available free of charge from the College website. A fee will be charged (£25 as of 1 January 2008) for each individual item sent by e-mail or in paper form by post.

Confidential Information

Some College information is exempt under the Freedom of Information Act. This information will be withheld from any material generally provided. Information falling into the categories listed in Annex 2 would normally be withheld.

If any request is turned down on grounds of exemption, the College will give reasons for denying access.

Response to Enquiries

The College will provide information which it is obliged to supply and which is not exempt on request within 20 working days. The College reserves the right to respond to vexatious or repeated requests or to requests where the estimated cost of compliance would exceed the limit specified by the Freedom of Information Act.

Feedback and Complaints

Any questions, comments or complaints about access to information should be sent in writing to:

The Principal
Cheshire College South & West
Danebank Avenue
Crewe
Cheshire, CW2 8AB

If the College is unable to resolve any complaint a further complaint can be made to the Information Commissioner, the independent body who oversees the Freedom of Information Act:

Information Commissioner
Wycliffe House
Water Lane
Wilmslow
Cheshire, SK9 5AF

Further information

More information about the Freedom of Information Act is available on the Information Commissioner's website at:

www.informationcomissioner.gov.uk

APPENDIX 1-: ANNEX 1

Documents Generally Available

Agendas*, papers and minutes* of the Corporation and the Audit, Finance, Management & Performance and Chairs' Committees

Statement of policy on attendance at Corporation and Committee meetings*

Annual financial statements and annual report*

College Charter*

College prospectus*

Summary of the College inspection reports*

Information on examination results*

Register of members and members' interests*

Instrument and Articles of Government*

Freedom of Information Act 2000 Publication Scheme*

Policy on access to information*

Procedure on whistleblowing*

Standing Orders

APPENDIX 10: ANNEX 2

Criteria for Exemption under the Freedom of Information Act 2000

Personal information relating to an individual (including personal data within the meaning of the Data protection Act 1998)

Information provided in confidence by a third party who has not authorised its disclosure

Information, the disclosure of which might prejudice the commercial interests of the College or any other person

Information the disclosure of which might prejudice the mental or physical health or safety of any person

Information the disclosure of which is prohibited by law

Certain information relating to the investigation of criminal offences

Information which is the subject of legal professional privilege, including legal advice received from or instruction given to the college legal advisors.

APPENDIX 11

CHESHIRE COLLEGE SOUTH & WEST

REGISTER OF CORPORATION MEMBERS' INTERESTS

NAME OF MEMBER/MEMBER OF STAFF:.....

Form to be completed by all Corporation Members and Members of Staff with Significant Financial Responsibilities

Each member should register all interests, financial or otherwise, which he or she (so far as he or she is aware) his or her spouse or partner, children or other close relatives may have. Members should inform the Clerk to the Corporation whenever their circumstances change and interests are acquired or cease.

Please refer to the attached guidance notes explaining which interests ought to be disclosed.

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

Signature _____ Date _____

Register of Interests

REGISTER OF MEMBERS' INTERESTS

GUIDANCE NOTES

1. 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 member's independent judgment should be disclosed to the Corporation. The interest will then be recorded in a register which will be maintained by the Clerk to the Corporation. This register enables members to disclose relevant 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-taking process. Members are reminded that the Register is open to public inspection.
2. Members are in the best position to decide what business interests are relevant and should be disclosed. If a member is in any doubt as to whether an interest should be disclosed, s/he should seek advice from the Clerk to the Corporation. In particular, members should note that the specific set out in the table below should be disclosed.
3. Members should provide the same information, if known to him/her, in respect of his/her spouse or partner, children and other close relatives (eg living in the same household or a dependant). A member should ask him/herself whether members of the public, knowing such information, would reasonably conclude that the relevant interest might influence his/her judgment.
4. In accordance with the Corporation's standing orders, the information provided by members will be subject to annual updating.

Category of Interest	Information to be Disclosed
Paid employment, office, profession or other activity	Name of employer
Directorships of companies	Name of companies
Shareholdings in companies	Name of companies
Business and professional partnerships Paid or unpaid consultancies	Name of partnership Name of entity to which services are provided
Elected office	Name of authority
Trusteeships where a governor or his/her partner/spouse or member of his/her family may be a beneficiary	Name of trust
Participation in the management of charities and other voluntary bodies	Name of body
Public appointments/memberships (paid or unpaid) Membership of professional bodies, trade and other associations	Name of body Name of body
A proposal to enter into any contract or arrangement whereby the College will provide or receive goods or services either directly with the member or indirectly where the goods or services are supplied by or to third parties in which the member is interested, for example in any of the above capacities	Details of the Proposal
Any contract or arrangement of the type referred to in the preceding paragraph	Details of the contract
Gifts of hospitality offered by outside bodies and arising from the person's position as a governor	Name of outside body and details of hospitality

APPENDIX 12

STATEMENT OF POLICY REGARDING ATTENDANCE AT CORPORATION AND COMMITTEE MEETINGS BY PERSONS WHO ARE NOT MEMBERS AND THE PUBLICATION OF MINUTES OF COMMITTEE MEETINGS

Attendance at Corporation meetings

1. Meetings of the Corporation shall be attended, in addition to members, by the Vice Principals, the Clerk to the Corporation and by such other persons as the Corporation may from time to time invite. Such persons shall withdraw from any part of a meeting upon being required to do so by the Corporation.
2. A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak at all meetings of the Corporation.

Attendance at Committee Meetings

1. Meetings of a committee shall be attended by the members and clerk to the committee together with the officers of the college and other persons specified in paragraph 2. A member of the Corporation who is not a member of a committee may attend its meetings as an observer. No other persons shall be entitled to attend meetings of a committee unless invited by the committee.
2. Meetings of committees shall be attended by officers of the college and other persons as follows:
 - Audit & Risk Committee: Vice Principal Corporate Services; Director of Finance, Internal Auditors. The Principal and other members of staff shall attend meetings of the committee if requested to do so. External Auditors shall have the right to attend any meeting of the Committee. The Committee shall be entitled at any time to exclude any or all participants and observers.
 - Finance & Resources Committee: Vice Principals; Director of Finance. Other members of staff shall attend on request.
 - Management & Performance Committee: Vice Principal. Other members of staff shall attend on request.
 - Chairs' Committee: Vice Principals

Such officers and/or persons shall withdraw from any part of any committee meeting when requested to do so by the committee.

Publication of Minutes of Committee Meetings

1. Subject to paragraph 3, and with the exception of the Part B confidential business considered by any Committee, the Corporation shall ensure that a copy of:
 - a) the agenda for every meeting of a committee;
 - 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 in each case as soon as may be, be made available without charge during normal office hours at the College to any person wishing to inspect them. Applications for inspection shall be made to the Clerk to the Corporation.

2. Subject to paragraph 3 and with the exception of the Part B confidential business considered by the Committee, 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; and
- c) the signed minutes if every such meeting in substitution of the draft minutes referred to in paragraph (b),

shall be placed in the library of the College, the Staff Information System of the College computer network and the College's website;

- 3. There may be excluded from any item required to be made available in pursuance of the foregoing paragraphs any material relating to –
 - a) a named person employed at or proposed to be employed at the College
 - b) a named student at, or candidate for admission to, the College;
 - c) any matter, which by reason of its nature, the committee resolve should be dealt with on a confidential basis.