

STANDING ORDERS FOR THE CORPORATION AND COMMITTEES 2023/24

INDEX

	<u>Page</u>
1. Introduction and General Duties	3
2. The Corporation	3
2.1 Current Composition	3
2.2 Structure and Organisation, including Terms of Office	3
3. Appointment of Members (Governors)	4
3.1 Introduction	4
3.2 Committee Membership	4
3.3 Procedures	4
3.3.1 Procedure in relation to applicant(s) and/or external members	4
3.3.2 Procedure in relation to Principal / Chief Executive	5
3.3.3 Procedure in relation to Staff Members	5
3.3.4 Procedure in relation to Student Members	6
3.3.5 Procedure following acceptance of Corporation membership	6
3.3.6 Termination of Membership	7
3.3.6.1 Corporation Meetings	7
3.3.6.2 Committee Meetings	7
3.3.6.3 Removal of a Member	7
4. Appointment of Chair / Vice Chair	8
5. Responsibility of the Corporation, the Principal and the Governance Adviser	8
5.1 Responsibility of the Corporation	8
5.2 Responsibility of the Principal	9
5.3 Responsibility of the Governance Adviser	9
5.4 Resolving Difficulties	10
5.5 Principal / Corporation Interface: Distinction between Governance and Management	10
5.6 Delegated Authority	10
5.7 Chair's Actions	11
6. Committees, Membership and Terms of Reference	12
6.1 Audit and Risk Assurance Committee	12
6.1.1 Membership	12
6.1.2 Terms of Reference	12
6.2 Search Committee	15
6.2.1 Membership	15
6.2.2 Terms of Reference	15
6.3 Remuneration Committee	16
6.3.1 Membership	16
6.3.2 Terms of Reference	16
6.4 Special Committee	16
6.4.1 Membership	16
6.4.2 Terms of Reference	17
6.5 Appeal Committee	20
6.5.1 Membership	20
6.5.2 Terms of Reference	20
6.6 Committee Membership 2023/24	23

7.	Meetings	23
7.1	Corporation Meetings	23
7.1.1	Special Meetings of the Corporation	24
7.2	Committee Meetings	24
7.3	Quorum	24
7.3.1	Corporation Meetings	24
7.3.2	Committee Meetings	24
7.4	Proceedings of Meetings	24
7.4.1	Withdrawal of Staff Members from Meetings	25
7.4.2	Withdrawal of Student Members from Meetings	25
7.4.3	Withdrawal of the Governance Adviser from Meetings	25
7.4.4	Tabling of Papers	25
7.5	Minutes	26
8.	Attendance at Corporation and Committee Meetings and Publication of Agendas, Minutes and Papers, including Confidential Business	26
8.1	Attendance of Members of the Corporation and Committees	26
8.1.1	Corporation Meetings	26
8.1.2	Committee Meetings	26
8.1.3	Removal of a Member	27
8.2	Attendance of Others at Meetings	27
8.3	Publication of Agendas, Minutes and Papers	27
8.4	Confidential Business	28
8.4.1	Period of Confidentiality	29
9.	Declaration of Interest	30
10.	Corporation Members' Expenses	30
11.	Application of the Corporation Seal	30
12.	Copies of Instrument and Articles of Government	31
13.	Modification or Replacement of the Instrument and Articles of Government	31
	Appendix 1: Governors' Code of Conduct	32
	Appendix 2; Policy on Conflicts of Interest and Public Access to Register of Interests	47
	Appendix 3; Policy for Attendance of Non-Corporation Members at Corporation and Committee Meetings and Scheme of Publication	50
	Appendix 4; Corporation Statement on Obtaining the Views of Staff and Students on the Determination and Periodic Review of the Educational Character and Mission of the College and the Oversight of Its Activities	51
	Appendix 5; Policy for Taking Independent Advice	52
	Appendix 6; Policy for Addressing Complaints Against the Corporation, Individual Board Members and the Governance Adviser	54
	Appendix 7: Governor Training Policy and Development Programme	56
	Appendix 8: Appointment of Senior Staff Policy	58

1. Introduction and General Duties

The Corporation was established by the Further and Higher Education Act 1992, as substituted by the 2011 Act. The legal framework under which the Corporation operates is the Instrument and Articles of Government, the Conditions of Funding Agreement and the Audit Code of Practice, supplemented by the Code of Good Governance for English Colleges.

These standing orders supplement the legal framework and set out the procedures and processes within which the Corporation and Committees operate.

These standing orders will be reviewed annually by the Corporation.

Every member of the Corporation and of its Committees will be bound by the legal framework and these Standing Orders and other governance policies/processes found in the Governors' Handbook on the College Governance shared area and will be expected to adhere to the seven (Nolan) principles of public life and in accordance with the Corporation's Code of Conduct (Appendix 1). Throughout the document, a 'member' is the same as a 'Governor'.

2. The Corporation

The Instrument of Government states that the Corporation "must provide for the number of members of the body and for the appointment of members".

2.1 Composition

	Minimum	Maximum	Current Members	Quorum (minimum)
Independent Members	9	15	6	5
Staff	2	2	2	} 2
Student	1	2	0	
Principal	1	1	1	
	13	20	9	7

2.2 Structure and Organisation, including Terms of Office

At a meeting held on 21 March 2016, it was agreed that the Corporation be made up of a minimum of thirteen members, including a minimum of nine independent members, two staff members, one student member and the Principal.

The following was approved at previous meetings of the Corporation (2009 and 2010):

- On appointment, a Governor should be willing to serve for a minimum period of one term (four years).
- At the end of their term of office, Governors will be eligible for re-appointment.
- After completing two terms, that is eight years' continuous service, any member who wishes to continue being a Governor, or where a member's skills/experience cannot be replaced, is reviewed by the Corporation and is treated as an exception.
- A 'retired' Governor can be invited to re-join the Corporation after one year has elapsed since the completion of an eight-year period of office.
- The term of office will commence on the day following the Corporation meeting at which a new Governor was appointed.

- Recommendations for the appointment of new Governors and re-appointment of Governors will be made to the Corporation by the Search Committee.
- The following are the current Committees of the Corporation, which will be reviewed annually by the full Corporation.

Sub-Committees	Current Members	Quorum
(i) Audit and Risk Assurance	3	3
(ii) Remuneration	3	3
(iii) Search	4	3
(iv) Committee; Special (as and when required)	-	3
(v) Committee; Appeal (as and when required)	-	3

3. Appointment of Members (Governors)

3.1 Introduction

The Articles of Government states:

“The Corporation will not appoint any person as a member, without first consulting and considering the advice of the Search Committee.”

3.2 Committee Membership

The Articles of Government (7) states that any committee established by the Corporation (other than the Special Committee) may include persons who are not members of the Corporation.

The main purpose of appointing external members to Corporation committees is to bring in particular expertise which other members of the Committee may lack or where an interested person may wish to be a member of a Committee, but cannot give the full time and commitment required to be a full member of the Corporation, or pending a vacancy on the Corporation. This may either be on a short-term basis where a Committee is grappling with a particular problem or on a longer-term basis where the Committee is seeking knowledge or expertise of a particular type to inform its business.

3.3 Procedures

In seeking to recruit new Governors, there will be due regard to the promotion of equality and diversity, so that applications and nominations are sought from under-represented groups.

In order to be eligible as a member of the Corporation, a person must be eligible to act as a charitable trustee.

All applicants for membership of the Corporation, and prospective external members, will be sent a Governor’s Briefing Pack (which will be available in different formats on request) and will be required to complete and submit a Governor’s Application Form (and CV, if applicable) to the Governance Adviser.

3.3.1 Procedure in relation to applicant(s) and/or external members

- At the specific instruction of the Search Committee, or as required to replenish the database of individuals interested in future Corporation membership, the Governance Adviser may invite applications via advertisement in the local press, on social media channels or by written invitation to appropriate local businesses or organisations.
- Potential candidates may also be personally introduced by current member(s).

- All applications for Corporation membership, howsoever introduced, will be assessed impartially against criteria laid down (i.e. person specification, skills, experience, equality and diversity etc.).
- The Search Committee will interview the applicant(s). The application form(s) will be discussed and the individual(s) will be briefly appraised of the role, responsibilities and commitment required of a Governor and informed of the term of office. At the meeting, the applicant(s) will be advised of the Corporation and Committee structure and the College management structure. They will be invited to discuss their relevant professional and personal experiences and how they would contribute to the governance of the College.
- After the meeting with the applicant(s), the Search Committee will decide upon the advice to be given to the Corporation and the term(s) to be served, if not the standard four years.
- The minutes of the Search Committee will be presented to the next Corporation meeting where any recommendation(s) will be considered.
- If Corporation approval is received, then the Governance Adviser will write to the applicant(s) requesting formal acceptance of Corporation membership and completion of the associated formalities, for example completion of the Register of Interests and agreeing to the Code of Conduct.

3.3.2 Procedure in relation to Principal

There are separate mandatory procedures for appointing the Principal (refer to Appendix 8; Appointment of Senior Staff).

3.3.3 Procedure in relation to Staff Members

All staff who have a permanent contract of employment with the College will be eligible to apply as a staff member.

- The staff member(s) will have voting rights as prescribed in the Instrument and Articles of Government and will be elected to serve for the same term of office as other members.
- When a vacancy for a staff member arises, the Governance Adviser will invite applications.
- Staff wishing to apply will be required to complete and submit a Governor's Application Form to the Governance Adviser.
- The Search Committee will interview the applicant(s). The application form(s) will be discussed and the individual(s) will be briefly appraised of the role, responsibilities and commitment required of a Governor and informed of the term of office. At the meeting, the applicant(s) will be advised of the Corporation and Committee structure. They will be invited to discuss their relevant professional and personal experiences and how they would contribute to the governance of the College.
- After the meeting with the applicant(s), the Search Committee will decide upon the advice to be given to the Corporation and the term(s) to be served, if not the standard four years.

- The minutes of the Search Committee will be presented to the next Corporation meeting where any recommendation(s) will be considered.
 - If Corporation approval is received, then the Governance Adviser will write to the applicant(s) requesting formal acceptance of Corporation membership and completion of the associated formalities, for example completion of the Register of Interests and agreeing to the Code of Conduct.
- N.B.** If a member of staff who has been appointed as a staff member ceases, for whatever reason, to be a member of staff, he/she will automatically cease to be a member of the Corporation and new applications will be sought.

3.3.4 Procedure in relation to Student Members

- All students (except members of staff or Governors enrolled as students) will be eligible to apply as a student member.
 - The student member(s) will have voting rights as prescribed in the Instrument and Articles of Government and will be appointed to serve for a period of two years, subject to re-appointment for a maximum of four years.
 - When a vacancy for a student member arises, the Governance Adviser will invite applications.
 - Students wishing to apply will be required to complete and submit a Governor's Application Form to the Governance Adviser.
 - The Search Committee will interview the applicant(s). The application form(s) will be discussed and the individual(s) will be briefly appraised of the role, responsibilities and commitment required of a Governor and informed of the term of office. At the meeting, the applicant(s) will be advised of the Corporation and Committee structure and the College management structure. They will be invited to discuss their relevant experiences and how they would contribute to the governance of the College.
 - After the meeting with the applicant(s), the Search Committee will decide upon the advice to be given to the Corporation and the term(s) to be served, if not the standard two years.
 - The minutes of the Search Committee will be presented to the next Corporation meeting where any recommendation(s) will be considered.
 - If Corporation approval is received, then the Governance Adviser will write to the applicant(s) requesting formal acceptance of Corporation membership and completion of the associated formalities, for example completion of the Register of Interests and agreeing to the Code of Conduct.
- N.B.** If a student who has been appointed as a Student Governor ceases, for whatever reason, to be an enrolled student of Lancaster & Morecambe College, he/she will automatically cease to be a member of the Corporation and new applications will be sought.

3.3.5 Procedure following acceptance of Corporation membership

Once the new Governor has accepted Corporation membership in writing and has completed the membership formalities, she/he will commence Governor induction and will also be required to attend regular Governor development sessions.

3.3.6 Termination of Membership

3.3.6.1 Corporation Meetings

The Instrument of Government states that “if at any time the Corporation is satisfied that any member is unfit or unable to discharge the functions or has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, or where the Corporation no longer considers it to be in the best interests of the Corporation for the individual to continue in office, the Corporation may by notice in writing to that member, remove her/him from office and the office will become vacant”.

A member of the Corporation will be deemed absent if she/he has missed all Corporation meetings, including Committee meetings, for a period of more than six consecutive months without permission of the Corporation. Attendance at functions, prize givings, openings, visits, etc., will not be counted as attendance.

Members of the Corporation may seek authorised absence from the Corporation in special circumstances such as illness (including illness of close family) or other professional commitments.

If a member of the Corporation is approaching the six-month absence period, the Governance Adviser will inform the Chair who will alert the member to this and inform her/him that her/his continued membership might be called into question.

If a member’s continued membership needs to be decided due to absence, the Chair will put the matter to the Corporation to consider whether the member should be removed from office, taking into account any special circumstances.

The Chair will write to the member concerned.

3.3.6.2 Committee Meetings

If, at any time, members of a Committee are satisfied that any member of that Committee has been absent from meetings of the Committee for a period of more than six consecutive months without the permission of the Committee or is unable or unfit to discharge the functions of a member of the Committee, the Committee may, by notice to such member, remove him/her from the Committee and report to the Governance Adviser who, in turn, will report to Corporation.

3.3.6.3 Removal of a Member

If, at any time, the Chair of the Corporation is satisfied that a member is unable or unfit to carry out the responsibilities or where it is no longer in the best interests of the Corporation for the member to continue in office, after discussing this with the member, the Chair will put this before an

early meeting of the Search Committee. The Search Committee will determine an appropriate process. If the Committee recommends to terminate the Corporation member's tenure, the Chair of the Search Committee will put this to the Corporation for its agreement.

A Governor may be suspended during a period of investigation.

4. Appointment of Chair / Vice Chair

The Principal, staff members and student members are not eligible to be appointed as Chair or Vice-Chair.

- The members will appoint a new Chair or Vice-Chair, as the case may be, from among their number.

N.B. A Governor, who is not nominated, will act as Chair for this item at the Corporation meeting as appropriate, excluding the Principal, staff or student members.

- Any Governor wishing to be appointed should be formally nominated and seconded by two other members on a pro-forma available from the Governance Adviser.
- Nominations should be forwarded to the Governance Adviser.
- In the case of more than one nomination for the position(s) of Chair and/or Vice-Chair, a secret ballot will be held and the member(s) of the Corporation with the highest number of votes declared the Chair and Vice-Chair.
- All members (including the Principal, staff member(s) and student member(s)) will be able to vote in the election of the Chair and Vice-Chair.
- If a member of the Corporation who has been elected as the Chair or Vice-Chair ceases, for whatever reason, to be a member, new nominations will be sought and an election held, if required.
- If both the Chair and Vice-Chair are absent from any meeting, the members present will choose someone from among themselves to act as Chair for that meeting.
- The period of office for the Chair and Vice-Chair will be three years.
- At the expiry of their term of office, the Chair or Vice-Chair is eligible for reappointment, subject to their term(s) of office as a member of the Corporation and satisfactory appraisal.
- The Chair or Vice-Chair may resign his/her office at any time by giving notice in writing to the Governance Adviser.
- If, at any time, the Corporation is satisfied that the Chair or Vice-Chair is unable or unfit to discharge the functions of Chair or Vice-Chair (as the case may be), the Corporation may, by notice in writing to the Chair or Vice-Chair, remove him/her from his/her office and thereupon the office will be vacant.

5. Responsibility of the Corporation, the Principal and the Governance Adviser.

In accordance with the Instrument and Articles of Government:

5.1 Responsibility of the Corporation

The Corporation is responsible for the following functions:

- The determination and periodic review of the educational character and mission of the College and the oversight of its activities and to publish arrangements for obtaining the views of staff and students on these matters.
- The effective and efficient use of resources, the solvency of the College and the Corporation and for safeguarding its assets.
- The approval of the annual estimates of income and expenditure.
- To approve the policy and charging of tuition and other fees payable to the College, including remission fee policies (subject to any terms and conditions attached to grants, loans or other payments paid or made by an agency).
- The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Governance Adviser (including where the Governance Adviser is, or is to be appointed as, a member of staff, the Governance Adviser's appointment, grading, suspension, dismissal and determination of pay in the capacity as a member of staff).
- To approve the framework for the pay and conditions of service of all other staff (excluding senior postholders and Governance Adviser).
- The Corporation may, by resolution, dissolve itself and provide for the transfer of its property rights and liabilities. (A copy of the draft resolution to dissolve the Corporation on a specified date will be published at least one month before the proposed date of the resolution.)

5.2 Responsibility of the Principal

The Principal is responsible for the following functions:

- Making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation.
- The determination of the institution's academic and other activities.
- 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.
- The organisation, direction and management of the institution and leadership of the staff.
- The appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of staff, within the framework approved by the Corporation, other than the holders of senior posts or the Governance Adviser, where the Governance Adviser is also a member of staff.
- Maintaining student discipline and suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

5.3 Responsibility of the Governance Adviser

The Governance Adviser is responsible for the following functions:

- Advising the Corporation with regard to the operation of its powers.
- Advising the Corporation with regard to procedural matters.
- Advising the Corporation with regard to the conduct of its business.
- Advising the Corporation with regard to matters of governance practice.

5.4 Resolving Difficulties

Where the Governance Adviser believes that the Corporation or a Committee or individual is likely to act beyond their powers, s/he should raise the issue immediately with the Chair of the Corporation (or Chair of the Audit and Risk Assurance Committee if the Chair is involved) and advice may be sought from the College's legal advisers, the College Auditors or the Association of Colleges. This advice will be reported to the Corporation.

5.5 Principal/Corporation Interface: Distinction between Governance and Management

The overall aim of the Corporation should be to maintain its strategic governance role; to agree its operational framework and strategies so that it is able to monitor progress in implementing them unless in exceptional circumstances. It is not the function of the Corporation to become involved in detailed scrutiny of the management, administration and teaching programmes but to encourage the Principal to get on with the task within a clear framework of accountability, including the policies and objectives of the College's Strategic Plan that the Corporation has approved.

5.6 Delegated Authority

The Corporation may establish committees and/or 'task and finish' groups for any purpose or function, other than non-delegable functions and those assigned to the Principal or Governance Adviser and may delegate powers to:

- such committees and/or 'task and finish' groups.
- the Chair, the Vice-Chair or individual members.
- the Principal.

The Corporation must establish an Audit Committee and will establish a Search Committee (minimum three members). In addition, Lancaster & Morecambe College's Corporation has approved a Remuneration Committee.

The number of members of a committee and the terms on which they are to hold and to vacate office will be decided by the Corporation.

Any committee established by the Corporation, other than the Special and Appeals Committees, may include persons who are not members of the Corporation.

In accordance with the Instrument of Government, the Corporation will not delegate the following functions:

- the determination and periodic review of the educational character and mission of the College.
- the responsibility for ensuring the solvency of the College and the Corporation and for safeguarding its assets.

- the approval of the annual estimates of income and expenditure.
- the modification or revocation of the Articles of Government.

In accordance with the Articles of Government, the Corporation will not delegate the following functions other than to a committee or members of the Corporation:

- the appointment of the Principal or holder of a senior post.
- the appointment of the Governance Adviser, (including, where the Governance Adviser is, or is to be appointed as, a member of staff, the Governance Adviser's appointment in the capacity of a member of staff).
- the consideration of the case for dismissal of the Principal, Governance Adviser or senior post holder.
- the power to determine an appeal in connection with the dismissal of the Principal, Governance Adviser or senior postholder.

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

The Principal may delegate, to the holder of any other senior post, functions that are necessary to enable the responsibilities of the Principal to be discharged properly, other than:

- The management of budget and resources.
- Any functions that have been delegated to the Principal by the Corporation.

The Corporation will only receive and approve policies and procedures relating to Governance and their mandatory responsibilities; however, relevant operational documents, reports and policies will be available through the Governance Adviser's office.

5.7 Chair's Actions

It may be necessary from time to time for the Chair, or Vice Chair in his/her absence, to take all appropriate actions on behalf of the Corporation during the periods between meetings, where decisions are urgently required to ensure the College's interests are safeguarded.

Also, in relation to the suspension and/or dismissal of a Senior Postholder:

- The Chair or, in his/her absence, the Vice Chair may suspend from duty a senior postholder or the Governance Adviser for serious or gross misconduct or other good or urgent cause. The Chair, or in the Chair's absence the Vice-Chair, will report the suspension in writing to the Corporation and the Secretary of State for Education within two working days or as soon thereafter as is practicable.
- If the Chair, or in the Chair's absence the Vice-Chair, or a majority of the members consider that it may be appropriate for the Corporation to dismiss the holder of a senior post, then the Chair, Vice-Chair or Corporation, as appropriate, will refer the matter to a Special Committee of the Corporation, which will be convened as soon as possible to examine and determine the case for dismissal.

(Full procedures outlined in 'Rules and Procedures for Senior Postholders' in the Governors' Handbook).

The Chair must inform the Governance Adviser of any action taken, unless it refers to the Governance Adviser, then an Acting Clerk will be appointed.

This also includes routine action, which is not of significant importance to have as an agenda item and discussion at a Corporation meeting, for example:

- The signing of routine documents on behalf of the Corporation.
- Responding to approaches made to the Corporation by external organisations, e.g. the media.

In such circumstances, the Corporation delegates to the Chair authority to take action on behalf of the Corporation (after taking advice from the Governance Adviser, the Principal and the Chair(s) of committee(s), as appropriate), providing the course of action is not contrary to the Instrument of Government or a non-delegable function.

Any action taken by the Chair will be reported to the next scheduled Corporation meeting, as appropriate.

6. Committees, Membership and Terms of Reference

6.1 Audit and Risk Assurance Committee

6.1.1 Membership

- The Committee will comprise four members (who may or may not be members of the Corporation but of whom at least three must be members of the Corporation). The Committee may co-opt members onto the committee, as and when required, and may invite other third parties to attend meetings of the Committee and other members may attend as observers, as appropriate (such persons will not have a vote but will be entitled to speak at the meetings).
- The Audit and Risk Assurance Committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Committee should have recent, relevant experience in risk management, finance, audit and assurance.
- In order to maximise the Committee's independence and objectivity, the following members will not be eligible to sit on the Committee:
 - the Chair of the Corporation;
 - the Principal;
 - Staff Members;
 - College Auditors.
- The Principal or members of the College's Management Team may be in attendance at meetings if agreed by the Chair of the Committee.
- The Auditors will be invited to each meeting of the Audit and Risk Assurance Committee.
- The Chair will be appointed (and may also be removed) by members of the Committee. S/he will be appointed annually and will be eligible for re-appointment. If the Chair is absent from a meeting, the members of the Committee who are present will choose another member to act as Chair for that meeting. The Chair may resign their respective position at any time by giving notice to the Governance Adviser.
- The quorum for meetings of the Committee will be three members.

- The Governance Adviser will act as Clerk to the Committee.

6.1.2 Terms of Reference

- The Committee will meet as and when required (normally at least three times per year). The internal, regularity or financial statements auditors may request a meeting of the Committee, if they consider that one is necessary, and the Committee will endeavour to comply with such requests.
- Assess and provide the Corporation with an opinion on the adequacy and effectiveness of the Corporation's assurance arrangements, framework of governance. This may include the board assurance framework, risk management and control processes for the effective and efficient use of resources, solvency and the safeguarding of assets.
- Consider the development of members and put in place appropriate training to ensure their skills and knowledge are up-to-date. Where the Audit and Risk Assurance Committee identifies a gap in its existing skill-set, training and development should be provided to address this in the first instance.
- Scrutinise any activity within these terms of reference, which may involve engaging a third party to assist. The Committee shall have right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit.
- Advise the Corporation on the appointment, re-appointment, dismissal and remuneration of the external auditor, reporting accountant, internal audit (as applicable), and other assurance providers (as applicable) and establish that all such assurance providers adhere to relevant professional standards.
- Re-appoint auditors annually, subject to a satisfactory review of performance, and within their overall length of contract as approved by the Corporation.
- Establish, in conjunction with College management, relevant annual performance measures and indicators and to monitor the effectiveness of the external auditor, reporting accountant, internal audit (as applicable), through these measures and indicators and decide, based on this review, whether a competition for price and quality of the external auditor, reporting accountant and or internal auditor (as applicable) is appropriate. The external audit contract should be put out to tender at least every five years, though this does not necessarily require a different form of auditors to be appointed.
- Inform the Corporation of any additional services provided by the external auditor, reporting accountant, internal audit (as applicable), and other audit and assurance providers (as applicable) and explain how independence and objectivity were safeguarded.
- Consider and advise the Corporation on the scope and objectives of the work of internal audit (if applicable) and ensure effective co-ordination between the external auditor, reporting accountant and internal auditor (if applicable).

- Review and consider the reports of the external auditor, reporting accountant, internal auditor (as applicable) and other assurance providers (as applicable) and monitor the implementation of recommendations to agreed timescales.
- The Audit and Risk Assurance Committee must notify the Education and Skills Funding Agency (ESFA) immediately of the resignation of external auditors mid-term, or in the rare circumstance where the Corporation removes the external auditors, before the expiry of their term of office.
- Where auditors have resigned, other than at the end of their agreed term, the Audit and Risk Assurance Committee must copy to the Education and Skills Funding Agency (ESFA) an explanation from the auditors. Where the Corporation elects to remove the auditors, the Audit and Risk Assurance Committee must notify the ESFA of these reasons. A change in auditor at the expiry of their agreed term of office does not require notification to the ESFA by the Corporation.
- Oversee the Corporation's policies on and processes around fraud, irregularity, impropriety and whistleblowing and ensure:
 - the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity;
 - that investigation outcomes are reported to the Audit and Risk Assurance Committee;
 - that the external auditors (and internal auditors, if applicable) are informed of investigation outcomes and other matters of fraud, irregularity and impropriety, and that appropriate follow-up action has been planned/actioned;
 - that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, cybercrime, major weakness or breakdown in the accounting or other control framework are reported to the Education and Skills Funding Agency (ESFA), and other relevant funding authority, as soon as possible. Any actual or suspected cases of significant fraud, including cybercrime, should be reported via the 'allegations' mailbox at allegations.mailbox.education.gov.uk.
 - Risks around fraud have been identified and controls put in place to mitigate them.
- Produce an annual report for the Corporation, summarising the Committee's activities relating to the financial year under review, including:
 - A summary of the work undertaken by the Committee during the year.
 - The number of the meetings held in the year, and attendance records for each Audit and Risk Assurance Committee member;
 - Any significant issues arising up to the date of preparation of the report;
 - Any significant matters of internal control included in the reports of audit and assurance providers;
 - Details of the date of appointment of the external auditors and the remaining term of the contract;
 - The Committee's view of its own effectiveness and how it has fulfilled its terms of reference;
 - The Committee's opinion on the adequacy and effectiveness of the Corporation's assurance arrangements, assurance over subcontracting, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency and the safeguarding of assets.

The annual report to the Corporation must be submitted to the Corporation before the Statement of Governance and Internal Control in the accounts is signed.

- The draft or agreed minutes of the Committee meeting will be presented to the next meeting of the Corporation and the Chair of the Committee or, in her/his absence, another member of the Committee will report to the Corporation on the business of the Committee.

NB: The responsibilities of the Committee will not extend to an executive role and will not require members of the Committee to offer the Corporation professional advice.

6.2 Search Committee

6.2.1 Membership

- The Committee will comprise four members (who may or may not be members of the Corporation but of whom at least three must be members of the Corporation) including the Chair or Vice Chair of the Corporation and the Principal. The Committee may co-opt members onto the committee, as and when required, and may invite other third parties to attend meetings of the Committee and other members may attend as observers as appropriate (such persons will not have a vote but will be entitled to speak at the meeting).
- The Chair will be appointed (and may also be removed) by members of the Committee. He/she will be appointed annually and will be eligible for re-appointment. If the Chair is absent from a meeting, the members of the Committee who are present will choose another member to act as Chair for that meeting. The Chair may resign their respective position at any time by giving notice to the Governance Adviser.
- The quorum for meetings of the Committee will be three members.
- The Governance Adviser will act as Clerk to the Committee.
- On the occasion of the re-appointment of members of the Search Committee, he/she will not be present at the meeting of the Search Committee at which his/her past performance is being considered.

6.2.2 Terms of Reference

- The Committee will meet as and when required, but at least annually.
- The Committee will consider vacancies and make recommendations to the Corporation on proposed members, based upon the skills and expertise of the individual(s) and requirements of the Corporation.
- Advise on such other matters relating to membership and appointments as the Corporation may remit to the Committee.
- If an existing Governor is to be proposed for re-appointment at the end of her/his term of office, the Search Committee will review the past performance of the Governor before re-appointment takes place and make recommendations to the Corporation.

- To monitor procedures for the induction of new members and development training of existing members.
- The draft or agreed minutes of the Committee meeting will be presented to the next meeting of the Corporation and the Chair of the Committee or, in her/his absence, another member of the Committee will report to the Corporation on the business of the Committee.
- The terms of reference of the Search Committee, together with its advice (non-confidential), to be published on the College's website.

6.3 Remuneration Committee

6.3.1 Membership

- The Committee will comprise four members (who may or may not be members of the Corporation but of whom at least three must be members of the Corporation) including the Chair of the Corporation, but excluding the Principal, staff and student members. Other members (excluding staff and student members) may attend as observers as appropriate (such persons will not have a vote but will be entitled to speak at the meeting). The Committee may co-opt members onto the committee, as and when required.
- The Chair will be appointed (and may also be removed) by members of the Committee. The Chair of the Corporation may not be appointed as Chair of this Committee. He/she will be appointed annually and will be eligible for re-appointment. If the Chair is absent from a meeting, the members of the Committee who are present will choose another member to act as Chair for that meeting. The Chair may resign their respective position at any time by giving notice to the Governance Adviser.
- The quorum for meetings of the Committee will be three members.
- The Governance Adviser will act as Clerk to the Committee.

6.3.2 Terms of Reference

- The Committee will meet as and when required, but at least annually.
- Consider and advise the Corporation on the remuneration and other terms and conditions of service of senior postholders, including the Principal and the Governance Adviser.
- The draft or agreed minutes of the Committee meeting will be presented to the next meeting of the Corporation and the Chair of the Committee, or in her/his absence another member of the Committee, will report to the Corporation on the business of the Committee.

N.B: In accordance with clauses 13 (5) and (10) of the Instrument of Government, the Principal and the Governance Adviser will withdraw from the part of any meeting at which his or her remuneration, conditions of service, promotion or retirement or at which the appointment of his or her successor are to be considered. (In the case of the Governance Adviser, an Acting Clerk will be appointed).

6.4 Special Committee

6.4.1 Membership

- The Committee will be appointed by the Corporation and will consist of three members of the Corporation, but will not include:
 - i) the Chair of the Corporation;
 - ii) the Vice-Chair;
 - iii) the Principal;
 - iv) the staff member(s);
 - v) the student member(s) or
 - vi) Any person who has any interest in the findings or who has been involved in any way with the case.
- The Committee will appoint a Chair of the Committee and he or she will thereafter be responsible for ensuring compliance with the procedure before the hearing, at the hearing and after the hearing.

6.4.2 Terms of Reference

- The request to convene a meeting of the Committee (to be made by the Chair or Vice-Chair of the Corporation, as appropriate) will be by way of a written notice to the Governance Adviser (unless the Committee is considering the Governance Adviser, in which case an Acting Clerk will be responsible for clerking). The notice will include the alleged grounds on which the referral is made and a summary of the facts alleged to support those grounds (from the investigation).
- The Committee will be convened, as and when appropriate, to consider and examine the grounds for disciplinary action, including potential dismissal of the holder of a senior post and to make the decision on an appropriate sanction, if any.
- The Special Committee may appoint a representative to present the grounds for disciplinary action, including potential dismissal, on behalf of the Special Committee, which may include a written statement and other documentation.
- The Committee is authorised by the Corporation to obtain outside legal advice or other independent professional advice and to secure the attendance of others with relevant expertise, if it considers this necessary.

Procedure for Special Committee

(a) Prior to the Meeting/Hearing

The Chair of the Committee will ensure that the following steps are taken:

- Inform the senior postholder concerned, in writing, that the matter has been referred to the Special Committee for the purposes of examining the allegations and the grounds for disciplinary action, including potential dismissal.
- Send the senior postholder a copy of the procedure and the written statement setting out the relevant conduct characteristics, or other circumstances, which led to him/her being considered for disciplinary action, including potential dismissal (i.e. details of the alleged facts of the case and the grounds for the proposed disciplinary action, including potential dismissal), inviting the senior postholder to attend a meeting of the Special Committee, subject to at least 10 working days' notice.

- No disciplinary action will be taken against the senior postholder until the meeting of the Special Committee has taken place.
- Inform the senior postholder of the arrangements for the meeting and that he/she may:
 - Respond to the written statement and produce a written statement or other documentation for consideration by the Committee, which should be made available to the Chair of the Committee at least five working days before the meeting.
 - Ask the Governance Adviser (or other person convening the Committee), at least five working days before the meeting, to invite specified relevant witnesses to attend the meeting, provided that witness statements have been provided to the Governance Adviser.
 - Make oral representations at the meeting and be accompanied by a workplace or professional colleague or union representative (not a practising solicitor or barrister), who may present the case on his/her behalf.
- Any written statement and other documentation presented to the Committee by the representative appointed to present the alleged grounds for disciplinary action, including potential dismissal, will be disclosed to the senior postholder concerned at least five working days before the meeting of the Committee at which the documents are considered.
- The Chair of the Committee may extend the time for admissibility of late evidence at his/her discretion.
- If the senior postholder does not intend to attend the meeting but wishes the Special Committee to consider any written representations, s/he must submit these to the Special Committee at least five working days in advance of the meeting.
- The Governance Adviser (or other person convening the meeting) will invite any relevant witnesses requested by the senior postholder to attend the meeting. The Governance Adviser (or other person) may seek clarification concerning the relevance of the evidence of any proposed witness. If the Governance Adviser takes the view that the evidence will not be relevant, the matter will be referred to the Chair of the Committee who will make a decision as to whether the witness(es) concerned should be invited to attend.

(b) The Meeting to Consider the Case

- The Chair of the Committee will ensure that the nature of the referral, the Committee's role and the procedures to be followed, are understood by all persons attending the meeting. If the senior postholder does not attend the meeting, it may proceed in his or her absence and the Committee will consider any written representations and/or call any witnesses with relevant evidence.
- The appointed representative (if there is one) of the Special Committee, or whoever is presenting the case to the Special Committee, will be heard first and/or witnesses (if any).

- The senior postholder (or workplace or professional colleague or union representative, not a practising solicitor or barrister) and, at their discretion, the members of the Committee may ask questions of the appointed representative and witnesses.
- The senior postholder (or workplace or professional colleague or union representative, not a practising solicitor or barrister) will be asked to respond and to call any witnesses with relevant evidence.
- The members of the Committee may ask questions of the senior postholder (or workplace or professional colleague or union representative, not a practising solicitor or barrister) and any witnesses.
- The Committee may adjourn its proceedings, if it appears necessary to do so, in order to reach satisfactory conclusions at the discretion of the Chair of the Committee. Any adjourned meeting will be reconvened as soon as reasonably practical.
- When the Committee is satisfied that all the evidence has been heard, the senior postholder and representatives and witnesses must then withdraw from the meeting.
- The Chair of the Committee will have full discretion at any stage of this procedure to make rulings in relation to the conduct and procedural matters of the meeting, including whether to admit or exclude evidence without being bound by any legal rules of admissibility of evidence or procedure but will have regard to the need for fairness and propriety.
- Upon conclusion of the meeting, the Committee will, in private, consider the alleged grounds for disciplinary action, including potential dismissal, and their findings and determine their decision.
- The Committee will endeavour to reach decisions on the basis of a consensus of all its members but, in the absence of a consensus, it will take decisions on the basis of a simple majority vote, the Chair of the Committee having an additional casting vote in the event of an equality of votes.
- The Chair of the Committee will ensure that the Committee draws up a written report of its findings, summarising the facts relating to the case and the evidence in respect of the decision taken.
- Wherever practicable, not later than five working days after the conclusion of the Committee's meeting, the Chair of the Committee will send its report to the Governance Adviser and inform the senior postholder in writing of the Special Committee Decision.
- When informing the senior postholder of the Special Committee's decision, he/she will be informed of his/her right to appeal to the Corporation within 10 working days of his/her receipt of the decision.

(c) Consideration by the Corporation

- The senior postholder must submit his/her appeal in writing within 10 working days of receiving the decision of the Special Committee.
- A meeting of the Corporation to consider an appeal against dismissal will be held no later than 15 working days after the appeal has been received. A meeting of an Appeal Committee against any other disciplinary action or grievance will be held no later than 10 working days after the appeal has been received.
- Members of the Special Committee must not attend the meeting of the Corporation or the Appeal Committee.
- The senior postholder will be given at least 10 working days' notice of the meeting of the Corporation or Appeal Committee and will be informed of the right to attend the meeting, to be accompanied and represented by a workplace or professional colleague or union representative (not a practising solicitor or barrister) and to make representations, including oral representations.
- At the meeting of the Corporation or the Appeal Committee, the decision of the Special Committee will be considered, together with any representations by or on behalf of the senior postholder and the appointed representative (if any).
- Within five working days of the conclusion of the Corporation's or Appeal Committee's consideration of the matter, the senior postholder and the Special Committee will be informed, in writing, of its decision. The decision of the Corporation or the Appeal Committee will be final.
- A failure of the Corporation, Appeal Committee or Special Committee to take any action, within a time limit set out, will not relieve them of the duty to take that action.

(d) Reporting Procedures

The Governance Adviser will be responsible for the production of all papers and correspondence arising from the meetings.

6.5 Appeal Committee

6.5.1 Membership

- The Appeal Committee will be appointed by the Corporation and will comprise three members of the Corporation.
- The Principal, staff and student members may not sit on the Committee. In addition, unless it is reasonably impracticable to avoid, no person may sit on the Committee who has any interest in its findings or has been involved in any way in any investigation or chairing a disciplinary hearing or other action leading up to the reference of the appeal.
- The Chair will be appointed (and may also be removed) by members of the Committee. S/he will be appointed as appropriate and will be eligible for re-appointment. If the Chair is absent from a meeting, the members of the Committee who are present will choose another member to act as Chair for that meeting. The Chair may resign their respective position at any time by giving notice to the Governance Adviser.

- The quorum for meetings of the Committee will be three members.
- The Governance Adviser will act as the Clerk to the Committee.

6.5.2 Terms of Reference

- The Appeal Committee will consider an appeal by a senior postholder against any warning, made under the formal procedure of the Rules and Procedures for Senior Postholders or against dismissal made under the College's procedures for staff (other than senior postholders) and will decide the outcome of the appeal.
- The Appeal Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any relevant information it requires from any member of staff of the College or any relevant third parties and all members of staff are directed to co-operate with any reasonable request made by the Committee.
- The Committee must adhere to the relevant sections of the appropriate procedure(s) including, but not limited to, the appeal process under the formal procedure, the scope and purpose and the general principles specified within the procedure.
- The Committee is authorised by the Corporation to obtain guidance, if it considers it appropriate, from the most senior member of the personnel section or to obtain legal or other independent professional advice and, if it considers necessary, to secure the advice or attendance of those with relevant experience.

(a) Procedures

- The Committee will convene an appeal hearing as soon as reasonably possible after receipt, by the Governance Adviser/Director of HR Strategy and Support, of the written appeal by the senior postholder/member of staff, and in any event will hold an appeal hearing within 15 working days.
- The Committee will examine the written statement received from the senior postholder/member of staff setting out the grounds for his or her appeal against the decision reached under the formal procedure.
- The Committee will undertake any further investigations which it considers necessary as soon as reasonably practicable. This may involve obtaining documents or papers from members of the College staff or third parties or speaking to members of staff.
- The Committee will consider in advance of the appeal hearing how the hearing will be conducted. If any documentation is to be considered at the hearing, the Committee must ensure that it is circulated at least three working days in advance of the hearing.
- The Committee will ensure that the relevant parties are provided with reasonable prior warning and (unless not reasonably practicable) will ask the person who investigated the matter under the formal procedure to present the case for the Corporation.
- The Chair of the Committee may extend the time for admissibility of late evidence at his/her discretion.

- The Committee must provide the senior postholder/member of staff with at least 10 working days' notice of the appeal hearing.
- At the hearing, the Committee will first ensure that the Committee's role and the procedure to be followed are understood by all the persons attending the hearing.
- The evidence of the Corporation's representative will be considered first, followed by the senior postholder/member of staff. The Committee will allow the senior postholder/member of staff making the appeal to make representations to the Committee, either orally or in writing.
- If appropriate, the Committee will allow the Corporation's representative, the senior postholder/member of staff and the person accompanying the senior postholder/member of staff (if any) to ask questions of any members of staff attending the hearing as witnesses but with all questions being directed through the Chair of the Committee. The members of the Committee will put such questions as they see fit to the Corporation's representative, the senior postholder/member of staff, the witnesses or any other persons attending the hearing.
- The Committee will have full discretion to admit or exclude information as it considers fit and to vary the procedure to be followed at the appeal hearing.
- The Committee may adjourn the hearing if it considers further information needs to be gathered or considered, at the discretion of the Chair of the Committee. Any adjourned hearing will be reconvened as soon as reasonably practicable.
- When examining the appeal of the senior postholder/member of staff, the Committee will consider whether any action taken was fair and reasonable in the circumstances, which may include, but is not limited to, reviewing as appropriate:
 - The reasons leading to and the substance of the complaint against the senior postholder/member of staff.
 - Any relevant documents (including the terms and conditions of employment of the senior postholder /member of staff).
 - Any relevant representations or statements.
 - Any relevant legislation, statutory or Government guidance.
 - The extent to which standards have been breached.
 - Past precedents (if any) of the Corporation to ensure consistency as far as possible.
 - The general record of the senior postholder/member of staff, the length of time he or she has held a senior role, his or her overall length of service.
 - Any special circumstances, which might make it appropriate to adjust the severity of the penalty imposed.
- On conclusion of the appeal hearing, the Committee will deliberate over its findings in private and reach a decision regarding the appeal of the senior postholder/member of staff. The Committee may review any penalty imposed, but it cannot be increased.

- The Committee's decision will be provided in writing to the senior postholder/member of staff within 10 working days of the appeal hearing. If it is not possible for the Committee to reach a decision within this period, the Governance Adviser will write to the senior postholder/member of staff on behalf of the Committee with an explanation for the delay and when the written decision can be expected.

(b) Reporting procedures

The Governance Adviser will be responsible for the production and appropriate circulation of all minutes, papers and correspondence arising in connection with any meetings convened by the Committee or any investigations.

The procedures for the Appeal Committee will also apply to any appeal hearing held by the Corporation to hear an appeal by a senior postholder against dismissal.

6.6 Committee Membership 2023/24 (with effect from September 2023)

Audit and Risk Assurance Committee	Sarah-Jane Fletcher Gary White Steve Wood
(Membership: 4)	Student Governor (TBA)

Remuneration Committee	Yak Patel Lindsay Price Jane Taylor Vacancy	Search Committee	Danny Braithwaite Beverley Martindale Yak Patel Lindsay Price Vacancy
(Membership: 4)		(Membership: 5)	

In attendance:
Danny Braithwaite

N.B.

- Each year, the membership of the Committees will be reviewed by the Corporation.
- The composition of the Special Committee will be determined from appropriate members, as and when the need arises.
- An Appeal Committee will be determined from appropriate members as and when the need arises.

7. Meetings

All meetings will be summoned by the Governance Adviser, except where it is proposed to consider the conduct, suspension, dismissal or retirement of the Governance Adviser when the Chair will summon the meeting.

Every member of the Corporation will act in the best interests of the Corporation and accordingly will not be bound in speaking and voting by mandates given to her/him by anyone else.

All documents presented to Committees and the Corporation will be available for Governors to access via email from the Governance Adviser.

Meetings will usually take place monthly, September to July, currently on Tuesdays, commencing at 5.30pm. At the start of each meeting, there may be presentations to the Corporation by members of the College staff or other appropriate persons on educational developments and time available for in-depth discussion on specific topics.

7.1 Corporation Meetings

The agenda and papers etc. will normally be made available to members seven calendar days before the meeting (excluding Special meetings).

7.1.1 Special Meetings of the Corporation

Clauses 12 (4) and (5) of the Instrument of Government state, “a special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five members. Where the Chair, or in his absence, the Vice-Chair so directs on the grounds that there are matters demanding urgent consideration, it will be sufficient if the written notice convening the meeting and the agenda thereof are given such period, being less than seven days”. The policy/procedure is as follows:

- (i) The Governance Adviser will endeavour to inform members by telephone/email in the first instance.
- (ii) The business of the meeting will only include items which require members’ urgent action which cannot wait until the next Corporation meeting. There will not be minutes of any previous meeting, matters arising from those minutes or any other business.

7.2 Committee Meetings

Committees will meet as often as required, as set out in their terms of reference.

The agenda and papers will normally be made available to members four calendar days before the meeting.

7.3 Quorum

7.3.1 Corporation Meetings

If, for lack of quorum (at least 50% of total membership, of which at least 60% of the 50% must be independent), a Corporation meeting cannot be held or cannot continue, the Chair will, if he/she thinks fit, call a Special meeting of the Corporation at the earliest opportunity, giving less than seven/four days’ notice. (See No.7.1.1 above).

7.3.2 Committee Meetings

If, for lack of quorum (at least 50% of total membership (three members)), a committee meeting cannot be held or cannot continue, another meeting, where appropriate, will be arranged as soon as possible. Quorum for a Special or Appeal Committee will be 100% of total membership.

7.4 Proceedings of Meetings

Every question to be decided at a meeting of the Corporation or its Committees will be determined by unanimous agreement or by a majority of the votes of the members present and voting on the question. For decisions made under Article 26, a minimum majority of 75% of members is required. Where there is an equal division of votes, the Chair will have a second or casting vote.

A member may not vote by proxy or by postal vote. (In exceptional circumstances, however, e.g. in accordance with the Treasury Management Policy, a decision may be made via email communication.)

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

7.4.1 Withdrawal of Staff Members from Meetings

A member of the Corporation who is a member of the College staff, including the Principal, will withdraw from that part of any meeting at which:

- (i) Staff matters relating solely to that member of staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class are, to be considered.
- (ii) his/her remuneration, conditions of service, promotion, conduct, suspension, dismissal, retirement or the appointment of his/her successor are to be considered.
- (iii) If so required by other members present - the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to his/her own are to be considered.

7.4.2 Withdrawal of Student Members from Meetings

- (i) A student member who is under the age of 18 will not vote on any question concerning any proposal for the expenditure of money by the Corporation or under which the Corporation, or any members of the Corporation, would enter into any contract or would incur any debt or liability (whether immediate, contingent or otherwise).
- (ii) The student member will withdraw from that part of any meeting of the Corporation or Committee at which his/her or any other student's conduct, suspension or expulsion is to be considered.
- (iii) In any case where the Corporation or Committees are to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff of the College, a student member will take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter and, where required to do so by the Corporation, withdraw from the meeting.

7.4.3 Withdrawal of the Governance Adviser from Meetings

The Governance Adviser

- (i) will withdraw from that part of any meeting at which her/his remuneration, conditions of service, conduct, suspension, dismissal or retirement in her/his capacity as Governance Adviser are to be considered.
- (ii) If the Governance Adviser withdraws from a meeting or part of it, the Corporation or Committee will appoint a person to act as Clerk to the Corporation for the duration of such a meeting or part of a meeting.

7.4.4 Tabling of Papers

Wherever possible, papers should be presented to the appropriate Committee or Corporation. If this is not possible and the Senior Leadership Team request to table a paper at a Corporation/committee meeting, the members would decide whether to accept the paper at the meeting or postpone until the next meeting.

7.5 Minutes

Written minutes will be prepared at every meeting of the Corporation and its Committees. The minutes of the last meeting will be taken as an agenda item and, if agreed accurate, these minutes will be signed, either in person or using an electronic signature, as a true record.

Separate minutes will be taken of (i) part(s) of the meetings from which the Governance Adviser, or staff or student members have withdrawn, and the Governance Adviser, staff or student members will not be entitled to see the minutes or papers of these minutes and (ii) confidential items to Corporation members only.

8. Attendance at Corporation and Committee Meetings and Publication of Agendas, Minutes and Papers, including Confidential Business

8.1 Attendance of Members of the Corporation and Committee

8.1.1 Corporation Meetings

The Instrument of Government states that “if at any time the Corporation is satisfied that any member is unfit or unable to discharge the functions or a member has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, or where the Corporation no longer considers it to be in the best interests of the Corporation for the individual to continue in office, the Corporation may by notice in writing to that member, remove her/him from office and the office will become vacant”.

A member of the Corporation will be deemed absent if she/he has missed all Corporation meetings including Committee meetings for a period of more than six consecutive months without the permission of the Corporation. Attendance at functions, prize givings, openings, visits, etc., will not be counted as attendance.

Members of the Corporation may seek authorised absence from the Corporation in special circumstances such as illness (including illness of close family or other professional commitments).

If a member of the Corporation is approaching the six-month absence period, the Governance Adviser will inform the Chair who will alert the member to this and inform her/him that her/his continued membership might be called into question. If a member’s continued membership needs to be decided due to absence, the Chair will put the matter to the Corporation to consider whether the member should be removed from office, taking into account any special circumstances.

The Chair will write to the member concerned.

8.1.2 Committee Meetings

If, at any time, members of a Committee are satisfied that any member of that Committee has been absent from meetings of the Committee for a period of more than six consecutive months without the permission of the Committee or is unable or unfit to discharge the functions of a member of the Committee, the Committee may, by notice to such member, remove him/her from the Committee provided that the Committee will report such removal to the Governance Adviser who, in turn, will report to the Corporation.

8.1.3 Removal of a Member

If, at any time, the Chair of the Corporation is satisfied that a member is unable or unfit to carry out the responsibilities or where the Corporation no longer considers it to be in the best interests of the Corporation for the individual to continue in office, after discussing this with the member, the Chair will put this before an early meeting of the Search Committee. The Search Committee will determine an appropriate process. If the Committee recommends to terminate the Board member's tenure, the Chair will put this to the Corporation for its agreement.

A Governor may be suspended during a period of investigation.

8.2 Attendance of Others at Meetings

Members of Lancaster & Morecambe College Corporation agree that meetings of the Corporation and its Committees will be held in private and that the decisions of non-confidential items of its meetings will be available to the general public. Agenda and minutes (excluding confidential business) are published on the College website.

The Corporation may invite any person to meetings as specifically required.

Members of the Senior Leadership Team may attend Corporation and Committee meetings, at the discretion of the Chair of the Corporation or in accordance with the individual memberships of Committees.

Observer(s) (maximum two) from the Education and Skills Funding Agency (ESFA) will be entitled to attend Corporation and/or Committee meetings.

8.3 Publication of Agendas, Minutes and Papers

All agendas and minutes will be published and will include all items of a public nature (Public Items) but not those deemed Confidential (Confidential Items (see section 8.4)).

All items considered by the Remuneration Committee are confidential to members of the Corporation, excluding staff and student members. Agendas, papers and minutes will not, therefore, be available to the public.

The Corporation will ensure that the following Public Items are available during normal College office working hours for any person wishing to inspect them:

- (i) The agenda of every meeting of the Corporation meeting and Committees (excluding confidential agendas).
- (ii) The formally approved minutes of every such meeting, excluding confidential minutes. *
- (iii) Any report, document or other paper considered at every such meeting, excluding confidential papers.

All documents referred to above in section 8.3 (with the exception of 8.3 (ii)) above will be available from the:

- (i) office of the Governance Adviser.
- (ii) the College website (agenda and minutes only) for the previous and current year only.

8.4 Confidential Business

The Instrument of Government Clause 17(2) states information about the following will be excluded from any item made available for inspection:

- a named person employed by or proposed to be employed by the College.
- a named student at or candidate for admission to the College.
- the Governance Adviser.
- any other matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

In line with the Corporation's commitment to openness and accountability, the Corporation aims to keep confidential items and papers to a minimum. This will include:

Absolute Exemptions

Exemption – Section 21; Information accessible by other means*

Information accessible either outside the organisation or, for instance, via the Publication Scheme or on the website. Advice should be given to the applicant as to where the information is held.

Exemption – Section 23; Information supplied by or relating to bodies dealing with security matters*

Information supplied by or relating to certain security organisations, e.g. information relating to College security.

Exemption – Section 40; Personal information*

Requests for information about the person making the request fall under the Data Protection Act and are exempt under the Freedom of Information. Third party data is exempt if it would breach any data protection principles.

Information relating to:

- Individual employees, former employees or applicants to become employees of the College (including Remuneration Committee agendas, papers and minutes).
- Particular office holders, former office holders or applicants to become office holders of the Corporation (which includes Members of the Corporation).
- Individual students or prospective students.
- The Governance Adviser, former Governance Adviser/Clerk or prospective Governance Adviser/Clerk.
- Information relating to the financial or business affairs of any particular person (other than the Corporation as a corporate entity).

- Information relating to any consultations or negotiations in connection with any employee relation matters (possibly also under section 22).

Exemption – Section 41; Information provided in confidence (by a third party who has not authorised its disclosure) *

The information received from another person or organisation would, if released, give rise to an actual breach of confidence.

Exemption – Section 44; Prohibitions on disclosure *

The disclosure of this information is prohibited by other legislation.

Qualified Exemptions (subject to a public interest test)

Exemption – Section 22; Information intended for future publication

Information planned for publication in advance of that publication, e.g. information relating to any consultations in connection with any employee relation matters. Drafts may need to be disclosed.

Exemption – Section 36; Prejudice to effective conduct of public affairs

Disclosure of information must, in the reasonable opinion of a qualified person, prejudice the effective conduct of public affairs. The qualified person within the College is the Principal. This would apply where disclosure would prejudice the organisation's ability to offer an effective public service or meet its wider purpose or objectives.

Exemption – Section 42; Legal professional privilege

The information is protected by a legal professional privilege, which would be maintained in legal proceedings, e.g. legal advice received from or instructions given to the College's legal advisors.

Exemption - Section 43; Commercial interests

The information is a trade secret or, if released, it would be likely to prejudice the commercial interests of a person or organisation, e.g.

- Information relating to the financial or business affairs of any particular person (other than the Corporation as a corporate entity).
- The amount of any expenditure proposed to be incurred by the Corporation under any particular contract for the acquisition or all proceeds from disposal of property or the supply of goods or services.
- Any terms proposed or to be proposed by or to the Corporation in the course of negotiations for a contract for the acquisition or disposal of property or the supply of goods or services.
- Information relating to the financial position of the College where the Corporation is satisfied in good faith that disclosure might harm the College.

The Governance Adviser with the Chair and/or Principal and the report's author will decide whether to mark the item confidential.

8.4.1 Period of Confidentiality

Items marked * to remain confidential for all time.

Remaining items, which relate mainly to commercially sensitive information, contracts, acquisition or disposal of property etc. to remain confidential for as long as necessary (i.e. committee papers may be confidential until Corporation approval or when a decision is implemented) or until the Corporation decides whether to de-restrict the information when the Chair will consult with the Chair of the relevant Committee, Principal and Governance Adviser and make recommendations to the Corporation.

The need for confidentiality will be reviewed annually.

9. Declarations of Interest (members not to hold interests on matters relating to the College)

A member or attendee who has any financial interest in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College or any other matter relating to the College and being considered by or relevant to the operations of the Corporation/Committee or who has any other interest of a description specified by the Corporation from time to time will:

- disclose to the Corporation and the Committee the nature and extent of his/her interest
- and
- if he/she is present at a Corporation/Committee meeting, at which such supply, contract or other matter is to be considered, will not take part in the consideration or vote on any question with respect to it and will not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote.

Staff member(s) need not disclose a financial interest and may take part in discussions and voting where the matter under consideration by the Corporation relates to pay and conditions of all staff but not if the matter is under negotiations and the staff member is representing the staff concerned in the negotiations.

The Governance Adviser will maintain and review annually a Register of Interests of all Corporation and Committee members which are disclosed and such a register will be made available for inspection by the public.

Members will not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with the exercise of their independent judgement.

Members should not accept gifts, hospitality or benefits of any kind from a third party which might be seen as compromising their personal judgement, objectivity or integrity.

10. Corporation Members' Expenses

All members of the Corporation may be reimbursed for travelling and subsistence paid at College staff rates; College staff rates include mileage at £0.40 per mile return or public transport (second class rail only).

Members who wish to claim travelling and/or subsistence expenses should complete a claim form, which is available from the Governance Adviser.

The completed claim form should be submitted to the Governance Adviser for approval.

Reimbursement for expenses will be paid by BACS or cheque forwarded to the member's home address.

11. Application of the Corporation Seal

The Corporation Seal will be used for any documents requiring authentication by the seal, e.g. transfer of property.

The Corporation Seal will be witnessed by the signature of the Chair or Vice Chair and another member.

All applications of the Corporation Seal will be maintained in a register held by the Governance Adviser.

The Corporation Seal will be kept in the College safe.

12. Copies of Instrument and Articles of Government

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

13. Modification or Replacement of the Instrument and Articles of Government

The Corporation may, by resolution of its members, modify or replace its Instrument and Articles of Government, after consultation with any person who, in the Corporation's view, are likely to be affected by the proposed changes. The Corporation, however, will not make changes to the Instrument and Articles of Government that would result in the Corporation ceasing to be a charity.

Oona Cushen

Governance Adviser and Clerk

Reviewed and Updated October 2023