

# STANDING ORDERS FOR THE CONDUCT OF BUSINESS



**SOUTH NOTTINGHAM COLLEGE**  
**BOARD OF GOVERNORS**  
**STANDING ORDERS FOR THE CONDUCT OF BUSINESS**

**CONTENTS**

<b>HEADING</b>	<b>Page number</b>
Interpretation	3
The Composition of the Board	3
Appointment of Governors	3
Appointment of Chair and Vice-Chair	3
Appointment of the Clerk to the Governors	4
Eligibility of Governors to Serve	4
Governors' Terms of Office	4
Termination of Membership	4
Governors' Interests	5
Code of Conduct for Governors	5
Role of Individual Governors	5
Meetings of the Board	5
Proceedings of Meetings	5
Disorderly Conduct by Governors	7
Adjournment	7
Public Access to Meetings	7
Publication of Minutes And Papers	7
Complaints about the Board of Governors	8
Committees	8
Urgent Action	9
Authentication of Documents	9
Suspension of Standing Orders	9
Variation or Revocation	9
Review and Updating	10

<b>APPENDICES</b>	<b>Page number</b>
1 Policy on the Selection of Governors	11
2 Procedure for the election of the Chair and Vice-Chair	14
3 Role & responsibilities of the Chair	16
4 Role of the Clerk to the Governors	17
5 Declaration of Eligibility	19
6 Procedure for the removal of a governor from office	20
7 Register of Interests	22
8 Code of Conduct for Governors	24
9 Role of a governor	47
10 Constitution & Terms of Reference of Committees	48
11 Policy on:	52
• attendance at committee meetings by persons who are not committee members	
• the publication of the minutes of committee meetings	

## **INTERPRETATION**

1. In these Standing Orders :

“College” means South Nottingham College

“Board” means the Board of Governors of South Nottingham College

“Committee” means a committee of the Board

“Chair” means the Chair of the Board or of a committee of the Board or of a meeting of the Board or a committee as the context requires

“Vice-Chair” means the Vice-Chair of the Board

“Governor” means a member of the Board of Governors

“Co-opted non-governor member” means a person who is not a governor but who is appointed as a member of a committee

“Principal” means the Principal of South Nottingham College

Words importing one gender shall import all genders and the singular number shall include the plural and vice versa (unless the context otherwise requires).

2. These Standing Orders are intended to be supplementary to the Instrument and Articles of Government set out in The Further Education Corporations (Former Further Education Colleges) (Replacement of Instruments and Articles of Government) Order 2007. In the event that any question arises as to the interpretation of these Standing Orders, any statutory provision for the time being in force affecting further education corporations shall take precedence.
3. Having first taken the advice of the Clerk, the ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Board or a committee, nor open to discussion.

## **THE COMPOSITION OF THE BOARD**

4. The total number of governors determined by the Board is 16 in the following membership categories:

External	11
Staff	2
Student	2
Principal	1

## **APPOINTMENT OF GOVERNORS**

5. Governors will be selected and appointed in accordance with the Policy on the Selection of Governors contained in Appendix 1.

## **APPOINTMENT OF CHAIR AND VICE-CHAIR**

6. Unless otherwise decided by the Board, the Chair and Vice-Chair shall hold office from 1<sup>st</sup> August in the year of appointment until 31<sup>st</sup> July of the following year. This provision is subject to the right of the Board to remove the Chair or Vice-Chair from office or for either office holder to resign in accordance with the Instrument of Government.

7. The procedure set out in Appendix 2 will be used for the appointment of the Chair and Vice-Chair.
8. At the expiry of their term of office, the Chair or Vice-Chair shall be eligible for reappointment subject, under normal circumstances, to a maximum of four consecutive terms of office.
9. The role & responsibilities of the Chair are set out in Appendix 3.
10. Whilst any governor is free at the appropriate time to nominate another governor for appointment as Chair or Vice-Chair, the Governance & Search Committee will seek to identify governors who might be appointed to these positions in the future. This is with the intention of avoiding a situation in which the Chair and the Vice-chair either reach the end of their terms of office or decide to stand down and there is no governor available to take their place.
11. The position of Vice-Chair may be used in the context of succession planning although it will not always be the case nor the intention that the Vice-Chair succeeds the Chair.

#### **APPOINTMENT OF THE CLERK TO THE GOVERNORS**

12. The Board shall appoint a person to provide the service of Clerk to the Governors on contractual terms approved by the Board. The role of the Clerk is set out in Appendix 4.

#### **ELIGIBILITY OF GOVERNORS TO SERVE**

13. Governors shall be required, as a condition of Board membership, to declare their eligibility to serve. This declaration shall be made before appointment as a governor and annually thereafter prior to the commencement of each academic year. The form of the Declaration is given in Appendix 5.
14. All governors shall be required to undergo a Criminal Records Bureau check prior to appointment.

#### **GOVERNORS' TERMS OF OFFICE**

15. The term of office of governors will be four years, with the following exceptions:
  - a) The Principal, who shall serve for the period of appointment as Principal
  - b) The student governor who shall serve for one academic year
16. In accordance with the recommendations of the Committee on Standards in Public Life, a governor shall not serve for more than two consecutive periods of four years. However, the Board may vary this general rule if there are exceptional reasons for a governor being appointed for a further term of office.

#### **TERMINATION OF MEMBERSHIP**

17. Should the Chair, or in the Chair's absence the Vice-Chair, consider that it may be appropriate for the Board to remove a governor from office under Clause 10(2)(a) of the Instrument of Government, the procedure set out in Appendix 6 shall apply.
18. Similarly, should the Chair, or in the Chair's absence the Vice-Chair, consider that it may be appropriate for the Board to remove a co-opted non-governor member of a committee from office, the procedure set out in Appendix 6 shall apply.

## **GOVERNORS' INTERESTS**

19. Governors shall be required, as a condition of Board membership, to declare any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect their judgement in relation to any aspect of the College's business. This declaration shall be made before appointment as a governor and annually thereafter prior to the commencement of each academic year. Governors must also register any interests that arise during the year. The form of the Register of Interests is given in Appendix 7.

## **CODE OF CONDUCT FOR GOVERNORS**

20. Governors must agree, as a condition of Board membership, to be bound by the Code of Conduct for Governors agreed by the Board. A copy of the Code must be signed to that effect before appointment as a governor and whenever the Code is updated thereafter. The Code of Conduct for Governors is set out in Appendix 8.

## **ROLE OF INDIVIDUAL GOVERNORS**

21. The role that an individual governor is expected to fulfil is set out in Appendix 9.

## **MEETINGS OF THE BOARD**

22. Only the business on the agenda will be discussed at Board meetings except for urgent matters which the Chair rules may be considered. Full details of such matters must be given to the Chair in advance of the meeting and the Chair's approval obtained before such items are raised.
23. Governors will sign a register of attendance, any omissions from which may be remedied by the Clerk by including the governor's name in the minutes.
24. The Principal shall be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate.
25. Any question of attendance by any other person at a meeting of the Board shall be decided by the Board on the recommendation of the Chair after taking advice from the Principal and the Clerk.

## **PROCEEDINGS OF MEETINGS**

27. Meetings of the Board shall be conducted informally and decisions will normally be made by a vote involving a show of hands. Immediately after a vote has been taken, any governor may ask for the way in which he voted (or abstained) to be recorded in the minutes.
28. Should the Chair, or the Board by resolution, determine that it would be appropriate to conduct a debate on a specific issue formally, the rules of debate contained in Standing Orders 29-42 will apply.
29. When speaking, governors will address the Chair. If two or more governors wish to speak at the same time the Chair will decide who shall speak first. A governor who is speaking will immediately be silent if the Chair so requests or if another governor raises a point of order.

30. Every motion or amendment must be moved and seconded, except that the Chair may move a motion without the requirement for a seconder. If the Chair so requires, a motion or amendment must be submitted in writing to the Clerk and read aloud before it is put to the meeting.

### **Relevance**

31. Every governor who speaks must direct his or her speech strictly to the motion or matter under discussion, or to a motion or amendment which he moves, or to a point of order.

### **Points of Order**

32. Any governor wishing to raise a point of order must say at the outset the Standing Order which he believes has been infringed. Every point of order will be decided immediately by the Chair whose decision will be final.

### **Motions and Amendments**

33. A governor may not move or second more than one amendment on any motion.
34. Once moved and seconded, a motion or amendment may not be withdrawn without the consent of the Board.
35. With the consent of the Board, a governor may with the consent of his or her seconder, alter a motion which he has moved. The alteration must be one which could be made as an amendment under Standing Order 36.
36. Every amendment must be relevant to the motion under discussion and will either:
- (a) move the reference of the matter back to a committee
  - (b) leave out words
  - (c) add words, or
  - (d) leave out words and add others.
37. An amendment which forms the negative of the motion will not be allowed.
38. Whenever an amendment has been moved and seconded, no subsequent amendment may be moved until the first has been dealt with, unless the Chair decides otherwise.
39. If an amendment is lost, other amendments may be moved on the motion.
40. If an amendment is carried, the motion as amended will become the substantive motion, on which further amendments may be moved.

### **Procedural Motions**

41. Any governor may, at the close of the speech of another governor, move one of the following procedural motions:
- (a) That the question be now put
  - (b) That the Board adjourns
  - (c) That the debate be adjourned
  - (d) That the Board proceeds to the next business
42. Procedural motions require a seconder. If such a motion is carried, it will be acted on without further discussion.

## **DISORDERLY CONDUCT BY GOVERNORS**

43. If at a meeting of the Board any governor in the opinion of the Chair misconducts himself by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly, or offensively, or by wilfully obstructing the business of the Board, it shall be competent for a governor to move "That (governor's name) be not further heard" or "That (governor's name) leaves the meeting". Such motion, if seconded, shall be put and determined without discussion. If passed, the named governor will be asked to comply with the Board's decision.
44. If, after a motion under Standing Order 43 has been carried, the misconduct or obstruction is continued, which in the opinion of the Chair renders the due and orderly dispatch of business impossible, the Chair may, at his/her sole discretion, adjourn or suspend the meeting of the Board for such period as (s)he in his/her discretion shall consider expedient.

## **ADJOURNMENT**

45. The Chair may at any time adjourn a meeting of the Board. The decision of the Chair in this matter shall be final and shall not be open to discussion.

## **PUBLIC ACCESS TO MEETINGS**

46. Meetings of the Board of Governors shall not open to members of the public and representatives of the press. The Board will hold an Annual Public Meeting to which the public and press will be invited and at which the College's Annual Report will be presented.

## **PUBLICATION OF MINUTES AND PAPERS**

47. Agendas for Board meetings will be split into two sections as follows:
  - Part I Papers available to the public and the press
  - Part II Confidential – papers not available to the public and the press
48. Agendas and other papers for Board meetings will be organised so that they reflect this structure of business.
49. The criteria for confidentiality under Part II of the agenda are:
  - (a) Consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Board
  - (b) Consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position
  - (c) Items containing personal information relating to an individual
  - (d) Information provided in confidence by a third party who has not authorised its disclosure
  - (e) Where appropriate, professional advice received from or instructions given to the College's professional advisers
  - (f) Discussion of any legal proceedings in which the Board is involved
  - (g) Information planned for publication in advance of that publication
  - (h) Any other matters the publication of which would, in the Board's view, be detrimental to the College's interests

## **COMPLAINTS ABOUT THE BOARD OF GOVERNORS**

50. Any member of the public wishing to make a complaint against the Board or against an individual governor will be asked to put the matter in writing to the independent Clerk to the Governors via the College. The Clerk is authorised by the Board to arrange for any such complaint to be investigated and to report to the Learning and Skills Council if in his/her judgement this is warranted by the nature of the complaint.
51. The Clerk will ensure that a full response is made to the complaint and, where a lengthy investigation is undertaken, that the complainant is kept advised of progress. The Board of Governors is committed to acting as openly as possible but reserves the right, acting upon the advice of its lawyers, to keep confidential any matters which should not be publicised. The Clerk will also report on the complaint and the investigation to the Chair and the Board, as appropriate to the circumstances.

## **COMMITTEES**

### **Constitution and Terms of Reference**

52. The committees of the Board and their constitution and terms of reference shall be as set out in Appendix 10.

### **Membership and Term of Office**

53. Subject to Standing Order 54, a governor's term of office as a member of a committee lasts until the expiry of his term of office as a governor unless he has been appointed for a further term of office as a governor.
54. The Board will review the membership of committees from time to time and may change the membership of committees as they see fit.
55. Co-opted members of committees will be appointed by the Board and will hold office for four years. The Board may re-appoint such co-opted members for further terms of office if they so decide.

### **Committee Chairs**

56. Where the constitution of a committee requires the committee to appoint a Chair, he must be selected from amongst the members who are governors except that the Principal or any staff or student governors shall be ineligible to be appointed as Chair.

### **Committee Meetings**

57. Committees will meet as scheduled in the annual timetable of meetings approved by the Board. However, the committee Chair has authority to rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The committee Chair may also cancel a meeting if the Clerk advises that there is insufficient business requiring the committee's attention to justify holding a meeting before the next scheduled meeting of the Committee.

### **Committee Minutes**

58. Formal minutes of committees will be prepared by the Clerk and submitted to the next scheduled meeting of the Board. Any recommendations made by committees will be referred to specifically on the Board agenda.
59. Having regard to the criteria for confidentiality set out in Standing Order 49, the Clerk will prepare separate minutes for the non-confidential and confidential items so that the minutes are submitted to the Board in the appropriate part of the Board agenda.

60. The Board's written policy on the publication of the minutes, as required by Article 8(b) of the Articles of Government, is set out in Appendix 12.

#### **Attendance at Committee Meetings by Persons who are not Committee Members**

61. The Board's written policy on attendance at committee meetings by persons who are not committee members, as required by Article 8(a) of the Articles of Government, is set out in Appendix 11.
62. The Standing Orders of the Board set out herein shall apply to committee meetings subject to any specific provisions relating to committees contained in Standing Orders 52-61.

#### **URGENT ACTION**

63. If, in his opinion, any matter which would otherwise be the responsibility of the Board, is of an urgent nature, the Principal may, in consultation with the Clerk, obtain the agreement in writing of the Chair (or in his absence the Vice-Chair) of the Board, to take action necessary to deal with the matter. Provided always that none of the responsibilities of the Board referred to in Articles 9 & 10 of the Articles of Government may be the subject of such action.
64. Every such decision shall be reported to the next available ordinary meeting of the Board.

#### **AUTHENTICATION OF DOCUMENTS**

##### **Common Seal**

65. The Common Seal of the Board must be kept in a safe place at the College and must be secured by a lock the key to which will be kept in accordance with arrangements approved by the Clerk. The Clerk will authorise the affixing of the Common Seal to any document which requires to be sealed for the transaction of the business of the Board. The application of the Seal shall be authenticated by the signature of the Chair (or in his/her absence the Vice-Chair) together with that of any other governor.
66. An entry of the sealing of every order, deed, or other document to which the Common Seal of the Board has been affixed must be registered in a book maintained by the Clerk for that purpose.

##### **Signing of Documents**

67. The Principal is authorised to sign on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the Board or its committees or any other matter in furtherance of the College's business.

#### **SUSPENSION OF STANDING ORDERS**

68. Any Standing Order may be suspended at any meeting provided that a majority of the governors present and voting so decide and provided that in so doing there is no conflict with any statutory requirement.

#### **VARIATION OR REVOCATION**

69. Any amendment, variation, addition to or revocation of these Standing Orders shall be approved by the Board and shall take effect as from the conclusion of the meeting at which the Board's approval is given, subject to any direction to the contrary given by

the Board. Any such changes to these Standing Orders shall not be made in such a way that a conflict is created with any provision of the Instrument and Articles of Government of the College which take precedence at all times.

#### **REVIEW AND UPDATING**

70. The Clerk to the Governors will review these Standing Orders, and any other relevant policies and procedures relating to College governance, at least annually and will recommend to the Board any necessary revisions.

**POLICY ON THE SELECTION OF GOVERNORS**

**1 INTRODUCTION**

- 1.1 The Governance & Search Committee has the responsibility for advising the Board on all aspects of the Board's membership, including the appointment and reappointment of governors. The Committee will review on an annual basis those terms of office that are due to expire and will seek to ensure that periods of time when the Board is below full strength are minimised.
- 1.2 It is the responsibility of the Clerk to the Governors to alert the Governance & Search Committee when a governor's term of office is nearing expiry and the Committee will use this policy when arranging a reappointment or the recruitment of a replacement. This will include keeping the Board's skill mix under review with a view to seeking appropriate improvements if possible.

**2 EXTERNAL GOVERNORS**

**Expiry of the Term of Office of an Existing Governor**

- 2.1 The Clerk to the Governors shall report to the Governance & Search Committee the name of any governor whose term of office is nearing its expiry. This must be done in sufficient time for the Committee to report to the Board at its last meeting before the term of office expires. When the governor under consideration is a member of the Governance & Search Committee, that governor shall withdraw from the meeting and take no part in the decision or voting in relation to his/her future membership of the Board.
- 2.2 The Governance & Search Committee will consider whether or not to make a recommendation to the Board that the governor be appointed to serve for a further term of office. The Committee shall base their decision on the following factors:
  - (a) Whether the skills and experience of the governor are still required
  - (b) Whether it would be appropriate to take the opportunity to refresh the range of skills and experience available to the Board
  - (c) The governor's contribution and commitment to the Board's work
  - (d) The length of the governor's previous service on the Board
- 2.3 A governor's term of office will expire automatically unless the Governance & Search Committee decides to recommend a further appointment and the Board accept the recommendation. In accordance with the recommendations of the Committee on Standards in Public Life, a governor shall not serve for more than two consecutive periods of four years. However, the Committee may recommend that the Board waives this general rule if there are exceptional reasons for a governor being appointed for a further term of office. The Clerk shall advise the governor of the Committee's decision.
- 2.4 A recommendation from the Committee that a governor be reappointed for a further term of office will be subject to the governor being willing to serve. The Clerk will ascertain in advance of the Board meeting whether or not the governor in question is willing to be appointed for a further term. If the governor is not so willing, a vacancy arises and will be dealt with under paragraphs 2.7 to 2.9 of this policy.
- 2.5 Where the Board decides to appoint an existing governor for a further term of office, the Board shall make the appointment in accordance with the Instrument of Government of the College.

- 2.6 Where the Board decides not to appoint an existing governor for a further term of office, a vacancy shall exist and shall be dealt with under paragraphs 2.7 to 2.9 of this policy.

### **Filling of Vacancies**

- 2.7 When a vacancy arises for an external governor, for whatever reason, the Governance & Search Committee will approve a specification for the person ideally suited to fill the vacancy. This will be based on the current skill mix required and specified by the Board.
- 2.8 A suitable advertisement will be approved by the Committee (or the Chair of the Board) and placed in publications likely to reach a broad cross-section of the population and persons likely to be able to meet the person specification. Existing Board members will also be asked to bring the vacancy to the attention of any persons that they think might be suitable for appointment. Applications shall be submitted in writing to the Clerk to the Governors.
- 2.9 Where necessary, the Chair, the Principal and the Clerk will shortlist suitable candidates. The Committee will interview the shortlisted candidates and make recommendations to the Board.

### **3 STAFF GOVERNORS**

- 3.1 When the term of office of a staff governor is nearing expiry or a vacancy arises for any other reason, the Clerk to the Governors will oversee the arrangements for the appointment of a new governor following selection by the staff of the College. The teaching staff governor will be nominated and elected by all of the permanent teaching staff of the College and the non-teaching staff governor by all of the permanent non-teaching staff. Staff governors must be employees of the College.
- 3.2 When there is a vacancy for a staff governor, the selection process by the staff shall be as follows:
- (a) Staff in the category appropriate to the vacancy (ie teaching or non-teaching) will be invited to nominate staff for selection on a form prescribed by the Clerk
  - (b) If there is only one nominee, that person's name will be put forward to the Board of Governors who shall appoint the nominee provided that s(he) is eligible for Board membership
  - (c) Where there is more than one nominee, a ballot will be held in which all permanent members of staff in the relevant category shall be entitled to vote
  - (d) The Clerk shall determine the arrangements for the ballot and oversee the issue and receipt of ballot papers
  - (e) The name of the member of staff selected shall be put forward to the Board of Governors who shall appoint the nominee provided that s(he) is eligible for Board membership

### **4 STUDENT GOVERNORS**

- 4.1 The student governors shall be nominated by the Students' Association.
- 4.2 The name of the student selected shall be put forward to the Board of Governors who shall appoint the nominee provided that s(he) is eligible for Board membership.

### **5 THE PRINCIPAL**

- 5.1 In accordance with the Instrument of Government, the Principal shall be a governor of the College unless s(he) chooses otherwise.

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

## **6 APPOINTMENTS**

6.1 It is a condition of appointment for all governors that they must :

- (a) Declare their interests in the form prescribed by the Board
- (b) Declare their eligibility for Board membership
- (c) Agree to be bound by the Code of Conduct approved by the Board
- (d) Undergo a Criminal Records Bureau check

6.2 The Board shall only appoint external governors having first considered the advice of the Governance & Search Committee and shall do so in accordance with Article 5(2) of the Articles of Government of the College.

**PROCEDURE FOR THE ELECTION OF THE  
CHAIR & VICE-CHAIR OF THE BOARD**

**Annual appointment**

1 At the penultimate meeting in the academic year, the Board will consider whether to apply this procedure for the election of the Chair and Vice-Chair for the following year. The current Chair and Vice Chair shall leave the meeting during this discussion and another governor shall be selected to chair the meeting for this item. The Board may decide to waive the application of the procedure but shall not do so for more than three consecutive years.

2 The Clerk will write to all members of the Board inviting them to put their names forward if they are willing to be appointed to the position of Chair or Vice-Chair (or either) and/or to nominate other governors for these appointments. Any governor wishing to nominate another governor must first ascertain that the prospective nominee is willing to be appointed. (NB. the Instrument of Government states that the Principal and the staff and student governors are ineligible for appointment as Chair or Vice-Chair).

3 The Clerk will prepare and distribute to all governors a ballot paper containing the names of candidates for election as Chair. A closing date for voting will be given and responses received after that date will not be counted. The ballot will only be valid if the number of votes cast equals or exceeds the quorum for meetings of the Board as required in the Instrument of Government. If, for any reason, a candidate withdraws from the election, the process will continue with the remaining candidates.

4 The Clerk will publish to the governors the name of the successful candidate. In the event of a tied vote, the vote cast by the current Chair shall be counted twice (as a casting vote) provided that person is not a candidate in the election. If the Chair is a candidate in the election or did not submit a vote, the Clerk shall organise a re-election using the same procedure.

5 When the Chair has been elected, the Clerk will prepare and distribute a second ballot paper containing the names of candidates for election as Vice-Chair. A closing date for voting will be given and responses received after that date will not be counted. If, for any reason, a candidate withdraws from the election, the process will continue with the remaining candidates.

6 The Clerk will publish to the governors the name of the successful candidate. In the event of a tied vote, the vote cast by the governor elected as Chair shall be counted twice (as a casting vote). If this governor did not submit a vote, the Clerk shall organise a re-election using the same procedure.

7 At the last meeting of the Board before the end of the academic year, the Board will appoint as Chair and Vice-Chair the persons elected by the governors. The governors elected shall be absent from the meeting whilst the Board conducts this item of business.

**Non-routine appointments**

8 In the event of the Chair becoming vacant during the academic year, the Vice-Chair shall assume the Chair whilst the election procedure for the Chair is undertaken as described above. However, should the Vice-Chair be a candidate for election as Chair, a governor who does not intend to stand for election shall be selected by the Board to act as Chair for the appointment of the new Chair only. (This is to avoid the Vice-Chair being able to vote for him/herself in the event of a tied vote).

9 The Clerk will write to all members of the Board inviting them to put their names forward if they are willing to be appointed to the position of Chair and/or to nominate another governor.

10 The Clerk will prepare and distribute to all governors a ballot paper containing the names of candidates for election as Chair. A closing date for voting will be given and responses received after that date will not be counted.

11 The Clerk will publish to the governors the name of the successful candidate. In the event of a tied vote, the vote cast by the Vice-Chair (or by the governor selected by the Board to act as Chair for this matter under paragraph 8) shall be counted twice (as a casting vote).

12 In the event that the Vice-Chair is subsequently appointed as Chair, the Clerk shall arrange the election of a replacement Vice-Chair in accordance with the procedure set out in paragraphs 4 and 5.

13 At the earliest opportunity, the Board will appoint as Chair and Vice-Chair the persons elected by the governors. The governors elected shall be absent from the meeting whilst the Board conducts this item of business.

**ROLE AND RESPONSIBILITIES OF THE CHAIR**

1. With the support of the Clerk, to ensure :
  - (a) That appropriate issues are brought to the Board
  - (b) That the business at Board meetings is conducted efficiently and effectively
  - (c) That issues before the Board are debated fully and that all governors have the opportunity to contribute
  - (d) That discussions and decisions are properly summarised and recorded
2. To exercise a second or casting vote where there is an equality of votes on any issue at a Board meeting.
3. To exercise any specific authority delegated by the Board together with a general delegated authority to act, after consultation with the Principal and the Clerk, on any issue arising which is both urgent and important which would normally be dealt with by the Board but which cannot wait for the next meeting. Such action to be reported to the Board for information at the next available meeting.
4. To develop an effective working relationship with the Principal and the Clerk based on a full understanding of the role of the Board in the governance of the College.
5. To provide leadership for the Board.
6. Where appropriate, to offer both general and specific support to the Principal where strategic, major or contentious issues are involved.
7. To appraise the Principal and to ensure appropriate opportunities for development and training for the Principal.
8. To instigate disciplinary action against holders of senior posts should the need arise.
9. To oversee and arrange appraisal of the work of the Clerk to the Governors.
10. To represent the College and the Board on appropriate occasions and in particular to handle relations with the media on behalf of the Board.
11. To ensure that arrangements exist for the induction and development of Board members.

## ROLE OF THE CLERK TO THE GOVERNORS

**Main Purpose:** To provide effective, independent and professional advice and support to the Board of Governors and the Principal

In accordance with Article 3(3) of the Articles of Government, the Clerk shall be 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; and
- advising the Corporation with regard to matters of governance practice

### Main Duties and Responsibilities

1. To ensure compliance by the Board of Governors with statutory and non-statutory regulations and codes of practice relating to the conduct of its affairs by :
  - (a) Providing effective and efficient professional support and advice to the members of the Board of Governors and the Principal/management of the College.
  - (b) Facilitating the proper conduct of meetings of the Board of Governors and its committees and seeking to ensure that correct procedures are followed.
  - (c) Ensuring that all appointments to the Board of Governors and its committees have been validly made.
  - (d) Giving independent guidance on statutory, constitutional and procedural matters.
  - (e) Obtaining and making available professional advice for the Board of Governors and to individual governors in accordance with their role as governors.
  - (f) Facilitating communication on Board matters between the Board, the Principal and senior staff of the College.
  - (g) Administering those procedures approved by the Board of Governors for making information about the Board's business available to the public in accordance with the principle of transparent and open accountability.
  - (h) Ensuring the proper use of the Corporation Seal.
  - (i) Facilitating the induction and training of governors in conjunction with appropriate internal and external sources/agencies with a view to maximising the effectiveness of the Board of Governors in discharging its responsibilities.
  - (j) Working in a manner which promotes equality & diversity.
  - (k) Undertaking such other duties as the Board of Governors may from time to time reasonably require.

2. In undertaking the above duties and responsibilities, the Clerk shall advise the Board if, at any time, it is acting inappropriately or is likely to exceed its powers or infringe general or administrative law. Should the Board decline to act upon the Clerk's advice, the following arrangements shall apply :
  - (a) Clerk shall put his/her advice to the Board of Governors in writing, having first consulted such external agencies as he/she considers to be appropriate in the circumstances and the Clerk's advice shall be recorded in the minutes.
  - (b) Should the Board continue to disregard the Clerk's advice, the Clerk is authorised, without further reference to the Board, to refer the matter to whatever external agencies he/she considers appropriate, including the College's funding body, its internal and external auditors and the Department for Innovation Universities and Skills (DIUS).

The discharge of the above functions shall not prejudice the contractual position of the holder of the post.

3. The Clerk is authorised to arrange for any complaint by a member of the public against the Board or against an individual governor to be investigated. The Clerk may report the matter to the Learning and Skills Council if in his/her judgement this is warranted by the nature of the complaint.

Subject to any requirement for confidentiality, the Clerk will ensure that a full response is made to the complaint and, where a lengthy investigation is undertaken, that the complainant is kept advised of progress. The Clerk will also report on the complaint and the investigation to the Chair and the Board, as appropriate to the circumstances.

**SOUTH NOTTINGHAM COLLEGE  
BOARD OF GOVERNORS**

**DECLARATION OF ELIGIBILITY  
FOR BOARD MEMBERSHIP**

I ..... declare that:

1. To the best of my knowledge, I am fit and able to discharge the functions of a member of the Board.
2. I am not currently adjudged bankrupt, nor am I the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, nor have I made a composition or arrangement with creditors, including an individual voluntary arrangement
3. (a) I have not, within the last five years, been convicted, whether in the United Kingdom or elsewhere, of any offence and received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine.  
  
(b) I have not, within the last twenty years, been convicted as set out in paragraph (a) and received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years.  
  
(c) I have not, at any time, been convicted as set out in paragraph (a) and received a sentence of imprisonment, whether suspended or not, of more than five years.
4. I have not, within the last ten years, been removed from office as a governor of a further education college.

**Signed:** .....

**Date:** .....

NB. If a member of the Board becomes disqualified at any time under 2 or 3 above, he/she must immediately inform the Clerk to the Governors in writing.

**PROCEDURE FOR THE REMOVAL OF A GOVERNOR FROM OFFICE****1. ABSENCE FROM MEETINGS FOR A PERIOD LONGER THAN SIX MONTHS**

- 1.1 The Clerk will be responsible for monitoring the attendance of governors at formally summoned Board and Committee meetings. If a governor has been absent from meetings of which (s)he is a member for a period of longer than six months without the Governance & Search Committee's agreement, the Clerk will immediately notify the Principal and the Chair of the Board.
- 1.2 The Clerk will then write on behalf of the Chair to the governor concerned explaining the position regarding his/her attendance and advising that this could result in the governor's removal from office. The governor should be asked to provide, within seven days, written reasons for his/her non-attendance at meetings.
- 1.3 The Clerk will then discuss the matter with the Chair and the Principal. The Chair shall decide, in consultation with the Clerk, whether or not the matter should be referred to the Governance & Search Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Governance & Search Committee consider that there may be grounds for the removal of the governor from office, they shall instruct the Clerk to convene a special meeting of the Board to consider whether the governor should be removed from office.

**2. INABILITY OR UNFITNESS**

- 2.1 Any question, regardless of its source, as to whether or not a governor may be unable or unfit to discharge the functions of a governor must be referred to the Clerk.
- 2.2 When such a question is brought to the attention of the Clerk (s)he shall immediately notify the Chair of the Board. If it appears to the Chair that the matter should be pursued, (s)he will decide, in consultation with the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.
- 2.3 The Chair will decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Governance & Search Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Governance & Search Committee consider that there may be grounds for the removal of the governor from office, they shall instruct the Clerk to convene a special meeting of the Board to consider whether the governor should be removed from office.

**3. MEETINGS OF THE BOARD REGARDING THE REMOVAL OF A GOVERNOR**

- 3.1 Meetings of the Board at which the removal of a governor is to be considered shall be convened by the Clerk giving at least seven days notice in writing to all parties entitled to attend the meeting. The governor whose removal is being considered ("the governor") should be provided with written notification setting out why the Board is considering taking such action.
- 3.2 The meeting shall be attended by members of the Board, the Clerk, and the governor. The governor has the right to be accompanied and/or represented by a person of his/her choice.
- 3.3 The governor shall be entitled to attend all parts of the meeting relating to whether (s)he should be removed from office save that (s)he shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.

- 3.4 At the meeting, the reasons why consideration is being given to the removal of the governor shall be explained to the governor and the governor shall have the opportunity to state his/her case in full. Both the governor and the Board shall have the right to examine witnesses if appropriate.
- 3.5 The Board shall decide whether or not the governor should be removed from office. In either case the Clerk shall notify the governor of the Board's decision in writing as soon as practicable after the meeting and, in any event, within fourteen days.
- 3.6 A governor removed from office shall have no right of appeal against the Board's decision.

**4. REMOVAL OF A CO-OPTED MEMBER (NON-GOVERNOR) FROM A COMMITTEE**

- 4.1 A person co-opted by the Board to serve as a member of a committee ("the member") may be removed from membership of that committee if he or she has failed to attend meetings of the committee for a period of six months or more, or for any other reason, at the sole discretion of the Board.
- 4.2 In the event that the Board is considering the removal of a member, the member shall be provided with written notification setting out why the Board is considering taking such action.
- 4.3 The member shall be notified of the time and place of the Board meeting at which the member's removal is to be considered and the member has the right to provide written representations as to why (s)he should not be removed from membership of the relevant committee or to attend the meeting to state his/her case as to why (s)he should not be removed. The member shall not be entitled to attend any part of the meeting not relating to his/her removal and shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.
- 4.4 The Board shall decide whether or not the member should be removed from membership of the committee and the member shall be notified of the Board's decision in writing as soon as practicable after the meeting, and in any event within fourteen days.
- 4.5 A co-opted member removed from membership of a committee shall have no right of appeal against the Board's decision.

SOUTH NOTTINGHAM COLLEGE  
BOARD OF GOVERNORS

REGISTER OF INTERESTS OF GOVERNORS AND SENIOR STAFF

I ..... declare the following interests:

My Interests (see notes on reverse before completion)

My spouse/partner's Interests

Interests of other close relatives

<i>Name</i>	<i>Relationship to me</i>	<i>Interests</i>
-------------	---------------------------	------------------

Signed : ..... Date : .....

### **Notes on completion of Register of Interests:**

1. Senior staff, for the purposes of declaration of interests, are defined as :
  - i. Principal
  - ii. Director of Finance
  - iii. Any other member of staff designated by the Principal
  
2. Interests to be declared are any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect your judgement in relation to any aspect of the College's business. For guidance you should consider declaring the following interests :

### **Financial Interests**

- i. Remunerated employment, office, profession or other activity
- ii. Directorship of a company
- iii. Shareholdings (greater than 5%) in a company (senior staff must declare all shareholdings)
- iv. Partnership in a business or professional partnership
- v. Consultancies (whether or not remunerated)
- vi. Trusteeship of a trust where you or your spouse/partner or a member of your family may be a beneficiary
- vii. Gifts or hospitality offered by outside bodies and arising from your position as a governor
- viii. All known financial interests with the College, such as provision of goods and services or remuneration for lectures or academic consultancies

### **Personal Interests**

- i. Membership of another public body, including :
    - Local Authorities
    - Health Authorities
    - NHS Trusts
    - School or College Governing Bodies
    - Learning & Skills Councils
  
  - ii. Unremunerated posts, honorary positions and other positions that might give rise to a conflict of interest or of trust
  
  - iii. Membership of closed organisations
- 
3. Other members of your family includes father, mother, brother, sister, child, stepchild or grandchild.

**CODE OF CONDUCT  
FOR GOVERNORS**

## CONTENTS

	<i>Page</i>
College Code of Conduct for governors	26
Schedule - List of source documents	35
Annex 1 - The Seven Principles of Public Life	37
Annex 2 - Six Core Principles of Good Governance	38
Annex 3 - Summary of main responsibilities of Corporation Members under the Articles of Government	40
Annex 4 - Summary of main responsibilities of the Principal under the Articles of Government	42
Annex 5 - Summary of main provisions of the Financial Memorandum with the LSC	43
Annex 6 Summary of the Statutory Power of the Corporation	48

## **COLLEGE CODE OF CONDUCT FOR GOVERNORS**

(Made by the Board on 10 January 2008)

### **1. INTRODUCTION**

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of governors, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Board and Principal as the Chief Executive. This Code therefore is aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.
- 1.2 In addition to this Code, governors are recommended to familiarise themselves with the source documents listed in the Schedule.
- 1.3 If a governor is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a governor of the College and for any act or omission in that capacity rests with the individual governor.
- 1.4 This Code applies to every committee or working party of the Board and to every subsidiary company or joint venture of the College to which governors may be appointed.
- 1.5 By accepting appointment to the Board, each governor agrees to accept the provisions of this Code.

### **2. INTERPRETATION**

In this Code:-

- 2.1 'College' means this College;
- 2.2 'College Mission Statement' means the statement [set out/referred to] at paragraph 3.1 of this Code or such other mission statement as may be agreed by the Board from time to time;
- 2.3 'Council' means the Learning and Skills Council for England or any successor body;
- 2.4 'Board' means the further education corporation which was established for the purpose of conducting the College;
- 2.5 'Governor', 'Chair', 'Principal' and 'Clerk' mean respectively the Member of the Corporation of the College, the Chair of the Board, the Principal of the College and the Clerk of the Board;
- 2.6 all other definitions have the same meanings as given in the College's Instrument and Articles of Government; and

2.7 words importing one gender import any gender.

### 3. **AIMS AND VALUES**

3.1 [Insert or refer to the College's Mission Statement and corporate objectives].

3.2 The College Mission Statement together with the corporate objectives of the College agreed by the Board from time to time seek to encapsulate the core purposes and aims of the College. Governors, should have due regard to these purposes and aims when conducting the business of the Board and considering the activities and proposed activities of the College.

3.3 The Board 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 Board is committed to combating any discrimination within the College on the grounds of race, ethnic or national origin, religion, belief, age, disability, gender or sexuality and to the principles set out in the DIUS's Charter for Further Education and in the College's own Charter, copies of which are available from the Clerk.

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

### 4. **DUTIES**

4.1 Governors owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests. Each governor should act honestly, diligently and (subject to the provisions appearing in paragraph 10 of this Code relating to collective responsibility) independently. The actions of governors should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

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

4.3 Governors must observe the provisions of the College's Instrument and Articles of Government and in particular the responsibilities given to the Board 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 Annex 3.

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

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

## 5. **STATUTORY ACCOUNTABILITY**

- 5.1 Governors 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 summary of some of the more important requirements of the Financial Memorandum is set out in Annex 5.
- 5.2 Although the Council is the main provider of funds to the College, governors should note that they are also responsible for the proper use of income derived from other sources, such as the Higher Education Funding Council for England (HEFCE) and the European Union (EU) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit.
- 5.3 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 Committee of Public Accounts, for the effective stewardship by the College of public funds. The Principal may be required to appear before the Committee of Public Accounts, alongside the Chief Executive of the Council, to give an account of the use made by the College of such funds. The Board is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

## 6. **PUBLIC SERVICE VALUES**

Public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in Appendices 1 and 2 of this Code, and the recognition that students and other users of the College's services come first, are a requirement of being a governor, and should underpin all decisions taken by the Board.

## 7. **SKILL, CARE AND DILIGENCE**

A governor should in all his or her work for the College exercise such skill as he or she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when governors act as agents of the College, for example, when functions are delegated to a committee of the Board or to the

Chair. Governors should be careful to act within the terms of reference of any committees on which they serve.

## 8. **POWERS**

Governors are responsible for taking decisions which are within the powers given to the Board by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992. A summary of those powers is set out in Annex 6. If a governor thinks that the Board is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk for advice.

## 9. **CONFLICTS OF INTEREST**

9.1 Like other persons who owe a fiduciary duty, governors should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Board. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

9.2 Governors are reminded that under the College's Instrument of Government they must not acquire or hold any interest in any property held or used for the purposes of the College 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 Innovation, Universities and Skills.

9.3 Governors are reminded that under the College's Instrument of Government they must disclose to the Board any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a type specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Board.

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

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

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

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

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

- (b) withdraw from that Board or committee meeting where required to do so by a majority of the [Members of the Corporation\*] or committee present at the meeting.
- 9.5 For the purposes of clause 9.4 “close relative” includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/ brother/sister/child.
- 9.6 Governors 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 or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- 9.7 The Clerk will maintain a Register of governors’ Interests which will be open for public inspection. Governors must disclose routinely to the Board all business interests, financial or otherwise, which they may have, and the Clerk will enter such interests on the Register. Governors must give sufficient details to allow the nature of the interests to be understood by enquirers. Governors should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, governors should have regard to the meaning given to “interest” in paragraphs 9.4 and 9.5 of this Code.
10. **COLLECTIVE RESPONSIBILITY**
- 10.1 The Board operates by governors taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the governors collectively and each individual governor has a duty to stand by it, whether or not he or she was present at the meeting of the Board when the decision was taken.
- 10.2 If a governor disagrees with a decision taken by the Board, his or her first duty is to have any disagreement discussed and minuted. If the governor strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Board when it next meets. If no meeting is scheduled, the governor should refer to the power of the Chair or any five governors under the College’s Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the governor’s views in advance to the other governors. Alternatively, as a final resort, the governor may decide to offer his or her resignation from office, after consulting the Chair.
11. **OPENNESS AND CONFIDENTIALITY**
- 11.1 Because of the Board’s public accountability [and the importance of conducting its business openly and transparently], governors should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Board. Accordingly, agendas, minutes and other papers relating to meetings of the Board are normally available for public inspection when they have been approved for publication by the Chair.

- 11.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Board considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Clerk, and will be circulated in confidence to governors. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Board should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection. When considering such issues the governors must also consider the College's publication scheme issued under the Freedom of Information Act 2000. [Refer to any College policy on Access to Information, if appropriate].
- 11.3 However, staff and student governors have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.
- 11.4 It is important that the Board and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between governors with a shared corporate responsibility for decisions. governors should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Board are satisfied should be dealt with on a confidential basis.
- 11.5 Governors should not make statements to the press or media or at any public meeting relating to the proceedings of the Board or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for governors publicly to criticise, canvass or reveal the views of other governors which have been expressed at meetings of the Board or its committees.

## 12. **COMPLAINTS**

In order to ensure that the affairs of the College are conducted in an open and transparent manner and that the College is accountable for its use of public funds but also to its employees, its students and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised. governors are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised by students, former students and third parties and of the legal requirement to have a whistle blowing procedure in place. Under the Charter for Further Education, students, employees and other third parties have a right to make a complaint to the Council in respect of the College or of any of its decisions, and this right is referred to in the College's relevant complaints and disciplinary procedures.

13. **ATTENDANCE AT MEETINGS**

A high level of attendance at meetings is expected and the Board has set a target of 75% attendance so that governors can perform their functions properly.

14. **GOVERNANCE DEVELOPMENT**

14.1 The Board shall seek to ensure that all governors are appointed on merit, in accordance with the selection procedure carried out by the Governance & Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community, having regard to provisions relating to the membership of the Board in the College's Instrument of Government, the need to combat discrimination and to promote equality, and the need to ensure a range of appropriate skills and interests.

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

14.3 In order to promote more effective governance, governors will carry out an annual review of the performance by the Board of its duties and responsibilities, as part of a continuing and critical process of self evaluation.

## **SCHEDULE** - List of source documents

1. the College's Instrument of Government;
2. the College's Articles of Government;
3. the Standing Orders and terms of reference of the Board and its committees;
4. the Financial Memorandum entered into by the College with the Council;
5. the College's Mission Statement and corporate objectives;
6. the College's Strategic Plan;
7. the strategic plan of the College's local Council;
8. the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:
  - selflessness;
  - integrity;
  - objectivity;
  - accountability;
  - openness;
  - honesty; and
  - leadership.

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

9. the Audit Code of Practice issued by the Council;
10. the Combined Code on Corporate Governance published by the Financial Services Authority;
11. the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Good Governance Standard).

An extract from the Good Governance Standard setting out the six core principles of good governance is set out at Annex 2;

12. 'The College Governor' issued by the Council as an advisory document or its equivalent; and
13. The Governor Training Materials' (2002) issued by the Council as advisory documents or their equivalent.

Appendices 1 (the Seven Principles of Public Life), 2 (Six Core Principles of Good Governance), 3 (Responsibilities of governors), 4 (Responsibilities of the Principal), 5 (Financial Memorandum of the Council) and 6 (Powers of the Board) are attached to this Code for reference.

## **ANNEX 1**

### **The Seven Principles of Public Life**

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

#### **SELFLESSNESS**

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

#### **INTEGRITY**

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

#### **OBJECTIVITY**

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

#### **ACCOUNTABILITY**

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

#### **OPENNESS**

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

#### **HONESTY**

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

#### **LEADERSHIP**

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

## ANNEX 2

### Six Core Principles of Good Governance

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

14. Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users
  - 14.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
  - 14.2 Making sure that users receive a high quality service;
  - 14.3 Making sure that taxpayers receive value for money.
15. Good governance means performing effectively in clearly defined functions and roles
  - 15.1 Being clear about the functions of the governing body;
  - 15.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
  - 15.3 Being clear about relationships between the governors and the public.
16. Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour
  - 16.1 Putting organisational values into practice;
  - 16.2 Individual governors behaving in ways that uphold and exemplify effective governance.
17. Good Governance means taking informed, transparent decisions and managing risk
  - 17.1 Being rigorous and transparent about how decisions are taken;
  - 17.2 Having and using good quality information, advice and support;
  - 17.3 Making sure that an effective risk management systems is in operation.
18. Good governance means developing the capacity and capability of the governing body to be effective
  - 18.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;
  - 18.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;

- 18.3 Striking a balance, in the membership of the governing body, between continuity and renewal.
- 19. Good governance means engaging stakeholders and making accountability real
  - 19.1 Understanding formal and informal accountability relationships;
  - 19.2 Taking an active and planned approach to dialogue with accountability to the public;
  - 19.3 Taking an active and planned approach to responsibility to staff;
  - 19.4 Engaging effectively with institutional stakeholders.

## **ANNEX 3**

### **Summary of Main Responsibilities of governors under the Articles of Government**

#### **Under the College's Articles of Government the Board shall be responsible:**

- (a) for the determination of the educational character and mission of the institution and for oversight of its activities;
- (b) for the effective and efficient use of resources, the solvency of the institution and the Board and for safeguarding their assets;
- (c) for approving annual estimates of income and expenditure;
- (d) for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity as a member of staff;
- (e) for setting a framework for the pay and conditions of service of all other staff; and
- (f) for setting the policy by which the tuition and other fees payable to the College are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the Council).

"Senior Post" means the post of Principal and such other senior posts as the governors may decide for the purposes of the Articles.

#### **Responsibilities which must not be delegated**

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

- (a) the determination of the educational character and mission of the institution;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the institution and the Board and the safeguarding of their assets;
- (d) the appointment or (subject to Article 17) the dismissal of the Principal or holder of a senior post;
- (e) the appointment or dismissal of the Clerk (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment or, subject to Article 17, dismissal in the capacity as member of staff);
- (f) the modifying or revoking of the Articles of Government;
- (g) the power to determine an appeal in connection with the suspension of a senior postholder or member of staff under article 16(5)(a), the decision of a Special

Committee including dismissal in relation to a senior postholder under article 17(8), the summary dismissal of a senior postholder under article 17(14) or the summary dismissal of a member of staff under article 18(11) unless the hearing of such appeal is delegated to a committee of the Board; and

- (h) to the Principal the power to determine an appeal in connection with the dismissal of a member of staff under article 18(6) unless the Principal has previously delegated his or her power under article 18(1) to dismiss a member of staff to the holder of a senior post.

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

## **ANNEX 4**

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

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

- (i) making proposals to the Board about the educational character and mission of the institution, and for implementing the decisions of the Board;
- (j) the determination, of the institution's academic activities and the determination of its other activities;
- (k) preparing annual estimates of income and expenditure, for consideration and approval by the Board, and the management of budget and resources within the estimates approved by the Board;
- (l) the organisation, direction and management of the institution and leadership of the staff;
- (m) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Board, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and
- (n) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds and expelling students for academic reasons.

## **ANNEX 5**

### **Summary of Main Provisions of the Financial Memorandum of the Council**

The Department for Innovation, Universities and Skills (DIUS) requires the Council to enter into an agreement set out in a financial memorandum with the College for the purpose of regulating its relationship in financial and related matters and setting out the terms and conditions on which public funds will be paid by the Council to the College.

A revised financial memorandum was published by the Council in December 2006 and became effective from 1 August 2006, and this sets out the framework of relationships and responsibilities between Colleges and the Council. It replaces FEFC Circular 99/48.

The memorandum is divided into two parts. Part 1 contains the general terms and conditions under which the Council funds colleges. A summary of the main provisions of Part 1 appears below. Part 2 consists of any specific conditions which might apply to the College and is the subject of individual annual notification.

Important points to note in relation to Part 1 are as follows:-

#### **Preamble**

The revised financial memorandum stresses that in future the Council and colleges need to work in partnership and to have a relationship based on trust. The financial memorandum sets out the conditions upon which funding is provided by the Council to colleges under a grant-in-aid relationship as opposed to one of contract. Funding is assumed to be continuous, requiring deliberate action to end it. The form of the financial memorandum is largely dictated by Treasury requirements and the Council's own financial memorandum with the DIUS. It reflects the LSC's responsibilities for public accountability over the funds it provides to colleges, however, the Council's expectation is that colleges will take full control of their financial affairs.

#### **Colleges' expectations of the Council**

The financial memorandum confirms that the Council will act reasonably on the basis of the evidence available and on its objective analysis of that evidence. It will be open and transparent with colleges and other stakeholders and (even though this would not necessarily be required by the general principles of public law) it will give reasons for all its decisions.

#### **Legislation**

In the financial memorandum the Council sets out the terms and conditions on which it pays funds to the college, in accordance with the Learning and Skills Act 2000. However, the memorandum also recognises that nothing in it will require the College to act in a manner which would cause it to lose its charitable status or which would be inconsistent with its instrument and articles of government. Note that from 2008 the Council will become the "principal regulator" responsible for monitoring colleges' compliance with charity law, under the Charities Act 2006.

## **Responsibilities of the Council**

The Council's chief executive, as accounting officer under the Council's financial memorandum with the DIUS, is accountable to Parliament for ensuring that the uses to which the Council puts its funds comply with the conditions attached to them. The accounting officer must be satisfied that the College has appropriate arrangements for sound governance, financial management, securing value for money and accounting, and that the College's use of public funds is consistent with the purposes for which the funds have been given.

## **Responsibilities of the College**

The revised financial memorandum does not repeat the College's wide responsibilities under statute and the instrument and articles. However, [Corporations\*] are reminded that they are responsible for ensuring that the College's funds are used only in accordance with its powers under the Learning and Skills Act 2000, the financial memorandum and any other conditions that the Council may from time to time impose. The Board must ensure it uses its discretion reasonably and takes into account any relevant guidance on accountability or propriety issued from time to time by the Council, the National Audit Office or Parliament. The Board must require the Principal to take personal responsibility to ensure that there is compliance with the financial memorandum and the terms and conditions referred to above. The Principal as accounting officer may be required to appear before the Parliamentary Committee of Public Accounts on matters relating to the College's use of public funds and College funds. The Principal is responsible for advising the Board if at any time he / she considers that any action or policy under consideration by the Board is incompatible with the terms of the financial memorandum. Where the Board determines to proceed despite the Principal's advice, the Principal should consider the [Corporation's\*} reasons and if he / she still considers that the action proposed is in breach of the financial memorandum, the Principal should inform the Council's accounting officer in writing of the position.

The Clerk also should intervene when he / she considers that the Board is acting inappropriately or beyond its powers, in which case the Clerk may need to seek external advice.

## **Allocation of funds**

The Council will notify the College in writing of the allocation of recurrent funds as soon as possible in advance of the academic year to which they relate, ideally at least four months in advance. The Council will seek to maximise the College's discretion to use the Council's funds in achieving the Council's objectives as agreed with the College. On occasion the Council may allocate funds to the College for a specific purpose, in which case the College must apply such funds only for that purpose.

The College must not apply public funds to provision for which it has already received other funding and it must not use the Council's funding to make claims for any European source of funding, in each case without obtaining the Council's written consent.

### **Payment of funds**

The Council will make payments to the College monthly in accordance with a funding profile for the year. The Council may be prepared to make exceptional ad hoc payments to the College.

### **Capital Transactions**

The College should manage its property having regard to the guidance issued by the Council. The College will normally be required to apply the proceeds of asset sales to investment in land and buildings and it must seek independent professional advice before disposing of these. The College must obtain the Council's consent to capital transactions where the total cost or proceeds exceed £1.5 million or 5 per cent of the College's annual revenue, whichever is the lesser. The College must seek to secure the best obtainable value for money on disposal of property to a third party. Where such building may have been acquired with public funds the Council may require the College to surrender some or all of the proceeds.

### **Borrowing**

The College must seek the Council's prior written consent for any borrowing by itself or its subsidiaries, save that the council gives consent for unsecured borrowing of up to 5 per cent of the College's total annual income and for secured borrowing up to a cumulative maximum of 5 per cent of the College's total annual income in order to finance construction, refurbishment or purchase of land and buildings which are offered as security.

### **Contingent liabilities**

The College must not give any guarantees or indemnities other than in the normal course of business.

### **College companies**

The College must seek the consent of the Council to participate in companies providing education funded wholly or partly by the Council.

### **Financial reporting**

The College must keep proper accounting records and prepare financial statements in accordance with the Council's requirements. Copies of the College's audited financial statements must be supplied to the Council and be made available to members of the public on request.

The College must have an effective risk management policy, including appropriate insurance arrangements, having regard to LSC guidance.

The College must notify the Council in writing if at any time there is a significant deterioration in its financial position. The Council may require the College to put in place a suitable recovery plan.

## **Audit**

The Board must appoint an audit committee and arrange for internal and financial statements audit in accordance with the Council's Audit Code of Practice. The Council may from time to time carry out audits at the College and its subcontractors, as may the National Audit Office. The College must retain all records necessary to verify the provision delivered by it or its subcontractors for six years after the end of the funding period. The College must investigate and report to the Council all significant cases of internal and external fraud or suspected fraud or irregularity.

## **Procurement and contracting**

The College must comply with all relevant UK and European regulations.

## **Payments to employees on termination of employment**

Payments made to employees on the termination of their employment should normally only be for the purposes of meeting contractual requirements, exceptions must be justified by explicit and quantified reference to value for money. The College must avoid spending public funds on settlements where disciplinary action would have been more appropriate. The College must take professional advice and the terms of any final agreement should be agreed by the Board. The cost of settlements must be declared in the College's financial statements.

## **Provision of information**

The College must provide the Council with the information it needs in order to meet its responsibilities and European funding requirements. In requesting information the Council will act reasonably and consider information previously supplied by the College to the Council or others with whom the Council can share information. The Council will have regard to the cost and timescale of provision of the information and, where appropriate, its confidentiality. However, if the College does not provide information to the Council appropriately it may carry out investigations or use reasonable estimates to exercise its functions. The College must notify the Council's chief executive in writing of the vacating or filling of the positions of Chair of the Board, Principal and Clerk.

## **Repayment**

If the Council overpays the College as a result of its use of estimates, the Council reserves the right to recover any overpaid funding. If the College does not comply with any conditions attached by the Council to the payment of funds the Council reserves the right, in exceptional circumstances, to require the College to repay all or part of those funds.

## **ANNEX 6**

### **Summary of the Statutory Powers of the Board**

#### **PRINCIPAL POWERS**

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

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

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

#### **SUPPLEMENTARY POWERS**

Under section 19 of the 1992 Act the Corporation may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise of any of the principal powers conferred by section 18 of the Act, including in particular the following:-

- (r) the power to acquire and dispose of land and other property;
- (s) the power to enter into contracts, including in particular:
  - (i) contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of the Corporation's principal powers; and
  - (ii) contracts with respect to the carrying on by the Corporation of any such activities;
- (t) subscribe for or otherwise acquire shares in or securities of a company. This power may not be exercised for the purpose of conducting an educational institution, or providing education funded by the LSC unless the LSC consents;
- (u) the power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it under sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1st April 1993) and, in connection with such borrowing, the power to grant any mortgage, charge or other security in respect of any land or other property of the Corporation. 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 students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.

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

## ROLE AND RESPONSIBILITIES OF A GOVERNOR

### Main Responsibilities of the Board of Governors

Under Article 3(1) of the College's Articles of Government the Board is responsible for:

- i. the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- ii. approving the quality strategy of the institution;
- iii. the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- iv. approving annual estimates of income and expenditure;
- v. the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- vi. setting a framework for the pay and conditions of service of all other staff.

### Responsibilities of Individual Governors

- i. To attend meetings of the Board of Governors and other occasional events arranged by the College.
- ii. To be a member of at least one committee of the Board and to attend the necessary meetings.
- iii. To participate actively and constructively in meetings of the Board and the appropriate committees and, in doing so, to assist the Board in its oversight of the College's activities and effectiveness of College management
- iv. To take an active interest in Further Education in general and in the College in particular.
- v. To sign and abide by the Code of Conduct for governors as approved by the Board and to declare any relevant financial, business and personal interests in accordance with the Register of Interests approved by the Board.
- vi. To contribute to the strength of the Board by bringing an external perspective and experience to the Board's oversight of the College but to stop short of giving professional advice.
- vii. To act as an ambassador for the College and to foster good relations between the College and the local community.
- viii. Always to act in the best interests of the College and not to speak or vote as if mandated by other persons or bodies.

**CONSTITUTION &  
TERMS OF REFERENCE OF  
COMMITTEES**

## AUDIT COMMITTEE

### Constitution

1. The membership of the Committee shall be six eligible governors and, in addition, may include one co-opted non-governor. Ineligible governors are the Chair and Vice-Chair of the Board and the Principal. In accordance with the Audit Code of Practice, no person having any interest, or perceived interest, in the College (or its advisers or suppliers) or who is the holder of a senior post (as defined by the Articles of Government) may serve on the Committee.
2. At the first meeting of the Committee in each academic year, the Committee shall appoint a Chair from amongst its governor members.
3. The Committee shall be quorate when at least three members are in attendance.
4. The Committee shall meet at least once in each academic term. Additional meetings may be called as necessary in agreement with the Chair.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

### Terms of Reference

1. To advise the Board of Governors on the adequacy and effectiveness of the College's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money).
1. To advise the Board of Governors on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service (IAS).
2. To advise the Board of Governors on the scope and objectives of the work of the IAS, the financial statements auditor.
3. To ensure effective coordination between the IAS and the financial statements auditor.
4. To consider and advise the Board of Governors on the audit strategy and annual internal audit plans for the IAS.
5. To advise the Board of Governors 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 management's responses to these.
6. To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and the financial statements and regularity auditor's management letters.
7. To consider and advise the Board of Governors on relevant reports by the National Audit Office (NAO), the LSC and other funding bodies, and where appropriate management's response to these.
8. To establish, in conjunction with College management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and financial

statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate.

9. To produce an annual report for the Board of Governors and Accounting Officer, which should include the Committee's advice on the effectiveness of the College's risk management, control and governance processes, and any significant matters arising from the work of the IAS and the financial statements auditor.
10. To ensure that all allegations of fraud and irregularity are properly followed up.
11. To be informed of all additional services undertaken by the IAS and the financial statements auditors.

## GOVERNANCE & SEARCH COMMITTEE

### Constitution

1. The membership of the Committee shall be the Chair and Vice-Chair of the Board of Governors (ex-officio), the Principal and three other members of the Board.
2. The Vice-Chair of the Board shall act as Chair of the Committee.
3. The Committee shall be quorate when at least three members are in attendance.
4. The Committee shall meet at least twice in each academic year and on such other occasions, in agreement with the Committee Chair, as are necessary to fulfil the terms of reference.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

### Terms of Reference

*(Nothing in these terms of reference shall override or replace the statutory duty of the Clerk to advise the Board under Article 3(3) of the Articles of Government)*

11. To advise the Board of Governors on the constitution of the Board, including :
  - i. The total number of members of the Board
  - ii. The number of members in each membership category
  - iii. The blend of skills required on the Board
  - iv. The procedure for the selection of new governors
  - v. The criteria and procedure for removal of existing governors
  - vi. Governors' terms of office
  - vii. The code of conduct for governors
  - viii. The register of governors' interests
  - ix. Governor training
  - x. Board and individual governor performance evaluation
  - xi. The effectiveness of the Board's decision making processes following review on an annual basis
  - xii. The membership of committees of the Board
  - xiii. The appointment and appraisal of the Clerk to the Governors

In providing their advice, the Committee shall take into account the parameters set by legislation and the guidance available on good governance from the LSC, the AoC and other bodies such as the Committee on Standards in Public Life.

2. Before the expiry of the term of office of existing governors or upon a vacancy arising on the Board, to conduct the approved selection procedure and to recommend to the Board a person or choice of persons to fill the vacancy.
3. To consider proactively and on an ongoing basis the blend of skills required on the Board and to search actively for potential new Board members.
4. In the event that it appears to the Committee that there are grounds for removing a governor, to conduct the appropriate procedure and make a recommendation to the Board.
5. To oversee arrangements for governors' links with managers of the College for familiarisation with the work of the College.

**SOUTH NOTTINGHAM COLLEGE  
BOARD OF GOVERNORS**

**POLICY ON:**

- 1. Attendance at committee meetings by persons who are not committee members**
  - 2. The publication of the minutes of committee meetings**
- 1. Attendance at committee meetings by persons who are not committee members**
    - 1.1 Meetings of committees of the Board shall not be open to members of the public and representatives of the press.
    - 1.2 With the exception of the Audit Committee, the Chair of the Board of Governors shall be entitled to attend and speak (but not to vote) at meetings of any committees of which he/she is not a member.
    - 1.3 Subject to paragraph 1.7 below, the Principal shall be entitled to attend meetings of any committee of which he/she is not a member except for the Audit Committee which he/she shall attend only if requested to do so by the Chair of the Committee.
    - 1.4 The Clerk to the Governors shall be entitled and expected to attend meetings of all committees except that he/she shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
    - 1.5 The Principal is authorised to invite other members of staff to attend committee meetings.
    - 1.6 The Chair of any committee may invite the attendance of any other person at a committee meeting after having taken the advice of the Principal and the Clerk.
    - 1.7 All committees shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered. However, a committee may not exclude the Clerk to the Governors unless the provisions of paragraph 1.4 apply.
  - 2. Minutes of Committee Meetings**
    - 2.1 Formal minutes of committee meetings will be prepared and submitted to the next ordinary meeting of the Board. Items which are confidential in terms of the following criteria are prepared separately and submitted in the appropriate part of the Board agenda.
      - (a) Consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Board
      - (b) Consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position
      - (c) Items containing personal information relating to an individual
      - (d) Information provided in confidence by a third party who has not authorised its disclosure
      - (e) Where appropriate, professional advice received from or instructions given to the College's professional advisers
      - (f) Discussion of any legal proceedings in which the Board is involved
      - (g) Information planned for publication in advance of that publication
      - (h) Any other matters the publication of which would, in the Board's view, be detrimental to the College's interests