

EASTLEIGH
COLLEGE
Learning for Success

GOVERNANCE DIRECTORY

I N D E X

PART 1

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- Circular re Financial Memorandum is given to new Governors with the Governors' Directory. Hard copies available from the Clerk to the Board.

INTRODUCTION

Many new governors will have limited knowledge of the Further Education sector and the role of College governor. The purpose of this Directory is to provide general information about governance and the environment in which the College operates and also some specific information about how Eastleigh College Board of Governors operates.

The Directory is divided into two parts, the first part being concerned with the role of governors and background information about some of the main factors which impact on the strategic management of the College. In addition to this Directory, governors will also receive a copy of the "Guide for College Governors". The guide contains more detailed information about these factors. The second part of the Directory contains information about the operation of governance at Eastleigh College. This begins with the Instrument of Articles laid down by statute and is followed by the values, standards, financial memorandum, policies and procedures determined by this Board to enable the College to function effectively.

Governors are selected as members of the board on the basis of their expertise and knowledge and their potential to utilise these in contributing to the strategic management of Eastleigh College. They are only able to optimise their contributions when they have an understanding of College business. We hope that this Directory will aid the induction process and provide an on-going reference manual which governors will find useful throughout their term of office.

Any suggestions for adding to or improving the Directory should be forwarded to the Clerk to the Board. Updates and revisions to the Directory will be issued to members by the Clerk.

SECTION 1

1. GOVERNORS' ROLES AND RESPONSIBILITIES

1.1 Key Characteristics

While in some respects the role of the Board of Governors can be summed up as one of exercising "oversight" of a college and its business, the term should not be taken to imply in any sense a passive or merely symbolic role.

The Board is accountable for the financial solvency of the College, its sound management and the quality of the service which it provides. The Board is also accountable for the proper use of the public funds entrusted to it.

There is, however, an important distinction to be drawn between these responsibilities and that of day-to-day management of the College which is the job of the Chief Executive. The Board of Governors establishes and maintains the framework within which the College functions. The Chief Executive is personally accountable to the Board for the effective executive management of the College within that framework (for details see section on duties below).

Sound governance, however, requires more than simply ensuring that the books balance and that the Chief Executive is getting on with the business of running the College within the parameters established by the governors. Colleges must be able to respond to changes in direction of government policy and anticipate changing needs in their client group.

Boards of governors must therefore be actively involved in reviewing the role of the College and in planning and managing change. This activity, which is broadly referred to as strategic planning (see Section 2) is of key significance for Boards of Governors and crucial to the long-term health and success of the College. The strategic direction of the College's development should inform the decisions of the Board in exercising its powers and undertaking the specific duties summarised below.

1.2 The Powers and Duties of Governors

1.2.1 Powers

The powers of the Board of Governors (ie what it *may* do) are specified in the Education Act 2011 Schedule 12. In summary the Board is empowered to:

- provide further and higher education
- supply goods or services in connection with the provision of education;
- conduct an educational institution;
- provide facilities appearing to it to be necessary (including boarding accommodation and recreational facilities for students and staff and facilities for students with learning difficulties);
- acquire and dispose of land and other property, enter into employment and other contracts, borrow (subject to funding council approval) and invest

money, accept gifts and fund scholarships and prizes.

These powers are intended to be sufficiently broad to enable the Board of Governors to do everything which would normally be required to run the College. The Board is therefore precluded from doing anything which lies outside this framework. If it does, there is a risk of legal challenge and possible claims against the Board.

1.2.2 Duties

The Board's duties (ie what it *must* do) are defined in the College's own Instrument and Articles of Government which are included in Part 2 of this Directory. In summary these include -

- determining the educational character and mission of the College;
- overseeing its activities;
- the effective and efficient use of resources, the solvency of the institution and the Board and safeguarding their assets;
- the appointment, grading, suspension, dismissal and determination of pay and conditions of service of holders of senior posts;
- setting the framework for the pay and conditions of service of all other staff.

The Articles of Government also specify those duties which are allocated to the Chief Executive and for which s/he is accountable to the Board -

- making proposals about the educational character and mission and implementing Board decisions;
- organisation, direction and management of the institution and leadership of the staff;
- all matters to do with employment and dismissal of staff (other than senior postholders);
- determination of the College's academic and other activities;
- preparing annual estimates of income and expenditure and managing budget and resources within the Board's estimates;
- student discipline.

Detailed responsibilities are also placed on the Board by the funding council as a condition of its annual grant in relation to a wide range of matters, which include the management of funds, the publication and auditing of accounts and the provision of student data.

1.3 Collective and Personal Liability

Boards of governors may, from time to time, find themselves the subject of legal proceedings for breach of duty. Although these are rare occurrences, governors

need to be aware of the circumstances in which this can happen and of the implications for the Board and for themselves as individual members. The nature of governors' legal liability is dealt with in the attached Appendix 1/1.

1.4 Codes of Conduct

Individual governors should be thoroughly conversant with the Code of Conduct for Eastleigh College and use their influence to ensure high standards of conduct, personal integrity and independence of judgement. As detailed in the code, members owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its interests. In doing so members must not allow any sectional interest to take precedence. In particular, members are not appointed as "representatives" or "delegates" of any outside body and may not lawfully be bound by mandates given by others.

Governors should also bear in mind that their role is a form of public trusteeship for the community served by the College. Governors individually and collectively should therefore promote accountability and openness in reporting of their proceedings and adopt procedures for appointment and selection of replacement governors which ensure that the Board of Governors does not become self-perpetuating.

EASTLEIGH COLLEGE

GOVERNOR ROLE DESCRIPTION

Within the overall responsibilities of the Board, and as set out in the Instrument and Articles of Government, governors are responsible for –

- The determination of the educational character and the strategic direction of the College, including setting and overseeing its mission and general policies
- Setting targets for management
- Monitoring the performance of management in meeting targets, carrying out policies and maintaining adequate management information systems with a view to continually improving standards
- Encouraging the Senior Management Team to sustain, within the College, a climate for creativity, change and responsiveness to the needs of learners, the external environment, the local community, employers and other client groups
- Ensuring the effective and efficient use of resources and the solvency of the College and the Board and for safeguarding their assets
- Selecting and evaluating the Chief Executive, Senior Postholders and the Clerk to the Board
- Supporting and advising the Chief Executive
- Approving annual estimates of income and expenditure
- Setting a framework for pay and conditions of staff
- Ensuring that any action plans are appropriate and completed in a timely manner
- Ensure that inspection, self-assessment and audit reports are realistic
- Ensuring that the Board has in place strategies, policies and procedures necessary to fulfil its legal obligations

EASTLEIGH COLLEGE

GOVERNOR PERSON SPECIFICATION

A Governor of Eastleigh College must have –

- An active interest in further and higher education
- A commitment to equality of opportunity
- A commitment to raising social and educational standards
- Commitment to the proper governance of the College
- Availability of up to 4 hours per month for College business
- The willingness to promote the work of the College to the community at large
- The ability to co-operate and work with other governors and senior managers, to agree policies and strategies and to ensure those can be monitored and implemented
- The ability to accept responsibilities for the Board and its decisions
- The ability to make reasoned decisions and to act honestly, diligently and in good faith

Governors should also have the ability to -

- Work positively with others
- Understand the different role of governors and senior managers (governors do not get involved in the day to day management of the College)
- Establish an effective course of action for self and others to achieve established performance targets
- Demonstrate a knowledge and understanding of facts and rationalise appropriately
- Attend meetings of the Board and some College events

Governors have an important role to play in promoting the College's interests. This includes fostering good relations between the College and the community it serves and ensuring that the aims and objectives of the College are understood.

Governors are required to serve on one or more of the Board's Committees and to take part in appropriate induction and training with regard to the role.

LEGAL LIABILITY OF GOVERNORS

Legal action involving claims for damages against the Board of Governors, although a rare occurrence, is most likely where it is alleged that there has been a breach of duty by the Board.

A breach of duty might, for instance, occur where:

- the Board or a third party has suffered a loss as a result of the Board exceeding its powers;
- there has been a failure to disclose a personal interest and this has resulted in an unsatisfactory transaction of "hidden" profit for the Board member;
- negligence in committing the Board to a transaction resulting in loss without obtaining appropriate professional advice;
- the College has become insolvent as a result of a failure to obtain adequate financial information.

If any such breach were to be regarded as deliberately dishonest, action might be taken through both civil and criminal courts. Lesser breaches would normally involve action for damages in the civil court.

Eastleigh College has taken out insurance to cover against successful claims. Such arrangements may not cover situations where there has been a deliberate breach of duty, or where the Board of Governors' action has been regarded as reckless.

Legal action against Boards of governors may also occur as a result of alleged neglect of statutory responsibilities, particularly in the areas of employment law, equal opportunities, health and safety, environmental matters and data protection.

No Board of Governors can eliminate all possibility of successful legal action against it. Governors can, however, take steps to limit the likelihood of any successful claim and, in particular, of any individual governor (as opposed to the Board of Governors collectively) being held to be personally liable. Merely voting against a course of action will not necessarily absolve a member of liability, neither will resigning or threatening to resign.

The key practical steps are:

- being aware of the limitations on the powers of the Board;
- being aware of the duties and responsibilities of the members of the Board of governors;
- ensuring that sufficient information is available to members of the Board of Governors;
- ensuring that all personal interests are declared and recorded in a register;

- ensuring that the Board takes professional advice wherever appropriate;
- ensuring that meetings are fully and properly minuted;
- in particular making any dissenting views known and ensuring that they are minuted;
- taking appropriate advice at an early stage where things appear to be going wrong.

ROLE DESCRIPTION FOR THE CHAIR OF THE BOARD

(NB The Vice-Chair of the Board shall deputise and take on similar responsibilities in the absence of the Chair of the Board)

1 Appointment and Accountability

- a) The Chair to the Board is elected by the full membership of the Board, in accordance with all statutory procedures and the College's Standing Orders.
- b) The Chair is responsible solely to the Board.

2 Leadership

- a) The Chair is responsible for the leadership of the Board. As the chair of its meetings, he/she is responsible for ensuring that the necessary business is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
- b) The Chair should ensure that the Board acts in accordance with the Instrument and Articles of Government, other external regulatory requirements, the Foundation Code of Governance, and with the institution's own internal rules and regulations, and should seek advice from the Clerk to the Board and Chief Executive as appropriate in any case of uncertainty.
- c) The Chair should ensure that the Board exercises collective responsibility, that is to say, that decisions are taken corporately by all members acting as a body. The Chair should encourage all members to work together effectively, contributing their skills and expertise as appropriate, and should seek to build consensus among them.
- d) The Chair is responsible for ensuring that the Board conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- e) The Chair shall ensure that the Clerk to the Board maintains an up-to-date register of the Interests of Members, and shall make a full and timely personal disclosure. The Chair shall ensure that any conflict of interest is identified, exposed, and managed appropriately, in order that the integrity of Board business shall be, and shall be seen to be, maintained.

3 The Business of the Board

- a) The Chair is responsible for ensuring that the Board exercises control over the strategic direction of the institution and that the performance of the institution is adequately assessed against the objectives and indicators which the Board has approved.
- b) The Chair should ensure through liaison with the Clerk and Chief Executive that all relevant information (including regular and satisfactory management and committee reports) are presented to the Board.

- c) The Chair should, at all times, act in accordance with established protocols for the use of delegated authority as set out in the College's Standing Orders. All instances of the use of delegated authority should be reported to the next meeting of the Board.
- d) The Chair should endeavour to establish a constructive and supportive, but challenging working relationship, with the Chief Executive and the College, recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the institution.
- e) The Chair should develop effective working relationships with the Clerk to the Board and work closely with him/her in the operation of Board business.
- f) Any arrangement for the Chair to act as formal signatory on behalf of the institution, eg in connection with the use of the seal, or the approval of the Financial Statements, should be stipulated in minutes and/or Standing Orders.
- g) In relation to new Senior Postholder appointments (including the Chief Executive) and appointment of the Clerk, the Chair shall assist in compiling job descriptions and person specifications, and will supervise the selection and appointment process.
- h) The Chair will be responsible for instigating any necessary disciplinary action against the holders of posts designated as senior posts.
- i) In chairing meetings of the Board, the Chair shall ensure that all Instruments and Articles of Government, Standing Orders and committee procedures are complied with, and will liaise, as required, with Chairs of Board committees to ensure reasonable consistency of practice in Board business.

4 The Performance of the Board

- a) The Chair should ensure that the Board attempts to maximise its effectiveness through critical self-assessment of its own performance and processes, and through ensuring that appropriate performance review processes exist and are acted upon throughout the institution.
- b) The Chair should ensure that the Board approves and operates a procedure for the regular appraisal/review of the performance of its individual Members and should, where appropriate, meet with individual Members. The Chair should encourage Members to participate in appropriate training and development, as appropriate.
- c) The Chair (together with the Vice-Chair) will be responsible for the appraisal/review of the performance of the Chief Executive, and will report the outcome to the Remuneration Committee.
- d) The Chair will be responsible for the appraisal/review of the performance of the Clerk to the Board and will report the outcome to the Remuneration Committee.
- e) The Chair's performance is assessed by his/her election to office annually. In addition, the Chair should encourage and participate in a process to review

his/her own performance as Chair via an appraisal/review procedure by ordinary Members of the Governing Body. The performance of the Chair will be a discussion item in any one-to-one review meetings between the Chair and individual Members.

- f) The Chair should take a leading role in supporting the work of the Search Committee in securing the recruitment of new Members of the Board, and should ensure that satisfactory succession plans exist for recruiting new Members which take full account of the need to ensure a diverse membership with the necessary skills and expertise.

5 The External Role

- a) The Chair will represent the Board and the College at external meetings, presentations and conferences.
- b) The Chair will play an agreed ambassadorial role on behalf of the institution and engage with a range of stakeholders as appropriate.
- c) The Chair may be asked to play a key role in liaising between key stakeholders and the institution (this role in particular to be exercised in a carefully co-ordinated fashion with senior officers of the institution).
- d) The Chair may participate in the activities of the AoC Governors' Council, as appropriate.

6 Personal

- a) The Chair will have a strong personal commitment to Further Education and the mission, vision, values, aims and objectives of the institution.
- b) The Chair will, at all times, act fairly and impartially in the interests of the Board and institution as a whole, using independent judgment and maintaining confidentiality as appropriate.
- c) The Chair is expected to attend all meetings of which he/she is Chair or a Member, or give timely apologies if absence is unavoidable.
- d) The Chair will make himself/herself available to attend induction/training events organised by the institution and other appropriate bodies.
- e) The Chair will be committed to spending the time necessary to ensure the effectiveness of the Board and College. The likely overall time commitment required of the Chair for the effective conduct of the duties of the post is 15-20 hours per month (this can fluctuate depending on the requirements/ongoing business of the Board and College at a particular time).
- f) The office of Chair is not remunerated, but the Chair is able to reclaim all travelling and similar expenses incurred in the course of institutional business, via the Chief Executive/Clerk.
- g) Directors' liability insurance is in place, as is clerical support, if required.

THE ROLE OF THE COMMITTEE CHAIR AND VICE-CHAIR

Each Committee has a Chair appointed by the Board. The Committee Chair is responsible for ensuring that the business of their Committee is carried out efficiently and in line with the Terms of Reference. In the Chair's absence the Committee's Vice-Chairman will be asked to Chair the meeting.

1. Terms of Office

- a. Committee Chairs and Vice-Chairs are appointed generally by the Board on the recommendation of the Search Committee.
- b. All Committee appointments are reviewed at least every second year.

2. The Role of the Committee Chair

- a. to ensure that their Committee operates within its Terms of Reference and the Code of Conduct.
- b. to chair Committee meetings, ensuring all members are able to contribute.
- c. to engage with the lead Directors and Clerk, as required.
- d. as a senior Board Member to liaise with the senior postholders.
- e. to hold other Committee Members accountable for their attendance, commitment and performance.
- f. to liaise with the Clerk regarding convening meetings and matters to be considered.
- g. Committee Chairs are asked to also serve on the Chair's Group.
- h. A Vice-Chair will Chair meetings in the Chair's absence and may be asked to assume some of the other responsibilities.

3. Delegated Powers

- a. from time to time Committee Chairs may be delegated specific authority to act on the Committee's behalf, or to agree a final document.
- b. in the absence of the Chair and Vice-Chair of the Board, the Chair or Vice Chair of the Finance & General Purposes Committee may approve ventures on behalf of the Board.
- c. in the event of a senior postholder grievance, the Chair of the Board will be asked to recommend an investigating Board Member(s) to the Clerk.

SECTION 2

STRATEGIC PLANNING

The purpose of this section is to explain how governors should contribute to the preparation and monitoring of the College's strategic plan.

1. Governors' Responsibility

The Articles of Government of FE Colleges state that the Board of the College is responsible for -

- the determination of the educational character and mission of the institution and for oversight of its activities;
- the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.

If the Board of Governors is effectively to carry out these responsibilities, then adequate and appropriate strategic planning is essential. In addition, the funding council requires that colleges produce strategic plans both as an aid to the effective management of the institution and also -

- to assist the funding council in determining funding allocations;
- to assure the College itself that it is meeting the statutory requirements placed on it by government.

Strategic planning thus provides an essential framework for the internal management and development of the College and the external scrutiny of the Board's performance in fulfilling its own responsibilities.

2. The Key Elements

Governors have a number of key tasks in the strategic planning process. It is the responsibility of the Board to -

- determine the mission of the College;
- establish its 3-5 year strategic plan;
- agree a one year operating/business plan including targets and objectives;
- establish a monitoring and review mechanism so that governors can assure themselves that targets and objectives are being met;
- review the operation of the College against its strategic objectives and mission statement.

3. Monitoring and Reviewing the Plan

Monitoring performance in implementing the plan is a key task for the Board of Governors if they are to exercise proper oversight of College business. There are two main elements in the establishment of effective monitoring systems -

- the setting of clear objectives and quantifiable targets;
- a framework for regular monitoring of those targets within the College;

4. Setting Strategic Objectives

The strategic plan will determine the main direction of the College's development over a period of 3-5 years and should set out objectives relating to:

- academic developments
- human resources
- physical resources
- finance

5. The Need for Annual Targets

The purpose of the one-year operation or business plan is to establish how the College proposes to move towards those strategic objectives in the coming year. Thus the one-year plan should be more specific and detailed in terms of actions than the strategic plan. It should also be drawn up in response to the most recent Funding Council forecasts and other national policy developments that may have arisen since the strategic plan was approved.

While overall progress towards strategic objectives should be monitored, real progress is likely to depend on setting and meeting specific objectives and targets year-on-year.

6. The Board's Role

The Board itself should not become too involved in the detail - committee minutes will provide a detailed picture for individual governors who wish to be kept informed.

The role of the Board itself should be -

- to review annually overall achievement in reaching objectives as part of the process of preparing/approving the next annual plan;
- to relate the achievement of annual objectives to progress towards the College's strategic objectives;
- to keep those strategic objectives under review and to adjust them when necessary in the light of :
 - actual progress achieved;
 - external developments

7. Summary

The health and success of Eastleigh College within a competitive and constantly changing environment will depend to a large extent on the Board and the Chief Executive working together to ensure a coherent strategic direction for the College's development. Good internal mechanisms for strategic planning and for monitoring implementation and performance have and will continue to greatly enhance the effectiveness of the Board's work in this area.

SECTION 3

GOVERNORS AS EMPLOYERS

Governors have wide-ranging and sometimes complex employment responsibilities.

1. **Scope of Responsibilities**

The vast majority of staff working at Eastleigh College are employed by the Board under contracts issued on the Board's behalf. This includes both teaching and support staff and amounts to a significant number of employees in a diverse range of jobs with different conditions of service.

Those conditions are determined by the College. In law it is the Board of Governors which is responsible for meeting all legal requirements relating to the employment of staff.

Those requirements include -

- meeting national insurance and PAYE regulations;
- complying with employment legislation affecting the appointment, employment and dismissal of staff;
- meeting the requirements, as they affect employers and employees and others, of other legislation such as that on health and safety at work, equal opportunities and race relations, data protection and the disclosure of criminal convictions.

There may be a small number of staff who are engaged on a consultancy basis and who are therefore self-employed. Others may work in the College as the staff of an external contractor supplying services to the College. The Board is not the employer of such staff and does not carry the same range of responsibilities for them as is described below.

2. **What are the Practical Implications for Governors?**

Although in practice day-to-day employment matters are managed by the Chief Executive, the governors remain accountable in law.

The Board has ensured that the College is working within a set of policies which it has approved. Such policies cover -

- employee involvement
- organisation and role design
- remuneration and reward
- staff development and performance management

3. Direct Involvement of Governors

The detailed work of applying these procedures is a matter for the Chief Executive, not for governors, except when the governors are required by their articles to undertake a specific function. Such functions include -

- decide on behalf of the Board the pay and conditions of service of the Chief Executive, the senior staff and the Clerk to the Board - a remuneration committee is established to make recommendations to the Board for this purpose;
- dealing with the appointment of senior staff and their suspension or dismissal (procedures are laid down in The Articles of Government).

SECTION 4

HOW COLLEGES ARE FUNDED

1. Background

Funding for colleges in England is now the responsibility of the Skills Funding Agency (SFA) which is an executive agency of the Department of Business, Innovation and Skills (BIS). While all non-higher education funds for the College come via the SFA, the 16-18 funding originates in the Department for Education (DfE) and is simply passed on by the SFA. This arrangement means that for contracting and performance monitoring the College is served by the SFA and funding policy and priorities for 16-18 learners is set by the Education Funding Agency (previously Young People's Learning Agency). Sixth Form Colleges have a similar relationship with the EFA to the one General Further Education Colleges have with the SFA. In their case, their relationship is with the EFA as are the schools – and adult funding comes to them via the EFA. Each Department is, therefore, responsible for policy for specific age groups; SFA for 19+ and the EFA for pre-19 and it directly manages the overall contracts of certain types of institutions in the FE sector.

2. Major Funding Streams and their Mechanisms

Since 2010, the SFA refers to a single line budget. Allocations that were previously categorised for specific provision have been combined (although curiously they are still monitored under their original headings) perhaps for accountability with Ministers. The main funding streams covered are:

- Adult Learner Responsive provision – which essentially covers the traditional adult evening classes and day courses, usually part-time and paid for mainly by the individual, although employers can contribute to their employees costs.
- Employer Responsive Provision – this is typically NVQ assessment and qualification which is mostly delivered on employers premises, but can also involve off the job training. This element is expected to be co-funded by the employer, although certain provision has exceptions where the funding subsidises the whole cost.
- Apprenticeships – both 16-18 (despite the SFA/EFA usual split) and adult. Young learners are fully funded on their apprenticeship programme, while adults are expected to be co-funded by their employers. Government priorities seek a dramatic growth in adult apprenticeships to absorb the funding for NVQ training, so that employer responsiveness becomes apprenticeship based, especially for medium and large businesses, with Level 3 and 4 apprenticeships being fully funded by employers in the future.
- There is a very small allocation ring fenced for 'safeguarded learning' which is typically non-priority learning in the adult community learning (ACL) tradition. Most ACL is now delivered on a fees only basis without any Government subsidy, though many County Councils have a larger pot of 'safeguarded' learning resources which fund programmes directly delivered by them, or through their schools.
- Additional Learning Support (ALS) is a separate strand of funds made available to support learners 16-18 and 19+ with educational needs beyond the norm. Whilst the value of this is set based on previous need, the College will monitor and report separately the level of funds used on the support needs of the learners currently enrolled, which may differ from year to year as this is based not only on the number of learners in receipt of support, but also

the type of support that is needed. Learners who have physical or mental health needs, or have learning difficulties, are all supported through this funding stream and those with complex needs may receive support which costs up to £19,000 after which a special case needs to be made for further funds.

Allocations are made centrally on the basis of head count and learner/funding value, both of which change each year. As allocations are made against learner numbers, the allocation is fully or partially delivered by recruitment and completion of learners. Hence recruitment and success rates are essential to the financial health of the College.

Only 16-18 apprenticeship funding is reconciled in year ie the contract value against current performance is reviewed and adjusted within the delivery year, so that funds can be moved from under-delivery in one provider to fund over-delivery in another. This reconciliation takes place any time after the end of Quarter 2 (February). All other adult allocations are reconciled at the end of the year, with direct implications for the amount allocated the following year, based on both College-based predictions and an actual performance check in Period 13, the month after the year end (July).

The EFA allocate funds on the basis of 'lagged numbers'. This means that the actual performance of the previous year will be the basis of the following year's allocation. Note that the current year's performance will not be taken as the basis of the allocation, as it has not been completed; only the last complete funding performance is considered, which means that the current year's performance will be the basis of the allocation the year after next.

3. Current Issues

- The SFA – in line with the priorities of BIS – have projected a 3% per annum reduction in the funding value per learner over the period to the Coalition Government. It has also reprioritised types of delivery ie Train to Gain reduces and adult apprentices grow and it introduced a framework of eligibilities for public subsidy that supports 19-24 year olds and certain qualification aims, while flagging up that learners at Level 3 will have no Government subsidy in two years' time.
- The Government's highest priority is the 16-18 learner, though the specific category of NEETs (those young people not in education or employment with training) which was separately funded has been incorporated into mainstream funding.
- The expected fee income for adult courses steadily rose over the previous three years from 25% to 50%. This increase has now been enhanced by the identification of levels of learning that will not be funded at all.
- Bidding for growth and special circumstances is no longer tolerated. The only exception is extra funding for 16-18 apprenticeship growth in year where current performance shows the contract value will be exceeded. The SFA is thought to hold back some money from initial allocations to be able to support adult apprenticeship growth, but this is an ad hoc arrangement while the commitment to 16-18 apprenticeship growth is policy driven.

SECTION 5

THE CURRICULUM

The purpose of this section is to provide governors with information about the curriculum in FE colleges and the role of governors in its design and development.

1. Responsibility for the Curriculum

The formal position of Board members in relation to the curriculum is established in the Articles of Government, which give governors responsibility for the determination of the educational character and mission of the institution and oversight of its activities. The LSC Guide for College Governors goes on to state that:

"the educational character of the college is taken to mean the college's broad purpose and strategic direction, the nature of its educational programme, the pattern of its courses, any special characteristics of the range of subjects taught, the overall ethos of the college, its admissions policy and its relationship to the community it serves".

The most important outcome of the activities of any college must be the success of its students. Students are more likely to succeed if their learning programmes are appropriate to their needs. The curriculum strategy adopted by the college determines the makeup of those learning programmes, the breadth of choice available and therefore the opportunities on offer to individual students. The curriculum is at the very heart of the business of running a college successfully and is a vital part of the college's mission and strategic plan.

2. Governors' Part in Curriculum Development

The process of design, development and delivery of the curriculum involves the Board of Governors, with advice from the Chief Executive determining a mission statement and, within the strategic plan, setting an over-arching curriculum policy. The Chief Executive then has the responsibility and the authority for developing the detail of that policy and converting it into practice.

In designing and developing the college curriculum, the Chief Executive and her/his team must consider the local community and also the style and content of curriculum best suited to its needs. This involves substantial market research involving both curriculum and customer services staff. The Board regularly monitors the process of identifying and responding to market needs through the Standards Committee.

Eastleigh College has a sub-committee of its Standards Committee, the Quality Board. The Quality Board is the committee which reviews and evaluates the curriculum offer and makes recommendations to the Board on curriculum policy.

3. Implementation

It is for the Chief Executive to implement the policy once agreed. Governors rely on the expertise and experience of the Chief Executive and her/his team in

developing and providing an appropriate curriculum, taking all the factors into proper account.

While it is reasonable to expect the Board to be sensitive to, and understanding of, the complexities being tackled by managers, as well as expecting proper accountability, governors should consider with the Chief Executive the most appropriate means of ensuring that they are kept involved in curriculum issues. This includes agreement on timing and nature of committee/board agenda items and agreed reporting and monitoring procedures. This also includes special presentations by key members of staff as well as the regular monitoring of objectives and targets.

SECTION 6

MONITORING AND MANAGEMENT OF BOARD ACTIVITIES

This section provides governors with information about the way in which the Board of Governors goes about its business, the rules under which the Board and its committees operate, the role of the Clerk and ways in which the Board can evaluate its own performance.

1. Corporate Governance

The Board of Governors is a corporate body. This means it is a body composed of a number of individuals who are empowered to act as a single person with a separate identity from that of its individual members. The implications of corporate status for the individual governor are -

- decisions are taken collectively at formally convened meetings and are binding on its members;
- no individual governor (unless specifically authorised) may act or speak on behalf of the Board of Governors;
- accountability for the Board's decisions and their consequences is collective, not individual.

Effective corporate governance requires that governors will abide by certain principles when making their own contribution to the business of the Board of Governors or its committees -

- working co-operatively with fellow governors in the College's best interests;
- reaching a view on issues on the basis of the facts presented and not on preconceived or partisan views;
- supporting corporate decisions whatever one's personal view on the matter under discussion;
- respecting any decision of the Board of Governors that an item of business should remain confidential;
- declaring any personal conflicts of interest arising from discussion of business or from other aspects of governorship.

2. Planning the Board's Business

Proper advance planning of the Board's business is essential to good governance. Such planning enables -

- key decisions to be made at the right time;
- senior managers to know when papers are required;

- the framework of committee meetings and full Board meetings to be held in the right sequence;
- individual governors to reserve dates of meetings well in advance.

The annual cycles of the academic and financial years create unavoidable deadlines in many aspects of decision-making. Many of the deadlines, particularly those related to financial procedures, are imposed by the funding councils and other external bodies. Compliance is in the best interests of smooth administration of College business and a co-operative relationship with funding bodies.

Such deadlines can be programmed into a logical and ordered sequence of business. Governors also need to identify and programme their own requirements for reports and data from the College. With skilful advance planning, the weight of business coming to any one meeting can be managed, key deadlines can be met and *ad hoc* demands on staff minimised.

Planning and management of the Board's business are matters for the Chair, working closely with the Chief Executive and the Clerk. Similarly, chairs of committees will need to plan and manage committee business in consultation with appropriate senior staff and with the Clerk.

All governors can contribute to the effectiveness with which the Board meets its heavy workload by -

- a) keeping meeting dates free;
- b) reading papers before coming to the meeting;
- c) respecting the authority of the Chair in her/his management of the meeting.

3. The Role of the Chair

There must be close and regular liaison on a range of matters between the Board of Governors and the Chief Executive and senior staff of the College between meetings. An effective working relationship between the Chair of the Board of Governors and the Chief Executive is of key importance to the well-being of the College and to the progress of business outside formal meetings.

It is through this relationship that the balance will be maintained between the need for the Chief Executive to exercise her/his delegated responsibility to manage the College and the need to ensure that the Board is aware of, and supports, the line taken on significant or potentially contentious management issues.

Governors should, therefore, look to the Chair to take action between meetings and in so doing keep governors informed of significant issues. In some circumstances, chairs of committees or governors authorised to undertake specific tasks will have a similar role. The important principle is that of reporting back on such activity to the Board or committee, as appropriate.

4. Committees

All boards need to delegate some work to committees -

- to spread the load;
- to provide forums for issues where discussion by the full Board would be inappropriate.

Eastleigh College has a committee structure which includes -

- an **audit committee**, which monitors the effectiveness of financial controls, monitors the work of internal and external auditors and responds to their reports;
- a **search committee** concerned with recruitment and shortlisting candidates for appointment to the Board;
- a **finance and general purposes committee**, which deals with finance and staffing matters;
- a **remuneration committee**, to advise on the pay and conditions of senior postholders;
- a **standards committee**, which considers curriculum and marketing strategies and policies and which monitors the processes for quality assurance;
- a **committee chairs group** to review and determine the Board's commitment to Board management, interaction and methodology to ensure stability and uniformity of effort and function.

In addition, special committees are established in the event of a proposal to discipline a senior postholder.

All governors need to make themselves available for service on one or more committee.

5. Procedure

Boards of governors must work within rules which they themselves have adopted. Some basic procedural matters are set out in The Instrument and Articles of Government - the remainder have been agreed and incorporated within the Board's own standing orders.

Standing orders cover such matters as election of chair and vice chair, convening of meetings, quorum, voting, declaration of personal interest, publication of agendas and minutes, terms of reference of committees and lapsing of membership due to non-attendance. Once adopted, it is the responsibility of the chair of the meeting, guided by the Clerk, to ensure that procedural rules are adhered to.

A copy of the Board's standing orders is contained in part two of this directory.

6. The Clerk

The Clerk serves the Board of Governors but is not a member of it. S/he is responsible for convening meetings, recording those meetings and advising on procedure. The legitimacy of the Board's business depends on the proper conduct of its meetings, including the preparation of papers and minutes.

The Clerk has an important role, not only in ensuring good practice and probity in the affairs of the Board, but also in providing it with efficient administrative support, particularly in agenda preparation and minute taking.

The importance and independence of the role is recognised by The Instrument and Articles of Government, which place the responsibility for appointment of the Clerk on the Board itself. The role of the Clerk and its relationship to the proper conduct of the Board's business has been the subject of detailed guidance (see "A Guide for Clerks").

7. Support for the College

Much of the governor's activity will inevitably be directed to the business of formal Board and committee meetings. The contribution made by governors to discussion at such meetings will be greatly enhanced if individual governors involve themselves in other activities which will increase the depth of their own knowledge about the College and the issues facing it. Such involvement by governors can also be of real value to the College itself. Examples of ways in which governors can actively support the work of the College include -

- visiting (by appointment) the College during term time to see aspects of its work at first hand and to meet informally the staff concerned. The College has a Faculty Link Governor scheme which allocates a particular curriculum area to each governor to provide a permanent link and point of contact;
- fostering links with community groups or interests which have (or may wish to develop) particular links with the College;
- establishing good liaison between local employers and the College and encouraging a two-way flow of information about the needs and aspirations of each;
- an involvement in the College's Self Assessment Review.

Individual governors will each have something particular from their own background and experience which can be of value to the College in supporting its work and in its relationship to the world outside the College. New governors should let the Chair and Chief Executive know of any particular area of interest which they think might be of value in their role as a governor.

8. Evaluating the Board's Performance

The effectiveness of the Board in undertaking its duties will have implications for the College as a whole. For this reason it is important that all Board members consider how they can evaluate their own performance as individuals and the Board's performance as a corporate body. The governors carry out an annual self assessment as part of the overall quality assurance framework for the College.

SECTION 7

COLLEGE INSPECTION

1. Purpose of Inspection

The Skills Funding Agency is responsible for monitoring providers' performance against contract allocations and value for money. This latter concept is measured by success rates and Minimum Levels of Performance are applied to recognise where funding should be withdrawn from the less successful providers whose success rates have fallen below a 'floor target' or minimum level of performance. These controls are very specific to particular courses, curriculum subject areas and types of provision. Through this mechanism, the SFA seeks to use funding only with providers who have acceptable success rates and recruit to target. Much is said about meeting local needs, or supporting growth in the local economy, but there are no easy measures for this and neither the SFA, BIS, nor Ofsted have a way of measuring this aspect of a provider's performance.

As the SFA acts externally to channel funds judiciously to achieve continuous improvement in value for money, it also expects providers to seek self improvement through a regular and rigorous self assessment process which feeds a Quality Improvement Plan. The SFA does not impose any particular self assessment process. Providers are also subject to external inspection on a six-year cycle, although the frequency of this will change at the end of the current cycle. They may also be required to take part in area inspections and reviews. Inspection will take place at short notice – 3 weeks – and the judgements in the provider's own self assessment process will be rigorously tested.

The college inspection is led by Ofsted and is based on a Common Inspection Framework, which consists of over 200 questions. The framework of questions falls under several headings, as follows:

Overall Effectiveness		how effective and efficient is the provider in meeting the needs of learners and users and why?
Capacity to Improve		what is the provider's capacity to make and sustain improvements?
Outcome for Learners	-	how well do learners achieve?
Quality of provision	-	how effective are teaching, training and learning?
	-	how do resources affect achievement and learning?
	-	how effective are the assessment and monitoring of learners' progress?
	-	how well do the programmes and courses meet the needs and interests of learners?
	-	how well are learners guided and supported?
Leadership and Management	-	how effective are leadership and management in raising achievement and supporting all learners?

How effectively do governors and supervisory bodies provide leadership, direction and challenge?

How effectively does the provider promote the safeguarding of learners?

How effectively does the provider actively promote equality and diversity, tackle discrimination and narrow the achievement gap?

how effectively does the provider engage with users to support and promote improvements?

how effectively does self assessment improve the quality of the provision and outcomes for learners?

how efficiently and effectively does the provider use its available resources to secure value for money?

This framework highlights the responsibilities of the governors to include:

- oversight and challenge of the College's educational performance
- playing a full role in the College self assessment and development plan
- ensuring that learner needs are at the centre of the self assessment process
- governors being examined within the question on Effective Leadership on raising achievement and supporting all learners
- external judgement of governance based on student performance as governors should be active in 'driving up standards'
- emphasis on safeguarding, equality and diversity
- emphasis on collaboration within the local community to benefit the local and regional economy, including our work with other colleges and learning providers

NB - Governance will be graded within Leadership and Management, rather than separately.

2. The Inspection Process

The College is required to supply extensive documentation in advance of the inspection. Inspectors then prepare a pre-inspection commentary and a college performance report for agreement approximately two weeks before inspection takes place. In inspection week, a team of inspectors are engaged in a whole college inspection. The focus of this is on:

- accuracy of judgements contained within the self assessment
- standards of teaching and learning
- scope of provision
- retention
- achievement (standards)
- leadership and management

Meetings with staff, students and governors take place and, at the end of the one week, feedback is provided to the Chief Executive, senior managers and Governors. The inspection report is finalised with confirmed grades within 21 days of the end of the visit, which will be published on the Internet.

3. Grading

The inspection report will be in the style of former Ofsted school reports and gradings will be overall 1-4

- 1 = Outstanding
- 2 = Good
- 3 = Requires Improvement
- 4 = Inadequate

EASTLEIGH COLLEGE

SECTION 8

INSTRUMENT AND ARTICLES OF GOVERNMENT

Approved by the Board 12 December 2012

INSTRUMENT OF GOVERNMENT

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1. Interpretation of the Terms Used
2. Composition of the Board
3. Appointment of the Members of the Board
4. Appointment of the Chair and Vice-Chair
5. Appointment of the Clerk to the Board
6. Persons who are Ineligible to be Members
7. Termination of Membership
8. Members Not to Hold Interests in Matters Relating to the College
9. Meetings
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11. Proceedings of Meetings
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13. Public Access to Meetings
14. Publication of Minutes and Papers
15. Payment of Allowances to Members
16. Copies of the Instrument of Government
17. Change of Name of the Board
18. Application of the Seal

1. Interpretation of Terms Used

In this Instrument of Government

- a) any reference to 'Chief Executive' will include a person acting as Chief Executive;
- b) 'the Clerk' means the Clerk to the Board;
- c) 'the Board' means the governing body of Eastleigh College;
- d) 'the College' means Eastleigh College which the Board is established to conduct and any college for the time being conducted by the Board in exercise of its powers under the Further and Higher Education Act 1992;
- e) 'this Instrument' means this Instrument of Government;
- f) 'meeting' includes a meeting at which the members attending are present in more than one room, provided that by the use of video-conferencing facilities it is possible for every person present at the meeting to communicate with each other;
- g) 'necessary skills' means skills and experience, other than professional qualifications, specified by the Board as appropriate for members to have;
- h) 'Secretary of State' means the Secretary of State for Business Innovation and Skills ('BIS') or the successor organisation to BIS from time to time;
- i) 'Staff' means a person or persons who have a contract of employment with Eastleigh College;
- j) 'staff matters' means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff.
- k) 'independent member' means members other than staff, students or Chief Executive.

2. Composition of the Board

- 1) The Board will consist of
 - a) up to twenty members, but not less than ten members, who appear to the Board to have the necessary skills to ensure that the Board carries out its functions under article 3 of the Articles of Government ('independent governors'); and will include
 - b) the Chief Executive; and
 - c) two members of staff, one being a member of the academic staff, to be nominated and elected by those staff, and one being a member of the non-academic staff, to be nominated and elected by those staff ('staff governors'); and
 - d) at least one Student of the College, but not more than three, who have been nominated by their fellow Students, or self-nominated, and recommended for appointment by the Student Council and Student Executive ('Student Governors').

- 2) The Clerk will be responsible for advising the Board whether a person is eligible for nomination, election and appointment as a member of the Board under paragraph 2 (1).
- 3) Changes to the numbers of members can only be by resolution of the Board.

3. Appointment of the Members of the Board

- 1) The Board is the appointing authority in relation to the appointment of its members.
- 2) If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.
- 3) A member of the Board, or a co-opted committee member, will hold office for a term determined by the Board on appointment.
- 4) Members, and co-opted committee members, retiring at the end of their term of office will be eligible for reappointment, but only for a maximum of two terms.

4. Appointment of the Chair and Vice-Chair

- 1) The members of the Board will appoint a Chair and up to two Vice-Chairs from among themselves, but neither the Chief Executive, nor any staff or student member will be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- 2) If both the Chair and the Vice-Chair are absent from any meeting of the Board, the members present will choose someone from among themselves to act as Chair for that meeting.
- 3) The Chair and Vice-Chair will hold office for such period as the Board decides and may resign from office at any time by giving notice in writing to the Clerk.
- 4) If the Board is satisfied that the Chair or Vice Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair or Vice Chair from office and the office will then be vacant.
- 5) At the last meeting before the end of the term of office of the Chair or Vice Chair, or at the first meeting following the Chair or Vice Chair's resignation or removal from office, the members will appoint a replacement from among themselves.
- 6) At the end of their respective terms of office, the Chair and Vice-Chair will be eligible for reappointment, but only for a maximum of two terms.

5. Appointment of the Clerk to the Board

- 1) The Board will appoint a person to serve as its Clerk and/or a Deputy Clerk, who may be appointed by the College, but the Chief Executive may not be appointed as Clerk or Deputy Clerk.

- 2) In the temporary absence of the Clerk, the Deputy Clerk may deputise or the Board will appoint a person to serve as a temporary Clerk, but the Chief Executive may not be appointed as temporary Clerk.
- 3) Any reference in this Instrument to the Clerk will include a temporary Clerk or Deputy Clerk appointed under paragraph 5 (2).
- 4) Subject to clauses 11 (9) and 11 (10), the Clerk will attend all meetings of the Board and any of its committees.
- 5) The Clerk will be independent of College management and will have no management duties or responsibilities.

6. Persons who are Ineligible to be Members

- 1) The following persons are ineligible to be appointed as a member of, or from continuing to be a member of, the Board:
 - a) anyone under the age of 18 years, except as a student member;
 - b) the Clerk;
 - c) a person who is a member of staff of the College, except as a staff member or in the capacity of Chief Executive.
- 2) Restrictions on eligibility are as for the Charities Act 2011, the relevant section of the Act is available on request from the Clerk.

7. Termination of Membership

- 1) A member may resign from office at any time by giving notice in writing to the Clerk.
- 2) If at any time the Board is satisfied that any member
 - a) is unfit or unable to discharge the functions of a member or
 - b) has been absent from meetings of the Board for a period longer than six consecutive months without the permission of the Board – the Board may by notice in writing to that member suspend or remove the member from office.
- 3) Any person who is a member of the Board by virtue of being a member of the staff at the College, including the Chief Executive, will cease to hold office upon ceasing to be a member of the staff.
- 4) A student member will cease to hold office
 - a) at the end of the student's final academic year, or at such other time in the year after ceasing to be student as the Board may decide or
 - b) if expelled from the College.

8. Members Not to Hold interests in the College

- 1) A member to whom clause 8 (2) applies will
 - a) disclose to the Board the nature and extent of the interest; and
 - b) if present at a meeting of the Board, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph 8 (2) is to be considered, not take part in the consideration or vote on any question with respect to it; and
 - c) withdraw, if present at a meeting of the Board, or any of its committees, at which such supply, contract or other matter as is mentioned in clause 8 (2) is to be considered, where required to do so by a majority of the members of the Board or committee present at the meeting.
- 2) This paragraph applies to a member who
 - a) has any financial interest in
 - i. the supply of work to the College, or the supply of goods for the purposes of the College;
 - ii. any contract or proposed contract concerning the College; or
 - iii. any other matter relating to the College; or
 - b) has any other interest of a type specified by the Board in any matter relating to the College.
- 3) This clause will not prevent the members considering and voting upon proposals for the Board to insure them against liabilities incurred by them arising out of their office or the Board obtaining such insurance and paying the premium.
- 4) The Clerk will maintain a register of the interests of the members which have been disclosed and the register will be made available during the College's normal office hours to any person wishing to inspect it.

9. Meetings

- 1) The Board will meet at least once in every term, and will hold such other meetings as may be necessary.
- 2) Subject to clauses 9 (3) (4) and (5), all meetings will be called by the Clerk, who will, at least seven calendar days before the date of the meeting, send to the members of the Board notice of the meeting and a copy of the proposed agenda.
- 3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair will, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.

- 4) A special meeting of the Board may be called at any time by the Chair, or at the request of five members, at least two of whom must be independent members, in writing to the Clerk.
- 5) Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.
- 6) Every member will act in the best interests of the Board and will not be bound to speak or vote by mandates given by any other body or person.

10. Quorum

- 1) Meetings of the Board will be quorate if the number of members present is at least 40% of the total number of members, of which more than half must be independent members.
- 2) If the number of members present for a meeting of the Board does not constitute a quorum, the meeting will not be held.
- 3) If during a meeting of the Board there ceases to be a quorum, the meeting will be terminated at once.
- 4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.
- 5) Members who declare any interest in an item will not count towards the quorum.

11. Proceedings of meetings

- 1) Every question to be decided at a meeting of the Board and its committees will be decided by a majority of the votes cast by members present and entitled to vote on the question.
- 2) Where, at a meeting of the Board or a committee, there is an equal division of votes on a question to be decided, the Chair of the meeting will have a second or casting vote.
- 3) A member may not vote by proxy or by way of postal vote.
- 4) No resolution of the members may be rescinded, varied or reconsidered, for at least six months, unless five members, which must include at least two independent members, submit written notice to the Clerk requesting that the matter be put on the agenda for the next meeting of the Board.
- 5) A member of staff at the College, including the Chief Executive, will withdraw
 - a) from that part of any meeting of the Board, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered. In respect of the latter the member of staff need not disclose an interest and may take part in the consideration of the matter and vote on any

- question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Board as a whole and does not seek to represent the interests of any other person or body, but will withdraw from that part of any meeting of the Board, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
- b) from that part of any meeting of the Board, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
 - c) if so required by a resolution of the other members present, from that part of any meeting of the Board or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- 6) A student member who is under the age of 18 will not vote at a meeting of the Board, or any of its committees, on any question concerning any proposal
 - a) for the expenditure of money by the Board; or
 - b) under which the Board, or any members of the Board, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
 - 7) A student member will withdraw from that part of any meeting of the Board or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
 - 8) In any case where the Board, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the College, a student member will
 - a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
 - b) where required to do so by a majority of the members, other than student members, of the Board or committee present at the meeting, withdraw from the meeting.
 - 9) The Clerk will withdraw from that part of any meeting of the Board, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
 - 10) If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Board, the Board will appoint either the Deputy Clerk or a person from among themselves to act as Clerk to the committee during this absence.

12. Minutes

- 1) Written minutes of every meeting of the Board will be prepared, and, subject to paragraph (2), at every meeting of the Board the minutes of the last meeting will be taken as an agenda item.
- 2) Clause 12 (1) will not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they will be taken as an agenda item at the next meeting which is not a special meeting.
- 3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes will be signed as a true record by the Chair of the meeting.
- 4) Separate minutes will be taken of those parts of meetings from which staff members, the Chief Executive, student members or the Clerk have withdrawn from a meeting in accordance with clause 11 (5), (7), (8) or (9) and such persons will not be entitled to see the minutes of that part of the meeting or any papers relating to it.
- 5) Subject to confidential items not being published, the Clerk will ensure that the minutes of Board and committee meetings, if they have been approved by the Board or committee concerned, are published on the College's website and made available for inspection at the College by any person, during normal office hours.

13. Public Access to Meetings

Persons who are not members of the Board will not be admitted to meetings of the Board or its committees unless invited to do so by the Chair of the Board in respect of Board meetings, and committee Chairs in respect of their committees; the Clerk will ensure that this policy is published on the College's website.

14. Publication of Minutes and Papers

- 1) Subject to paragraph (2), the Clerk will ensure that a copy of
 - a) the agenda and the signed minutes for every meeting of the Board and its committees
 - b) any report, document or other paper considered at any such meetings, will as soon as possible be made available during normal office hours at the College to any person wishing to inspect them.
- 2) There will be excluded from any item made available for inspection any material relating to
 - a) a named person employed at or proposed to be employed at the College;
 - b) a named student at, or candidate for admission to, the College;
 - c) the Clerk; or
 - d) any matter which, by reason of its nature, the Board is satisfied should be dealt with on a confidential basis.

- 3) Subject to clause 14 (2), the Clerk will ensure that a copy of the signed minutes of every meeting of the Board and its committees under clause 14 (1) are placed on the College's website for at least one year.
- 4) The Board will review annually all material excluded from inspection under clause (2) (d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

15. Payment of Allowances to Members and Co-opted Committee Members

The Board may pay to its members, and co-opted committee members, such travelling, subsistence or other allowances as it decides, but will not without the written approval of the Secretary of State and the Charity Commission, pay allowances which remunerate them for their services as members.

16. Copies of the Instrument of Government

A copy of this Instrument, and of any rules and bye-laws, will be made available, during normal office hours, to anybody free of charge.

17. Change of Name of the Board

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

19. Application of the Seal

The application of the seal of the Board will be authenticated by

- 1) the signature of either the Chair or Vice Chair, or of some other member authorised either generally or specially by the Board to act for that purpose; and
- 2) the signature of any other member.

ARTICLES OF GOVERNMENT

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1. Interpretation of the Terms Used

In these Articles of Government

- a) any reference to 'the Chief Executive' will include a person acting as Chief Executive;
- b) 'the Articles' means these Articles of Government;
- c) 'Chair' and 'Vice-Chair' mean respectively the Chair and Vice-Chair of the Board appointed under clause 6 of the Instrument of Government;
- d) 'the Clerk' has the same meaning as in the Instrument of Government;
- e) 'the Board' has the same meaning as in the Instrument of Government;
- f) 'staff member' and 'student member' have the same meanings as in the Instrument of Government;
- g) 'the Secretary of State' means the Secretary of State for Business, Innovation, and Skills ('BIS') or the successor organisation to BIS from time to time;
- h) 'senior post' means the post of Chief Executive and such other senior posts as the Board may decide for the purposes of these Articles;
- i) 'the staff' means all the staff who have a contract of employment with the College;
- j) 'the students' union' means any association of students formed to further the educational purposes of the College and the interests of students, as students, or any representative body.

2. Conduct of the College

The business of the College will be conducted in accordance with the provisions of

- 1) the Instrument of Government;
- 2) these Articles;
- 3) College rules, policies and procedures established under Article 13,
- 4) the seven principles of public life as set out in the 'Second Report of the Nolan Committee on Standards in Public Life' May 1996;
- 5) United Kingdom and European Union legislation, directives and case law; and
- 6) any other regulatory requirements, such as the Financial Memorandum and the Audit Code of Practice.

3. Responsibilities of the Board, the Chief Executive and the Clerk

- 1) The Board will be responsible for the
 - a) determination and annual review of the College's educational character and mission;
 - b) the approval of the College's overarching strategic direction and strategy;
 - c) publishing arrangements for obtaining the views of staff and students on the determination and annual review of the educational character and mission of the College;
 - d) approving the quality strategy of the College annually;
 - e) effective and efficient use of resources, the solvency of the College and the Board and safeguarding their assets;
 - f) approving annual estimates of income and expenditure;
 - g) appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk;
 - h) setting a framework for the pay and conditions of service of all other staff.
- 2) Subject to the responsibilities of the Board, the Chief Executive will be responsible for
 - a) making proposals to the Board about the educational character and mission of the College and implementing the decisions of the Board;
 - a. the determination of the College's academic activities;
 - b. 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;
 - c. the organisation, direction and management of the College and leadership of the staff;
 - d. the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework approved by the Board, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk;
 - e. maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- 3) The Clerk will be responsible for advising the Board on the operation of its powers, procedural matters, the conduct of its business and matters of governance practice.

4. The Establishment of Committees and Delegation of Functions Generally

- 1) In addition to any legal committee requirements, the Board may establish committees for any purpose or function, other than those assigned in these Articles to the Chief Executive or Clerk, and may delegate powers to
 - a) such committees;
 - b) the Chair, or in the Chair's absence, the Vice-Chair; or
 - c) the Chief Executive.
- 2) The number of members of a committee, which may include co-opted committee members, and the terms on which they are to hold and to vacate office, will be decided by the Board.
- 3) The Board may also establish committees under collaboration arrangements made with other further education colleges or maintained schools (or with both), and such joint committees will be subject to any statutory or regulatory requirements.

5. Delegable and Non-delegable Functions

The Board will not delegate the

- a) determination of the educational character and mission of the College;
- b) the approval of the College's overarching strategic direction and strategy;
- c) approval of the annual estimates of income and expenditure;
- d) responsibility for ensuring the solvency of the College and the Board and for safeguarding their assets;
- e) appointment of the Chief Executive or holder of a senior post;
- f) appointment of the Clerk; and
- g) modification or revocation of these Articles.

6. Chief Executive's Delegation

The Chief Executive may delegate functions to the holder of any other senior post other than the management of budget and resources and any other functions that have been delegated specifically to the Chief Executive by the Board.

7. Appointment and Promotion of Staff

- 1) The Board will appoint the Chief Executive, senior postholders and the Clerk in accordance with its policies and procedures in this regard.

- 2) In the event of a senior post vacancy, or long term absence, a member of staff
 - a) may be required to act as Chief Executive or in the place of any other senior post holder;

and
 - b) if so required, will have all the duties and responsibilities of the Chief Executive or such other senior post holder during the period of the vacancy or temporary absence.
- 3) The Chief Executive will be responsible for the appointment of all members of staff, other than senior post holders and the Clerk, in accordance with the Board's policies and procedures in this regard.

8. Codes of Conduct

The Board will approve codes of conduct for governors, staff and contractors.

9. Grievance, Suspension and Disciplinary Procedures

The Board will approve procedures for all staff to cover grievance, suspension, discipline and dismissal.

10. Students

- 1) Any students' union will conduct and manage its own affairs and funds in accordance with a constitution approved by the Board.
- 2) After consultation with representatives of the students, the Board will make rules concerning the conduct of students, including procedures for their suspension and expulsion, including expulsion for an unsatisfactory standard of work or other academic reason.

11. Internal Audit

- 1) The Board will, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Board's resources.
- 2) The Board may arrange for the examination and evaluation mentioned in clause 11 (1) to be carried out on its behalf by internal auditors.
- 3) The Board will not appoint persons as internal auditors to carry out the activities referred to in clause (1) if those persons are already appointed as external auditors under article 12.

12. Accounts and Audit of Accounts

- 1) The Board will
 - a) keep proper accounts and proper records in relation to the accounts; and

- b) prepare a statement of accounts for each financial year of the Board.
- 2) The statement will
- a) give a true and fair account of the state of the Board's affairs at the end of the financial year and of its income and expenditure in the financial year; and
 - b) comply with any directions given by the CE of Skills Funding as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.
- 3) The accounts and the statement of accounts will be audited by external auditors appointed by the Board in respect of each financial year.
- 4) The Board will not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 11.
- 5) Auditors will be appointed and audit work conducted in accordance with any legal or regulatory requirements.

13. Rules, Policies and Procedures

The Board will establish rules, policies and procedures relating to the government and conduct of the College.

14. Copies of Articles of Government and Rules, Policies and Procedures

A copy of these Articles, and of any rules, policies and procedures, will be made available, during normal office hours, to anybody free of charge.

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

The Board may amend an Instrument or Article by a majority resolution at a Board meeting, providing that no changes result in the body ceasing to be a charity.

16. Dissolution of the Board

- 1) The Board may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.
- 2) The Board will ensure that a copy of the draft resolution to dissolve the Board on a specified date will be published at least one month before the proposed date of such resolution.

SECTION 9

THE COLLEGE

Eastleigh College is a medium-sized, vocational General Further Education College serving the local and regional business training and educational needs of Eastleigh, Southampton, Winchester, Romsey and rural areas of mid-Hampshire. It is a Grade 1 'Outstanding' College (Ofsted). The College has Beacon status awarded for the excellence of the quality of its provision and is also formally recognised for its 'Investors in People'; 'Investors in Diversity'; 'Chartermark' for College House and 'Matrix' accreditations. Eastleigh College is a founder member of the Eastleigh Consortium of schools and colleges working to provide high quality education and career progression opportunities for all school leavers in the south Hampshire region.

Colleges were created as independent statutory Boards by order of the Secretary of State for Education under the Further and Higher Education Act of 1992. The colleges were all established with effect from 1 April 1993, having previously been maintained by the Local Education Authority.

The College Vision

The first choice provider of outstanding support for skills and learning, recognised for its success in inspiring individuals and employers to achieve their potential.

The College Mission

- To identify and respond quickly and effectively to the needs of individuals, employers and partners to support the economic development of the region
- To promote a positive and enabling experience for a diverse range of learners
- To continuously develop the quality of the service we provide to maintain best practice and high levels of success
- To provide a wide range of relevant progression opportunities to meet the needs of the communities we serve.

The College has approximately 2,000 pre-19 learners and 19,000 adult learners, many of whom are sponsored by their employers and the programmes delivered on employers' premises. We have six community education centres in the surrounding area and a residential unit for students with learning difficulties. The College service is provided by 256 full-time equivalent staff with an annual budget of over £19 million.

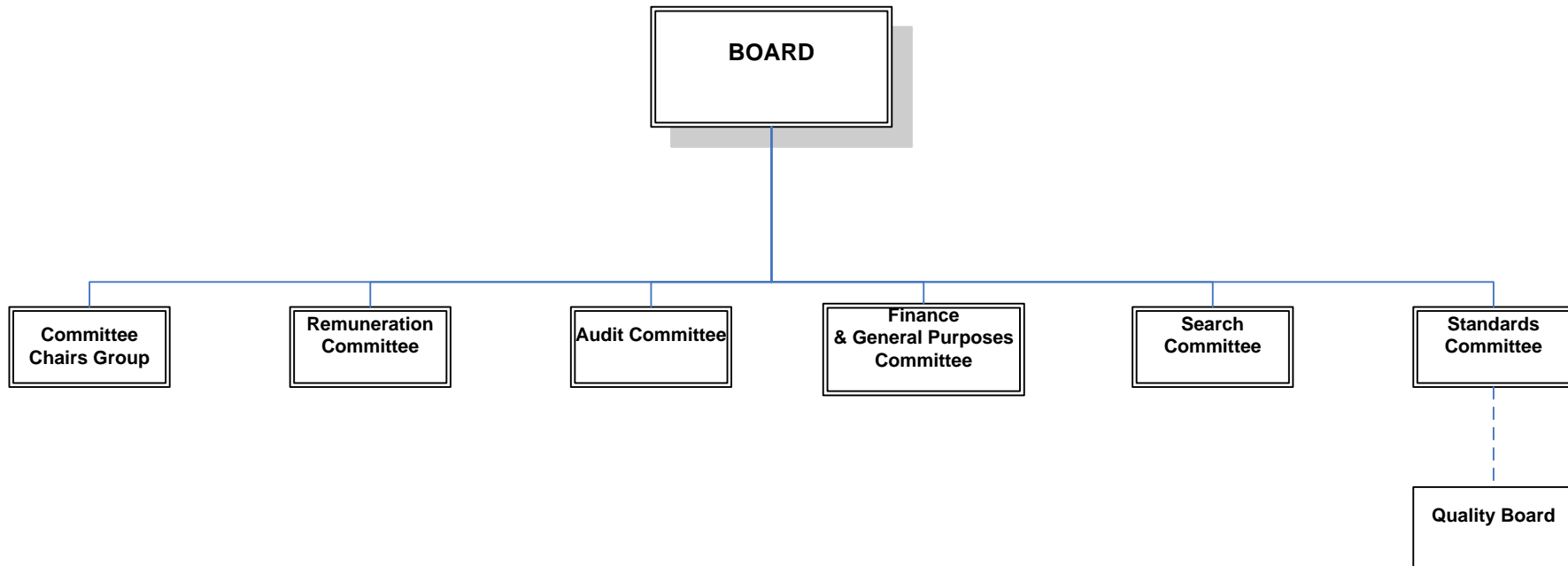
The Chief Executive, Tony Lau-Walker, heads the College's Senior Management Team and is assisted by two directors who are responsible for Curriculum and Finance. There are three Faculty areas, Technology, Professional Studies and Creative & Life Skills, which deliver education and training for 14-19's and adults across the learning areas funded by the Skills Funding Agency (SFA), the Young People's Learning Agency (YPLA), and for a small number of learners, the Higher Education Funding Council.

The curriculum staff work in Faculty teams. About 90 full-time and 174 part-time staff on the main site are support staff. They work in a variety of areas that include the following:

Finance	Computer Services	MIS and Contracts
College Secretariat	Human Resources	Learning Centre
IAG and Admissions	Examinations	Premises & Estates
Marketing	Workforce Business Development	

SECTION 10

EASTLEIGH COLLEGE GOVERNING BODY



SECTION 11

EASTLEIGH COLLEGE BOARD – OPERATION & STRUCTURE

1. Terms of Reference

The Articles of Government detail the responsibilities of the Board in the following way:

- for the determination of the educational character and mission of the institution and for oversight of its activities
- for the effective and efficient use of resources, the solvency of the College and the Board and for safeguarding their assets
- for approving annual estimates of income and expenditure (including capital)
- for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts
- for setting a framework for the pay and conditions of service of all other staff

The SFA/YPLA further requires that the Board:

- ensure funds are used only in accordance with the 1992 Act, the Financial Memorandum and any other conditions the SFA/YPLA may determine from time to time
- ensure financial planning and other management controls, including controls against fraud and theft applied by the College are appropriate and sufficient to safeguard funds
- secure the efficient, economic and effective management of all of the college's resources and expenditure, capital assets and equipment and staff, so that investment of public funds are not put at risk
- take financial considerations into account at all stages in reaching decisions and in their execution
- approve the policy for tuition and other fees.

2. Authority and Delegation

The Board will delegate business to its committees and will approve their recommendations through the receipt of minutes and reports. The Board will refer back to the relevant committee those issues where the Board is aware of material facts which may alter recommendations of a committee. Some matters will not be delegated and these will include:

- 2.1 the determination of the educational character of the institution through establishing the vision and mission
- 2.2 the approval of the annual estimates of income and expenditure

- 2.3 ensuring the solvency of the institution and the Board and the safeguarding of these assets
- 2.4 the appointment and dismissal of the Chief Executive
- 2.5 approval and monitoring of the strategic plan
- 2.6 applications to modify or revoke of the Articles of Government
- 2.7 approval of pay policies.

3. Membership

3.1 The Board will have a complement of the following members:

Members	13
Chief Executive	1
Staff members	2
Student members	<u>3</u>
Total	<u>19</u>

- 3.2 Advisory Governors - may be appointed, as decided by the Search Committee.
- 3.3 Governors in Waiting – suitably selected potential Governors may be interviewed and appointed through the Search Committee and encouraged to attend meetings without a vote, to await a full Governor vacancy.
- 3.4 A quorum shall be 40% of the determined total membership ie 8 members.
- 3.5 The Chair and Vice-Chair (who will not be the Chief Executive, staff or Student Governors) will be appointed by the Board.
- 3.6 The senior postholders will be invited to attend each meeting. However, the Board and its committees will meet without the members of the Senior Management Team for the first 10 minutes of each meeting.
- 3.7 Membership appointments to committees will be reviewed every two years.

4. Attendance

When a member has failed to attend 3 consecutive meetings at which his/her attendance was required, the Chair will arrange a discussion with the member to review whether he/she is able to continue to serve.

In the case of students, they will be nominated to the Board by the Student Executive and their attendance will be monitored on a termly basis and replaced if absent for two consecutive meetings. This is to ensure that the student voice is continuously evident. Student members may attend with a ‘Student Buddy’ support if he/she wishes.

5. Frequency of Meetings

Meetings will be held not less than four times each year, with at least one meeting in each academic term.

6. Reporting Procedures

The Clerk to the Board shall attend meetings and circulate minutes of the meetings to all Board members.

7. Meeting Not Quorate

In the event that non-attendance at a Board Committee meeting would preclude the meeting from proceeding (because it was not quorate) non-members of that committee may be invited to make up the quoracy, unless they are in a precluded category or their number would exceed the existing members present.

Approved by the Board 22/9/10
Reviewed and approved by the Board, 21/9/11 (no changes)

Eastleigh College Board of Governors

KEY PERFORMANCE INDICATORS

Board Effectiveness

1. Appointment and Training

1.1 Effective Induction Scheme

The Clerk will ensure that each new member receives an effective induction programme and each Governor will confirm that this has been done.

The Search Committee will review this and the effectiveness of the programme every two years.

Governors will sign up to the Code of Conduct and declare their interests annually. They will conform to the Nolan Principles.

1.2 Mentoring

Each new member will be allocated a mentor for the first six months of membership from among the more experienced Board members.

The Board will review this and its effectiveness every two years.

1.3 Training Programme

The Clerk will develop with the Chair a programme of training for the coming year at the beginning of the academic year.

Effectiveness will be reviewed at the end of the academic year, using self-assessment and a Board agenda item.

1.4 Self-Assessment

Members will complete a brief self-assessment questionnaire on an annual basis.

The results will be used for development of training programmes and review of individual and joint effectiveness on an annual basis.

1.5 Governor Vacancies

All Board vacancies to be filled within four months, in accordance with the Board Skills Profile and with regard to investment in diversity.

2. Governors' Contribution

2.1 Meetings Attendance & Duration

- 2.1.1 Meetings will normally be no longer than two hours duration.
- 2.1.2 Agendas will include guideline timings.
- 2.1.3 Governors will be expected to be a member of at least one committee.
- 2.1.4 Governors will be expected to attend Board and Committee meetings (where appropriate) to a minimum attendance standard of 75%.
- 2.1.5 The Clerk will keep a record and inform the Chair when attendance falls below the standard. The Chair will instigate action, where necessary.

2.2 Other Attendance

Members will be encouraged to attend a minimum of two College events each year, with particular attention to high-profile public events eg Annual Awards Ceremony and College Self Assessment Reviews. They will also be encouraged to develop their interests in individual areas of the College, as they wish.

2.3 External Meetings

Members who attend external events on behalf of the College will report back to the Board.

The Clerk will be responsible for ensuring that these reports are received, either in writing, or verbally, at an appropriate formal Board or Committee meeting.

3. Strategic Issues

3.1 Mission and Vision Statement

The Board will review the College's Mission and Vision Statement, its Values and Strategic Objectives on a regular basis and agree changes for the future.

The effectiveness of this will be reviewed at 18-month intervals at Joint Governor/managers' training events.

3.2 Five-Year Strategic Plan

The Board will monitor the College's Five-Year Strategic Plan and the achievement of targets. This will be an ongoing overall monitoring through the Governors' Monthly Report, financial targets through Finance & General Purposes Committee and academic targets through Standards Committee.

3.3 Management Structure

The Board will, from time to time, review the management structure of the College in the context of the Vision & Mission Statement and the College Strategic Plan.

4. Business Issues

4.1 Monitoring Performance

The Board will monitor:

- 4.1.1 Performance against targets for funding units on an annual basis (Finance & General Purposes Committee).
- 4.1.2 Academic achievement against previous performance levels and national or local benchmarks, as thought fit (Standards Committee).
- 4.1.3 Retention rates against previous performance levels and national or local benchmarks, as thought fit (Standards Committee).
- 4.1.4 Enrolment levels against projections (Standards Committee).
- 4.1.5 Employer and student satisfaction with College provision, through surveys or other methods (Standards Committee).
- 4.1.6 Any item through Audit Committee.

Effectiveness of these activities will be reviewed annually (via Standards Committee and Audit Committee) at Board Meetings.

4.2 Business and Course Development

The Board will monitor, initially through Standards Committee, strengths and weaknesses, targets and achievements, and will encourage development of provision and standards.

Effectiveness will be assessed by achievement and retention rates etc and via the Annual Self Assessment Report.

The Board will review all relevant policies and strategies in line with their agreed timetable.

4.3 General Trends

The Board will ensure that it is kept abreast of developments in the sector, in Investment in Diversity, of the SFA and EFA etc, by both the content of the Governors' Monthly Reports and reserving time at each meeting of committees and/or the Board, for a presentation and discussion of one major policy or curriculum issue.

4.4 Financial Issues

The Board will ensure that the College remains financially sound, that it handles its finances in a prudent and professional manner, and that it retains its financial ratings through inspection etc.

Effectiveness of this will be monitored continually by Finance & General Purposes Committee and Audit Committee.

4.5 New Business

The Board will ensure that new business is attracted and developed prudently and with acceptable levels of risk and, in particular, with commitment to Equality and Diversity (responsibility of Finance & General Purposes Committee and overall monitoring by Audit Committee).

Effectiveness, together with educational benefit, will be monitored by Finance & General Purposes Committee.

4.6 Follow-Up

The Board will ensure that the business of all meetings is followed up to ensure that effective action has been taken, where appropriate.

Effectiveness to be monitored through minutes and the 'audit trail' they provide.

5. Board Administration

- 5.1** Agendas and papers will be sent out seven days prior to each meeting.
- 5.2** Draft Minutes will be sent to the chairman within two weeks of each meeting.
- 5.3** Late items or papers will only be accepted if agreed with the Chairman before the commencement of the meeting.
- 5.4** All agendas and minutes, with the exception of confidential agendas, minutes and addendums, to be added to the website within one week of approval.

6 Communication with All Governors

- 6.1** The Governors' Monthly Report to be sent out 15 days after the start of each month.
- 6.2** Committee agendas to be sent to all electronically, and paper versions to committee members, seven days prior to the meeting.
- 6.3** Committee minutes to be sent to all Governors and SMT members electronically within three weeks of the meeting.
- 6.4** The College newsletter to be sent regularly to all Governors.
- 6.5** All College press releases to be sent electronically to all Governors.

OPERATION OF FINANCE AND GENERAL PURPOSES COMMITTEE

1. Terms of Reference

- 1.1 To exercise powers delegated by the Board and undertake responsibilities determined by the Board on matters relating to the management of income and expenditure and to the management and maintenance of fixed and moveable assets and employment policies of the college not within the terms of reference of other committees.
- 1.2 To consider, monitor and advise the Board on all aspects of the Board's finances, financial policies, controls and strategy.
- 1.3 To approve in detail the revenue and capital estimates in advance of the financial year in question.
- 1.4 The Chief Executive has delegated authority to manage the budget, including the power of virement, within the net expenditure total approved by the Board.
- 1.5 The Chief Executive reports to the committee on any prospective increase to the net expenditure total or any major shift in resources required by changing circumstances. The committee and/or its chair decide on any report needed to the Board.
- 1.6 The above arrangements are without prejudice to the functions of the Audit Committee as already determined by the Board.
- 1.7 The above arrangements are subject to the terms of the SFA Financial Memorandum.
- 1.8 The Chief Executive has delegated authority to deal with matters affecting individual staff (other than senior postholders) or groups of staff and to refer to the Finance and General Purposes Committee any matters thought appropriate.
- 1.9 The Chief Executive reports to the Finance and General Purposes Committee on matters affecting large groups of staff and seeks the endorsement or approval of that committee as necessary.
- 1.10 To consider, monitor and advise the Board on all matters connected with staffing of the college including current and projected staffing needs and recruitment policy, and changes in collective bargaining arrangements.
- 1.11 To advise the Board on the conduct, composition and procedures of any selection panel for senior post holders and generally on the appointment of senior post holders.
- 1.12 The Finance and General Purposes Committee refers matters to the full Board if considered necessary. However, the Board shall remain responsible for the approval of the annual estimates of income and expenditure, ensuring the solvency of the Board and safeguarding its assets.

2. Duties

2.1 To exercise the following specific powers

- 2.1.1 to receive annual reports on the proposed arrangements for banking and insurance
- 2.1.2 approve policy framework for personnel and staff development
- 2.1.3 monitor the resource aspects of the strategic plan including accommodation strategy and ILT strategy
- 2.1.4 monitor any college companies on an annual basis.

2.2 To consider and make recommendations annually to the Board on:

- 2.2.1 the review of the financial regulations
- 2.2.2 the build up of the revenue and capital estimates for the forthcoming financial year and the final budget
- 2.2.3 variations to the policies on tuition and other fees
- 2.2.4 subject to compliance with the annual budget approved by the Board and excluding senior post holders, to consider and recommend annual pay awards for staff of the college
- 2.2.5 college investment and borrowing policies also taxation issues
- 2.2.6 the solvency of the Board and safeguarding of its assets, including insurances
- 2.2.7 the review of the three year financial forecast prior to its submission to the SFA.

3 Membership

- 3.1 Six members of the Board (but excluding members of the Board's Audit Committee) including the Chief Executive. Membership will be reviewed every two years.
- 3.2 A quorum shall be three members. The Chief Executive or his/her nominated deputy must be present
- 3.3 The Chair of the Committee shall be appointed by the Board.
- 3.4 Should the committee consider it necessary to nominate a Vice Chair of this committee, it should be a Board appointment.
- 3.5 The Vice Chair of this committee shall have the authority to act as Chair of Finance and General Purposes Committee in the absence of the Chair.

4. Attendance at meetings

- 4.1 It is expected that the Finance Director will attend meetings at the invitation of the committee.
- 4.2 The Clerk to the Board shall be the Clerk to the committee
- 4.3 Other Board members shall also have a right of attendance

5. Frequency of meetings

- 5.1 Meetings shall be held not less than three times each year.
- 5.2 The committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary provided that the committee does not incur direct expenditure in this respect in excess of £5,000 per annum without the prior approval of the Board.

6. Reporting Procedures

- 6.1 The Clerk to the Board shall attend meetings and circulate minutes of the meetings of the committee to all Board members.

7. Policy Delegation

The Board has delegated responsibility for review and approval of the following policies to Finance & General Purposes Committee:

- Child Protection Policy
- Data Protection Policy
- Health & Safety Policy
- Admissions Policy
- Remuneration & Reward Policy
- Disciplinary Procedure for Senior Post Holders
- Grievance Procedure for Senior Post Holders
- Redundancy Procedure for Senior Post Holders

Reviewed and amended by Finance & General Purposes Committee, 23/11/11
Approved by the Board, 14/12/11
Reviewed by Finance & General Purposes Committee, 21/11/12
Approved by the Board, 12/12/12

OPERATION OF AUDIT COMMITTEE

1. Terms of Reference

- 1.1 In order to conform to the SFA and the Audit Code of Practice, the committee shall ensure that the internal control systems, including audit activities of the Board and any of its subsidiaries are monitored actively, independently and objectively in order to:
- Improve the effectiveness of the college's internal controls,
 - Reinforce the independence and effectiveness of the internal audit function,
 - Ensure the college is in compliance with the spirit of the Turnbull guidance on internal control and risk management,
 - Provide a sounding board for college management on issues of concern in connection with the college's internal control systems,
 - Underpin the objectivity and independence of the external auditors,
 - Increase public confidence in the objectivity and fairness of the Board's financial reports and in the quality of the college's corporate governance.
- 1.2 It shall provide a medium of communication from the Board's auditors which is not controlled by college management.

2. Authority

- 2.1 The committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from the internal audit services, the external auditor, governors, committees and college employees plus relevant information from sub-contractors and other third parties, any Board member committee of the Board or employee of the college and all Board members and employees of the college are directed to co-operate with any request made by the committee.
- 2.2 The committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary provided that the committee does not incur direct expenditure in this respect in excess of £10,000 per annum without the prior approval of the Board.

3. Duties

- 3.1 Internal Audit
- To advise the Board on the appointment, remuneration, re-appointment or dismissal of the internal auditors (and head of internal audit, if applicable), the scope of their work and their other terms of engagement,

- To consider and advise the Board on internal audit assignment reports and annual reports,
- To monitor, at appropriate intervals after finalisation, the implementation of approved recommendations relating to the internal audit reports and annual reports,
- To establish relevant performance indicators and use them to monitor the effectiveness of the internal audit service,
- To consider and advise the Board on the scope and objectives of the work of the internal audit service, incorporating the audit needs assessment and strategic and short term audit plans,
- To discuss problems and reservations arising from the internal audit reports and any matters which the internal auditors may wish to discuss (in the absence of management where necessary),
- To ensure that the internal audit service is adequately resourced and has appropriate standing within the Board.

3.2 External Audit

- To advise the Board on the appointment, remuneration, re-appointment or dismissal of the external auditors, the scope of their work and their other terms of engagement.
- To similarly advise on the Regularity Audit.
- To consider and advise the Board on external audit reports and management letters,
- To monitor, annually or more frequently if necessary, the implementation of approved recommendations relating to external audit reports and management letters,
- To establish relevant performance indicators and use them to monitor the effectiveness of the external audit service,
- To discuss with the external auditors before the audit commences the nature and scope of the audit

3.3 General

- To ensure co-ordination between the internal and external auditors,
- To receive and advise the Board on any relevant reports from the National Audit Office or the SFA,
- To consider and, if appropriate, investigate or commission investigations into, any complaints relating to alleged fraud or other financial irregularity or malpractice at the college in accordance with the college's code of practice and procedures,

- To consider the need for value for money studies to secure economy, efficiency and effectiveness for all areas,
- The responsibilities of the committee shall not extend to an executive role and shall not require the members of the committee to offer the Board professional advice,
- To consider other topics as determined from time to time by the Board,
- To produce an annual report for the governing body which includes the committee's advice on the effectiveness of the Board's system of internal control - the report should incorporate any significant matters arising from the work of the internal, ISR and external auditors.
- To oversee the Risk Register and monitor the College risks.
- To oversee safeguarding.

3.4 Control Systems

- To advise the Board on the effectiveness of the college's internal control systems, including controls for securing economy, efficiency and effectiveness.

4. Membership

4.1 The committee shall be appointed by the Board and consist of:

Up to five Board members (excluding members of the Board's Finance and General Purposes Committee, governors with significant interests in the college, the Chair of the Board, the Chief Executive, and Staff Governors if they have significant responsibility for college financial, personnel or student record systems.)

The tenure for all members will be reviewed every two years.

4.2 A quorum shall be two members for general business and three members for policies.

4.3 The Chair of the Committee shall be appointed by the Board

4.4 The Clerk to the Board shall act as Clerk to the Committee

4.5 Should the Committee consider it necessary to nominate a Vice Chair of this Committee, it should be a Board appointment.

4.6 The Vice Chair of this Committee shall have the authority to act as Chair of Audit Committee in the absence of the Chair.

5. Attendance at Meetings

- 5.1 The Chief Executive or some other senior manager who is responsible for the college's internal control and a representative of the internal auditors shall normally attend meetings at the invitation of the committee and the committee shall have the power to invite such other persons to attend meetings as maybe desirable and necessary.
- 5.2 The meetings will be sub-divided into part 1 and part 2. During part 1 other Board members shall have a right of attendance. For part 2 the committee may, when they are satisfied that it is appropriate, meet with representatives of the internal and/or external auditors without the Chief Executive or senior managers being in attendance. Part 2 will be minuted by the minute secretary and the Clerk to the Board will be in attendance.
- 5.3 In addition to the formal meeting, members of the Audit Committee may seek a meeting with the internal and/or external auditors as deemed appropriate without any member of the college staff in attendance.
- 5.4 The Finance Director will be invited to attend part 1 of each meeting.
- 5.5 Other Board members shall also have the right of attendance.

6. Frequency of Meetings

Meetings shall be held not less than three times a year. The internal or external auditors may request a meeting if they consider that one is necessary.

7. Reporting Procedures

- 7.1 The Clerk to the Committee shall circulate minutes of the meetings of the committee to all Board members.
- 7.2 The committee shall provide a report of its work to the Board, annually or more frequently, if necessary.

8. Policy Delegation

The Board has delegated responsibility for review and approval of the following two policies to Audit Committee:

- Anti-Bribery Policy
- Risk Management Policy

Reviewed and amended by Audit Committee, 30/11/11
Approved by the Board, 14/12/11
Reviewed by Audit Committee, 14/11/12
Approved by the Board, 12/12/12

OPERATION OF STANDARDS COMMITTEE

1. Terms of Reference

- 1.1 To exercise powers delegated by the Board and undertake responsibilities determined by the Board on matters relating to the Curriculum Strategy and standards of retention and achievement, the Marketing Strategy and Quality Assurance procedures and Customer Care policies of the College.
- 1.2 To receive from the Quality Board the Curriculum Strategy and planned programme developments and to review and recommend to the Finance and General Purposes Committee and the Board for such developments to be included in the financial forecasts and College Strategy.
- 1.3 To receive from the Quality Board the College's annual self-assessment report and action plan and to review and recommend for approval by the Board.
- 1.4 To receive from the Quality Board, proposed targets for retention and achievement and to review and recommend for approval by the board.
- 1.5 The Chief Executive has delegated authority from Standards Committee to approve any decision by the Quality Board to changes and developments in the curriculum within the net expenditure total approved by the Board and within the limits of the mission statement approved by the Board.
- 1.6 The Chief Executive reports to the committee on any substantial proposed increases to the net expenditure total or any major changes in the resource mix as a result of changes in teaching methods. The committee and/or its chair decide on any report needed to the Board and/or Finance and General Purposes Committee.
- 1.7 The Chief Executive has delegated authority from Standards Committee to develop the image and culture of the College within the limits of the Mission Statement approved by the Board.
- 1.8 The Chief Executive reports to the committee on matters affecting a significant change in market conditions.
- 1.9 The Standards Committee refers matters to the Board if considered necessary.

2. Duties

- 2.1 To exercise the following specific powers:
 - 2.1.1 monitor the capability of processes for setting targets for recruitment and retention
 - 2.1.2 monitor the capability of processes for managing quality
 - 2.1.3 monitor the capability of processes established by the Quality Board for evaluating courses
 - 2.1.4 monitor the capability of processes established by the Quality Board for validating new courses.

2.1.5 monitor the capability of processes for improving student retention and achievement

2.2 To consider and make recommendations to the Board annually on:

2.2.1 targets for retention and achievement

2.2.2 the review of Curriculum Strategy

2.2.3 the review of the Marketing Strategy¹

2.2.4 review of the Curriculum and Customer Care policies and the College Charter

3. Membership

3.1 Six members of the Board including the Chief Executive. Membership will be reviewed every two years.

3.2 A quorum shall be three members. The Chief Executive or his/her nominated deputy must be present.

3.3 The Chair of the Committee shall be appointed by the Board.

4. Attendance at Meetings

4.1 It is expected that the Director of Teaching and Learning will attend meetings at the invitation of the committee.

4.2 The Clerk to the Board shall be the Clerk to the Committee.

4.3 Other Board members shall also have a right of attendance.

5. Frequency of Meetings

Meetings shall be held not less than three times a year.

6. Reporting Procedures

6.1 The Clerk to the Board shall attend meetings and circulate minutes of the meetings of the committee to all Board members.

7. Policy Delegation

The Board has delegated responsibility for review and approval of the following policies to Standards Committee:

- Equality & Diversity Policy
- Health & Safety Policy
- Quality Assurance Policy
- College Charter

¹Members of the Committee need to be aware of the financial consequences of any major changes to the resources required to maintain or alter the existing provision.

STANDARDS COMMITTEE – PERFORMANCE INDICATORS

The performance indicators for the Standards Committee focus on the quality issues identified by Eastleigh College and the effectiveness of the Standards Committee in the monitoring, implementation and achievement of the targets set.

- Continued achievement and retention of quality kitemarks, as below:

Kitemark	Status
Customer Service Excellence	College House – awarded again in May 2012
Investors in People	Awarded again June 2011 – included Health & Well Being Award, due for review summer 2014
Guidance Accreditation Board	Matrix award reaccredited February 2010, due for review 2013
Learning & Skills Beacon Status	Awarded February 2004
Investors in Diversity	Accreditation gained July 2012, due for renewal June 2014
Ofsted	May 2012, Grade 1 (Outstanding)

- SFA approval of College targets for retention and achievement
- External approval of validated courses
- Measurable improvements in levels of student enrolment, retention and achievement, especially in respect of improvements in widening participation and equality and diversity recruitment targets
- Measurable improvement in, value added to or distance travelled from, the outcome of inspection regimes
 - Governors Monthly Report
 - self assessment
 - Ofsted guidelines
 - QAA/IQER Summative Review 2012
 - Framework for Excellence

Approved by the Board 15 December 2010
 Reviewed by Standards Committee, 5 December 2011 and PI's updated
 Approved by the Board, 14/12/11
 Approved by the Board, 12/12/12

OPERATION OF REMUNERATION COMMITTEE

1. Terms of Reference

1.1 The committee shall review and determine the Board's policy on executive remuneration and the specific remuneration packages of senior postholders and clerk to the board

so as to:

- ensure that senior postholders and clerk are fairly rewarded for their individual

contributions to the college's overall performance, and

- demonstrate to the public that the pay of senior postholders and clerk is set by a

committee which has no personal interest in the outcome of its decision and which gives due regard to the interest of the public and of the financial health of the college.

- Where applicable monitor the probationary period of any senior postholders or clerk to the board.

2. Duties

2.1 The committee shall be authorised by delegation to set the specific remuneration packages of the Chief Executive, clerk and other senior postholders and in so doing shall consider the following component elements:

- basic salary
- benefits in kind
- annual bonus/performance related elements
- pension provisions
- the main terms and conditions in each senior postholder's service agreement with particular reference to the notice provisions.

2.2 The committee shall evaluate annually the performance of the Chief Executive against:

- Pre-agreed performance goals and objectives

For that purpose the committee will review and assess performance against targets and objectives established before the commencement of the relevant period and determine whether such targets and objectives have been achieved at the end of the relevant period.

2.3 The committee may authorise any compensation (including the augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the Chief Executive, clerk or any other senior postholder with the broad aim of:

- avoiding rewarding poor performance, and

- dealing fairly with cases where early termination is not due to poor performance.

2.4 The committee shall review on a continuing basis the Board's arrangements for the remuneration of the Chief Executive, clerk and other senior postholders and shall set these out in an annual report. Such report will be open to public inspection.

2.5 The committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the college and all employees of the college are directed to co-operate with any request made by the committee.

2.6 The committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary. The Board may also require experts to be present and to advise when drafting disclosures to be made in the Board's report and accounts provided that the committee does not incur direct expenditure in this respect in excess of £2,000 per annum without the prior approval of the Board.

3. Membership

3.1 The committee shall be appointed by the Board and shall consist of five full Board members, including the Chair of the Board and the Chief Executive.

3.2 A quorum shall be three members.

3.3 The Chair of the Committee will *not* be the Chair of the Board.

4. Attendance at Meetings

4.1 The Chief Executive or clerk shall withdraw from meetings of the committee where his/her remuneration package is being considered.

4.2 Other Board members shall also have a right of attendance except staff and student members.

4.3 The Clerk to the Board shall be the Clerk to the Committee.

Reporting Procedures

The Clerk to the Committee shall circulate minutes of the meetings of the committee to all Board members.

Reviewed by Remuneration Committee 3/3/11 – no changes made
Approved by the Board, 30 March 2011
Reviewed & revised by Remuneration Committee, 5/9/12
Revised **membership numbers** approved by the Board, 19/9/12
Further revisions approved by the Board, 12/12/12

OPERATION OF SEARCH COMMITTEE

1. Terms of Reference

The committee shall review, from time to time, consider and make recommendations to the board on the board's composition and balance and on the procedures for appointment to the board. The committee shall also be responsible for nominating candidates for vacancies on the board for the approval of the board and for determining the process by which they are nominated.

2. Duties

To consider and make recommendations to the board on:

- 2.1 composition and balance of the Board
- 2.2 procedures for the nomination and appointment of candidates to the Board
- 2.3 nomination of candidates
- 2.4 policies and procedures for the induction, appraisal and governance development of Board members

3. Membership

- 3.1 The committee shall be appointed by the board and shall consist of four Board members, plus one person who is not a member of the Board but who has been co-opted by the Board as an advisory member.
- 3.2 A quorum shall be three persons.
- 3.3 The Chair of the Committee shall be appointed by the Board.

4. Frequency of Meetings

Meetings will be held when necessary, or at least once a year.

5. Reporting Procedures

The Clerk to the Board shall attend meetings and circulate minutes of the meetings to all Board members.

Reviewed by Search Committee (unchanged) 15 June 2011
Approved by the Board, 6 July 2011
Reviewed by Search Committee, 9.8.12 – no changes made
Revised (ITEM 4) and approved by the Board, 19/9/12
Reviewed and approved by the Board, 12/12/12

SPECIAL COMMITTEE

Terms of Reference

Purpose: the purpose of the Special Committee is to examine the case for dismissal of a senior postholder or the Clerk to the Board and make recommendations to the Board.

1. Constitution

1.1 Three members of the Board not including

- Chair of the Board
- Vice-Chair of the Board
- CEO/Chief Executive
- Staff Governors
- Student Governors

1.2 The Chair of the Committee shall be appointed by the members of the Committee.

1.3 When a meeting of the Special Committee is required, the Clerk to the Board shall convene a meeting from those members of the Board who are available and eligible to serve at the time (for exception see paragraph 3.)

2. Co-option

There shall be no power to co-opt.

3. Clerk

The Clerk to the Committee shall be Clerk to the Board or Deputy unless the referral concerns the Clerk to the Board. In this case, a member of the Committee shall act as Secretary.

4. Quorum

The quorum shall be three members.

5. In Attendance

The Committee can require any employee of the College to provide information.

6. Remit

6.1 To examine the case for the dismissal of a senior postholder or Clerk to the Board referred to the Committee by the Chair of the Board, the Vice-Chair of the Board, or a majority of the members of the Board.

6.2 To allow the person whose dismissal is to be considered the right to make representations. The representations may be made in writing or made orally, for which purpose the person whose dismissal is to be considered may be accompanied and represented by a friend.

6.3 In examining the case for dismissal to consider whether the dismissal would be fair and reasonable in the circumstances, which may include (but is not limited to) reviewing the following:

- any relevant documents and representation
- the terms and conditions of the senior post holder's or Clerk's employment
- any applicable disciplinary procedures
- any relevant ACAS guidance
- relevant legislation including unfair dismissal legislation, discrimination legislation and the Human Rights Act 1998

6.4 To prepare a written report containing the Committee's recommendations regarding the case for the dismissal of a senior postholder or Clerk for consideration by the Board, a copy of which shall be sent to the person to whom it relates. This report shall be prepared within ten working days of the Committee's final meeting.

6.5 In preparing the foregoing governors may seek legal or procedural advice as they deem appropriate.

7. Meeting

The Committee shall meet as soon as practicable after a referral to it and within seven working days of the referral (Articles 12(2)).

8. Reporting

8.1 The Secretary to the Committee shall circulate minutes of the meetings of the Committee to all members of the Special Committee.

8.2 The Committee's written report shall be submitted to the Board, which shall meet no later than 28 days after the submission of the report to consider its recommendations. If it is impractical to prepare the report during that period, an interim report shall be prepared containing a timetable for preparation of the final report (Article 12(5)).

8.3 All Board members shall take part in the consideration of such matters, other than staff members and student members.

9. Amendment

The Terms of Reference of the Committee may be amended only by decision of the Board.

EASTLEIGH COLLEGE

OPERATION OF COMMITTEE CHAIRS GROUP

1. Terms of Reference

- 1.1 The group shall review and determine the Board's commitment to Board management, interaction and methodology to advise on stability and uniformity of effort and function.
- 1.2 The group will discuss and advise the Board on best working practices and current issues.

2. Duties

- 2.1 The group shall advise the Board on these aspects and, from time to time, discuss Board, College or Committee strategy.

3. Attendance at Meetings

- 3.1 The Chief Executive shall withdraw from meetings, or parts of meetings of the group where he/she is requested to do so and will not attend for the opening ten minutes of each meeting.
- 3.2 The group shall invite whosoever they think applicable to the meetings.
- 3.3 The Clerk to the Board shall be the Clerk to the group.

4. Reporting Procedures

- 4.1 The Clerk to the group shall circulate the minutes of meetings of the group to all Board members.

Approved by the Board 31/3/10
Reviewed and approved by the Board (no changes) 22/9/10
Reviewed and amended by Committee Chairs Group, 2/11/11
Approved by the Board, 14/12/11

SECTION 12

EASTLEIGH COLLEGE BOARD MEMBERSHIP

NAME	TYPE OF MEMBER	CURRENT POSITION
Tuhid Ahmad	Student Governor	Eastleigh College
Philippa Baldwin	Staff Governor	Eastleigh College
Julianne Brainsby	Governor	Associate, Paris, Smith & Randall (Solicitors)
Jessica Brown	Student Governor	Eastleigh College
John Course	Governor	Business
Angela Cross-Durrant	Governor	Educational Consultant
Colin Davidovitz (Councillor)	Governor	Hampshire County Council
Chris Davis OBE (Dr)	Governor	Business
Verona Hall	Governor	Educational Consultant
Helen Hills	Staff Governor	Eastleigh College
Steve Johnson	Governor	Business
Tony Lau-Walker	Chief Executive	Chief Executive, Eastleigh College
Tim Light	Governor	Consultant
Paul Quigley	Governor	Consultant
Kathryn Rankin	Governor	Economic Development Manager, Eastleigh Borough Council
Chris Reed	Governor	Business
Paul Sahota	Governor	Property Management
Haydn Scott	Student Governor	Eastleigh College
Jonathan Sendell	Governor	Business

Associate Members
Caroline Nokes, MP

EASTLEIGH COLLEGE BOARD - COMMITTEE MEMBERSHIP

	F&GP	AUDIT	STANDARDS	REMUNERATION	SEARCH	COMMITTEE CHAIRS GROUP
CHAIR	Paul Quigley <i>(Chair of Board)</i>	Chris Reed <i>(Vice Chair, Board)</i>	John Course	Chris Reed	Paul Quigley	Paul Quigley
MEMBERS	Kathryn Rankin <i>(Vice Chair F&GP)</i>	Chris Davis <i>(Vice Chair Audit)</i>	Tim Light <i>(Vice Chair Board & Standards)</i>	Paul Quigley	Tony Lau-Walker	Chris Reed
	Tony Lau-Walker <i>(Chief Executive)</i>	Colin Davidovitz	Tony Lau-Walker	Tony Lau-Walker	Julianne Brainsby	John Course
	Paul Sahota	Philippa Baldwin <i>(Staff Governor)</i>	Julianne Brainsby	Kathryn Rankin	Chris Davis	Tony Lau-Walker
	Jonathan Sendell		Angela Cross-Durrant	Jon Sendell		
	Steve Johnson		Verona Hall			
	Jessica Brown <i>(Student Governor)</i>		Helen Hills <i>(Staff Governor)</i>			
			Haydn Scott, & Tuhid Ahmad <i>(Student Governors)</i>			

SECTION 13

EASTLEIGH COLLEGE CODE OF CONDUCT

FOR BOARD MEMBERS*

TENTH EDITION

FURTHER EDUCATION COLLEGES VERSION

Tenth edition: December 2011
First published: June 1995
Approved by the Board: 28 March 2012

* Throughout this code "Board Member" or "Members" may be substituted by "Governor" or "Governors" and "Board" by "Governing Body" as appropriate.

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COLLEGE CODE OF CONDUCT FOR [BOARD MEMBERS*]

Made by the [Board*] on 28 March 2012

1. INTRODUCTION

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of [Board Members*], to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the [Board*] and Chief Executive 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, [Board Members*] are recommended to familiarise themselves with the source documents listed in the Schedule.
- 1.3 If a [Board Member*] is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a [Board Member*] of the College and for any act or omission in that capacity rests with the individual [Board Member*].
- 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 [Board Members*] may be appointed.
- 1.5 By accepting appointment to the [Board*], each [Board Member*] agrees to accept the provisions of this Code.

2. INTERPRETATION

In this Code:-

- 2.1 'Agency' means the Skills Funding Agency or any successor body;
- 2.2 'College' means this College;
- 2.3 '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;
- 2.4 ['College Core Values' means those Core Values set out at paragraph 3.2 of this Code or such other core values as may be agreed by the [Board*] from time to time;] [Please delete if appropriate.]
- 2.5 ['Board*] means the further education Board which was established for the purpose of conducting the College;

- 2.6 ['Board Member*'], 'Chair', 'Chief Executive' and 'Clerk' mean respectively the Member of the Board of the College, the Chair of the [Board*], the Chief Executive of the College and the Clerk of the [Board*];
- 2.7 'DBIS' means the Department for Business, Innovation and Skills;
- 2.8 'YPLA' means the Young People's Learning Agency or any successor body¹;
- 2.9 all other definitions have the same meanings as given in the College's Instrument and Articles of Government; and
- 2.10 words importing one gender import any gender.

3. AIMS AND VALUES

- 3.1 [Insert or refer to the College's Mission Statement and corporate objectives].
- 3.2 [Insert Core Values if relevant or delete this paragraph and paragraph 2.3]
- 3.3 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. [Board Members*], should have due regard to these purposes and aims [and to the Core Values] when conducting the business of the [Board*] and considering the activities and proposed activities of the College.
- 3.4 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:
- having close regard to the voice of the learner;
 - combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010;
 - upholding the principles set out in the DBIS's Charter for Further Education and in the College's own Charter, copies of which are available from the Clerk; and
 - engaging with the community which the College serves in order to understand and meet its needs².
- 3.5 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.

¹ The YPLA is due to be replaced from April 2012 by the Education Funding Agency.

² On this point see *A Dynamic Nucleus, Colleges at the heart of local communities*, the Final Report of the Independent Commission on Colleges in their Communities, November 2011

4. DUTIES

- 4.1 [Board Members*] owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests. Each [Board Member*] should act honestly, diligently and (subject to the provisions appearing in paragraph 10 of this Code relating to collective responsibility) independently. The actions of [Board Members*] should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.
- 4.2 Decisions taken by [Board Members*] 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, [Board Members*] must not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 4.3 [Board Members*] 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 Appendix 3.
- 4.4 [Board Members*] 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. [Board Members*] must keep those Standing Orders and terms of reference under periodic review.
- 4.5 [Board Members*] should also have regard to the different, but complementary, responsibilities given to the Chief Executive as the College's Chief Executive. The responsibilities given to the Chief Executive by the College's Articles of Government are set out in Appendix 4. Whereas it is the [Board*]'s function to decide strategic policy and overall direction and to monitor the performance of the Chief Executive and any other senior postholders, it is the Chief Executive's role to implement the [Board*]'s decisions, and to manage the College's affairs within the budgets and framework fixed by the [Board*]. [Board Members*] should work together so that the [Board*] and the Chief Executive as Chief Executive perform their respective roles effectively.
- 4.6 [Board Members*] should refer to the Clerk for advice relating to the governance functions which are set out in Appendix 4 and have regard to the Clerk's independent advisory role.

5. STATUTORY ACCOUNTABILITY

- 5.1 [Board Members*] are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the Agency as a condition of receiving public funds. A summary of some of the more important requirements of the Financial Memorandum is set out in Appendix 5.
- 5.2 Although the Agency is the main provider of funds to the College, [Board Members*] 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 Agency, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the Agency puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Chief Executive, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The Chief Executive may be required to appear before the Committee of Public Accounts, alongside the Chief Executive of Skills Funding, 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 [Board Member*], and should underpin all decisions taken by the [Board*].

7. SKILL, CARE AND DILIGENCE

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

8. POWERS

[*Board Members**] 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 Appendix 6. If a [*Board Member**] 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, [*Board Members**] should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the [*Board**]. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

9.2 [*Board Members**] 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 Business, Innovation and Skills.

9.3 [*Board Members**] are reminded that under the College's Instrument of Government and the general law 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 Board 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 [*Board Member**] or of a close relative of the [*Board Member**] 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 [*Board Member**]'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 [*Board Member**] concerned is present at a meeting of the Board, 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 Board*] 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 [Board Members*] must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College’s anti-bribery policy or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- 9.7 The Clerk will maintain a Register of [Board Members*]’ Interests which will be open for public inspection. [Board Members*] 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. [Board Members*] must give sufficient details to allow the nature of the interests to be understood by enquirers. [Board Members*] should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, [Board Members*] 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 [Board Members*] 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 [Board Members*] collectively and each individual [Board Member*] 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 [Board Member*] disagrees with a decision taken by the [Board*], his or her first duty is to have any disagreement discussed and minuted. If the [Board Member*] 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 [Board Member*] should refer to the power of the Chair or any five [Board Members*] under the College’s Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the [Board Member*]’s views in advance to the other [Board Members*]. Alternatively, as a final resort, the [Board Member*] 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*], [Board Members*] 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 [Board Members*]. 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 [Board Members*] 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 [Board Members*] have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.
- 11.4 It is important that the [Board*] and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between [Board Members*] with a shared corporate responsibility for decisions. [Board Members*] 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 [Board Members*] 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 [Board Members*] publicly to criticise, canvass or reveal the views of other [Board Members*] which have been expressed at meetings of the [Board*] or its committees.

12. COMPLAINTS

- 12.1 In order to ensure that the affairs of the College are conducted in an open and transparent manner and that the College is accountable for its use of public funds but also to its employees, its students and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised. [Board Members*] are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised by students, former students and third parties and of the legal requirement to have a whistle blowing procedure in place.
- 12.2 Under the Charter for Further Education, students, employees and other third parties have a right to make a complaint to the Agency 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. Copies of these procedures can be obtained from the Clerk*]. [~~Delete if not relevant~~] [Board Members*] in particular are reminded that under the Agency's Procedure for dealing with complaints about Providers of Education and Training (April 2011) the Agency:
- *must* investigate all allegations of irregularity (unlawful or unethical conduct, financial malpractice, equality and diversity issues and health and safety risks to staff, learners or the public;
 - *can* investigate quality or management of learning provision, undue delay or non-compliance with published procedures, poor administration by the Provider, equality and diversity issues (except where there is a more appropriate mechanism for dealing with the matter through the court or tribunals or other organisations), health and safety concerns and complaints made by learners following HE courses in FE colleges.

13. ATTENDANCE AT MEETINGS

A high level of attendance at meetings of the [Board*] is expected [*or refer to the College's Standing Orders if a more stringent or detailed attendance requirement has been set out*] so that [Board Members*] can perform their functions properly.

14. GOVERNANCE DEVELOPMENT

- 14.1 The [Board*] shall seek to ensure that all [Board Members*] are appointed on merit, in accordance with an open selection procedure carried out by the [Governing Body's/Board's] Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community. The [Board*] should have regard to the 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 make

available a range of necessary skills and experience to ensure that the Board carries out its functions under the College's Articles of Government.

- 14.2 [*Board Members**] must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 14.3 In order to promote more effective governance, [*Board Members**] 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 Agency;
5. the College's Mission Statement and corporate objectives;
6. the College's Strategic Plan;
7. the College's anti-bribery policy as required by the Bribery Act 2010;
8. the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:
 - selflessness;
 - integrity;
 - objectivity;
 - accountability;
 - openness;
 - honesty; and
 - leadership

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

9. the Joint Audit Code of Practice issued by the Agency and the EFA
10. the UK Corporate Governance Code (formerly the Combined Code on Corporate Governance) published by the Financial Reporting Council;
11. the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Good Governance Standard).

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

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

12. the English Colleges' Foundation Code of Governance issued by the Association of Colleges in November 2011;

+ AS A [*BOARD MEMBER] I AGREE TO OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES.**

Dated:

.....
Name of [*Board Member**]

+ OPTIONAL [*Boards] may prefer to rely on paragraph 1.5 of the Code**

APPENDIX 1

The Seven Principles of Public Life

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

SELFLESSNESS

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

INTEGRITY

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

OBJECTIVITY

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

ACCOUNTABILITY

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

OPENNESS

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

HONESTY

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

LEADERSHIP

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

APPENDIX 2

Six Core Principles of Good Governance

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

12. **Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users**
 - 12.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
 - 12.2 Making sure that users receive a high quality service;
 - 12.3 Making sure that taxpayers receive value for money.

13. **Good governance means performing effectively in clearly defined functions and roles**
 - 13.1 Being clear about the functions of the governing body;
 - 13.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
 - 13.3 Being clear about relationships between the governors and the public.

14. **Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour**
 - 14.1 Putting organisational values into practice;
 - 14.2 Individual governors behaving in ways that uphold and exemplify effective governance.

15. **Good Governance means taking informed, transparent decisions and managing risk**
 - 15.1 Being rigorous and transparent about how decisions are taken;
 - 15.2 Having and using good quality information, advice and support;
 - 15.3 Making sure that an effective risk management system is in operation.

16. **Good governance means developing the capacity and capability of the governing body to be effective**
 - 16.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;

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

APPENDIX 3

Summary of Main Responsibilities of [*Board Members**] under the Articles of Government

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

- (a) for the determination and periodic review of the educational character and mission of the institution and for oversight of its activities;
- (b) for approving the quality strategy of the institution;
- (c) for the effective and efficient use of resources, the solvency of the institution and the [*Board**] and for safeguarding their assets;
- (d) for approving annual estimates of income and expenditure;
- (e) 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;
- (f) for setting a framework for the pay and conditions of service of all other staff; and
- (g) 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 Agency).

"Senior Post" means the post of Chief Executive and such other senior posts as the [*Board Members**] may designate 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 of the Chief Executive or holder of a senior post;
- (e) the appointment of the Clerk (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity as member of staff);

- (f) the modifying or revoking of the Articles of Government;
- (g) the consideration of the case for dismissal, of the Chief Executive, the Clerk or the holder of a senior post unless such function is delegated to a committee of [*Members of the Board**]; and
- (h) the power to determine an appeal in connection with the dismissal of the Chief Executive, the Clerk or the holder of a senior post unless such power is delegated to a committee of [*Members of the Board**].

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

APPENDIX 4

Summary of main responsibilities of the Chief Executive under the Articles of Government

Under the College's Articles of Government the Chief Executive 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.

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

Under the College's Articles of Government the Clerk shall be responsible for advising the [*Board**] with regard to:

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

APPENDIX 5

Summary of Main Provisions of the Financial Memorandum of the Agency

**[TO BE ISSUED FOLLOWING PUBLICATION OF THE NEW FINANCIAL
MEMORANDUM]**

APPENDIX 6

Summary of the Statutory Powers of the [Board*]

CHIEF EXECUTIVE POWERS

Under section 18(1) of the Education Act 2011 a further education Board 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 Board's "Chief Executive powers".

SUPPLEMENTARY POWERS

Under section 19 of the 2011 Act the Board 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 Chief Executive 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 Board's Chief Executive powers; and
 - (ii) contracts with respect to the carrying on by the Board of any such activities;
- (t) the power to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation. However this power may not be used for the purpose of conducting an educational institution or to provide publicly funded education;
- (u) the power to borrow such sums as the Board 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 2011 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 Board. This power may not be exercised without the consent of the SFA, which may give its consent for a particular borrowing or for borrowing of a particular class³;

- (d) power to invest any sums not immediately required for the purposes of carrying on any activities the Board 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;
- (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 and
- (g) provide advice or assistance to any other person where it appears to the Board to be appropriate for them to do so for the purpose of or in connection with the provision of education by the other person

The Board 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 Chief Executive powers.

The powers conferred by section 19 of the 2011 Act are known as “supplementary powers”.

Note that as the result of a new section 19A inserted by the Apprenticeships, Skills, Children and Learning Act 2009 from 1 April 2010 in exercising their functions under sections 18 and 19, Boards must—

- (a) have regard, amongst other things, to the objective of promoting the economic and social well-being of the local area, and

³ The need for consent for borrowing is to be removed by the Education Act 2011 when the relevant provisions are brought into force. No date for this has yet been appointed.

(b) in doing so, have regard to any guidance issued by the Secretary of State about co-operation with a view, directly or indirectly, to advancing that objective. Draft guidance was published for consultation with the sector by LSIS in January 2010.

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SECTION 14

CODE OF ETHICS

The College Code of Ethics lays down general principles that will guide and determine actions which conform to the standards and values expected with further education.

A. GENERAL

1. In all College activities it is important to develop and promote a set of core values relevant to the mission to provide high quality learning opportunities for students.
2. As an institution within the public sector, the College accepts that those values must be in conformity with the principles laid down by the Nolan Committee for those holding public office, namely
 - selflessness
 - integrity
 - objectivity
 - accountability
 - openness
 - honesty
 - leadership
3. The College recognises its obligations to all those with whom it has dealings - students, employees, employers, suppliers, other educational institutions and the wider community - and also to the taxpayer.
4. The reputation of the College and the trust and confidence of those with whom it deals is one of its most vital resources, the protection of which is of fundamental importance.
5. The College demands and maintains the highest ethical standards in carrying out its activities.
6. In its dealings with individuals the College will adhere to the principles of natural justice.
7. The College will seek to encourage a culture of openness aimed at ensuring that matters connected with the operation of the College can be discussed frankly with staff and students. It will, in addition, adopt procedures on whistleblowing which will enable concerns to be raised on a confidential basis, where that is appropriate, both inside, and if necessary outside the organisation.
8. The College is committed to securing equality of opportunity for staff and students alike.

B. STUDENTS

1. The College believes that integrity in dealing with its students or prospective students is a prerequisite for success and an important statement of the values it offers.
2. The College will not give deliberately inadequate or misleading information on its learning programmes or other services.
3. In all advertising and public communications, the College will avoid untruths, concealment and overstatement about its programmes and achievements.
4. The College will avoid recruitment practices which involve the offer of improper financial or other inducements to students.
5. The College will deliver learning programmes and support services to meet the individual needs of students, efficiently and effectively to accepted quality standards, and will take steps to rectify any shortcomings in the service delivered.
6. Learning support, information, advice and guidance offered to students will be impartial and guided by the best interest of the student.
7. The College will adopt a charter setting out what students and others can expect of the College. It will deal with all students with equal care and respect.
8. The College will ensure that complaints are dealt with fairly, openly and efficiently.
9. Within the requirements of the law, the College will maintain the confidentiality of information on individual students.

C. EDUCATIONAL PARTNERS

1. The College will not seek to damage the reputation of competitors either directly or by innuendo.
2. The College will provide information on individual students to the Careers Service and other institutions engaged in providing for the learning needs of the student in accordance with agreed procedures, within Data Protection Act guidelines.
3. The College will not seek to acquire information regarding competitors by unfair or disreputable means.
4. The College will not engage in unfair or restrictive practices in regard to the recruitment or retention of students.
5. The College will consult with partners who might be affected on any significant proposals for change in the learning programmes or services it offers.
6. The College will collaborate with other educational institutions on matters which are beneficial to the community it serves.

D. GOVERNING BODIES

1. The governing body will adopt a Code of Conduct for itself consistent with the principles laid down by the Nolan Committee and the requirements of its Instrument and Articles of Government.
2. The Code of Conduct will require the maintenance of a register of governors' interests which will be open to inspection by the public. Governors will be required to register those interests which are of relevance to the work of the College, in sufficient detail to allow the nature of those interests to be understood by enquirers.
3. The governing body of the College will seek to ensure that its members are appointed on merit, after an open selection process, and are drawn widely from the community it serves, having regard to the need for continuity and freshness and for a range of skills and interests.
4. The governing body is responsible for determining the educational character and mission of the College and for oversight of its activities; for the effective and efficient use of resources, the solvency of the Board and the safeguarding of its assets; for the approving of annual estimates of income and expenditure; and for the appointment, discipline, pay and conditions of service of staff, in accordance with the Articles of Government.
5. The governing body will adopt procedures which ensure sound financial decision-making control and monitoring to meet the requirements of the funding body and public audit.
6. The governing body will ensure that information on its decisions is made widely available, having regard to proper confidentiality.

E. MANAGEMENT STAFF

1. The College will adopt a Code of Conduct for its employees, based on similar principles to that for governors.
2. The staff Code of Conduct will forbid employees from soliciting or accepting inducements in respect of any matter connected with the operation of the College.
3. The staff code will be consistent with the College Code of Practice on Freedom of Speech, in respecting the freedom within the law of academic staff to question and test received wisdom, and to put forward new ideas or controversial or unpopular opinions, without placing their employment in jeopardy. This includes the right of staff to speak freely and without being subject to disciplinary sanctions or victimisation about academic standards or related matters, provided they do so lawfully, without malice and in the public interest.
4. Where the College includes confidentiality clauses in severance contracts, this will not prevent staff who have legitimate concerns about malpractice raising those concerns with the appropriate authority.
5. As accounting officer for the College under the Financial Memorandum, the Chief Executive will be responsible for the propriety of financial decision making and will advise the governing body of any requirements in respect of matters before it.

F. EXTERNAL RELATIONSHIPS

1. The College recognizes that it is responsible to the community it serves and will take steps to ensure that information on its activities is made widely available.
2. The College will be responsive to its community and within the framework of its own Mission Statement will seek to provide programmes and services relevant to the needs of individuals and employers.
3. The College will provide timely and accurate information on individual students to employers or others providing sponsorship.
4. The College will ensure that it contracts with organisations which comply with acceptable ethical standards.

G. COMPLIANCE AND VERIFICATION

1. The College will require all its employees to adhere to its Code of Conduct for staff.
2. The College will create mechanisms by which employees and students can express genuinely held concerns about behaviour or decisions they perceive to involve serious impropriety and have them investigated, with a guarantee of confidentiality where needed.
3. The Board will be responsible for monitoring adherence to the governors' code by members of the governing body, investigating alleged breaches and reporting to the governing body. The governing body will decide on any action to be taken to ensure compliance with the code.
4. The Chief Executive will be responsible for initiating and supervising investigations into alleged breaches of the Code of Conduct by members of staff and for ensuring that appropriate action is taken.
5. The College auditors may be asked to report on any practice which appears to breach the code.
6. The College will ensure that its codes are published and made widely available.

SECTION 15

STANDING ORDERS

1. Core Values

The Board of Eastleigh College has agreed that in fulfilling its responsibilities, which are detailed in the Articles of Government, the following core values will underpin all of its activities:

Ethics, legality, prudence, equality, safety, timeliness, fairness, transparency and simplicity.

2. Statement of Principles

The following principles will apply to the manner in which the Board and all committees discharge their responsibilities:

- a) focusing on matters of strategic import rather than executive operation
- b) concentrating on developing the College's ability to monitor and improve its performance
- c) demonstrating continuously improving levels of openness, transparency and accountability
- d) promoting prudent use of time and resources without inhibiting the individual contribution
- e) continuously demonstrating a willingness and ability to adopt principles and processes that exemplify best practice
- f) regularly reviewing adherence to these principles thus underpinning the self-assessment process

3. Conduct of Meetings of the Board and its Committees

- i) The Chair of the Board will chair all meetings at which he/she is present.
- ii) In the absence of the Chair, the Vice-Chair if present, will chair the meeting. In the absence of both, the members will elect a chair.
- iii) The numbers of members required for a meeting to be quorate are detailed in the terms of reference. Where a meeting would otherwise be inquorate, members may act as substitutes on committees on which they do not normally serve, except where this is explicitly prohibited by the terms of reference.
- iv) The rules on the quorum apply throughout a meeting including when numbers change as a result of members arriving late, leaving early or declaring an interest.

- v) Where a member makes a declaration of interest they will normally be expected to withdraw from the meeting whilst the item is being considered. If the governor concerned prefers to remain present they are able to do so but may not take part in any discussion, may not vote and cease to be counted towards quorum. Such declarations will be recorded in the minutes.
- vi) In accordance with the instrument, staff governors and, where applicable, the Chief Executive, are obliged to withdraw from any part of a meeting which is discussing:
 - Their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement
 - The appointment of their successor
 - The appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves.
- vii) The student governor must withdraw from a meeting discussing his or her own conduct, suspension or expulsion. They will also normally be expected to withdraw from any part of a meeting considering the appointment, remuneration, conditions of service, promotion, conduct, supervision, dismissal or retirement of any member of staff. If all governors unanimously agree the student governor may remain present, they may not participate in the discussion or vote.
- viii) Members of the public, members of staff and other interested parties may attend meetings of the Board as observers subject to giving 24 hours' notice of their intention to attend to the Clerk to the Board. Such visitors will be required to leave the meeting during items deemed to be confidential by the majority of members.
- ix) Attendance at committee meetings as observers by persons who are not members of that committee will be permitted subject to them giving 24 hours' notice, of their intention to attend to the Clerk to the Board. Such visitors will be required to leave the meeting during items deemed to be confidential by the majority of members.
- x) All meetings will conclude with consideration of the indicative agenda for the following meeting.

4. Publication of Minutes, Agendas and Papers

- i) The chair will approve the agendas appertaining to the meetings that they chair. If members wish to ask for items to be included on the agenda they should make their request to the chair in writing at least 10 days before the date of the meeting. Items to be discussed without the SMT present should also be sent to the chair before the meeting.
- ii) Agendas of meetings will normally be posted to members 7 days prior to the meeting and will be displayed on the College notice board.
- iii) Items for committee meetings will be timed and the time allocated for each item will normally be published in the agenda.
- iv) At meetings of the Board, the chair will have an indicative time allocation for each agenda item.
- v) Where a member of the executive is required to speak on an item, they will not normally speak for more than 40% of the allotted time to allow for questions and discussion.
- vi) Governors take collective responsibility for decisions taken at committees and therefore the casting of votes will not be recorded in the minutes of meetings. The minute secretary will keep a separate record of the voting.
- vii) An item for any other business will not normally be included. However, if the chair is approached by a member before the start of the meeting regarding an item of urgent business then, subject to the chair's agreement, the item may be included.
- viii) All governors will receive a monthly report to include management accounts, student management information and matters of general information and report. The chair will review governors' comments with the Chief Executive regularly.
- ix) Each committee will produce brief minutes of decisions and recommendations. Draft minutes will be approved by the chair of that committee and will then be submitted for consideration to the meeting of the Board immediately following the committee.
- x) Draft minutes of all meetings will be available for inspection through the Clerk to the Board, subject to the exclusion of any confidential minute.
- xi) Minutes of committee meetings will be approved by the next meeting of that committee and will be signed by the committee chair. Minutes of Board meetings will be approved at the next meeting of the Board and signed by the chair.
- xii) Once signed, the minutes will be displayed on the College website and will be available to other interested parties, subject to the exclusion of any confidential minute.
- xiii) Items classified as 'confidential' will be reviewed annually by the Clerk and be re-designated, where appropriate.
- xiv) At meetings, in the absence of the Clerk to the Board, the Deputy Clerk will deputise.

5. Procedural Rules

Appointment of Governors and Terms of Office

- i) The procedure for the appointment of new governors, advisory members and the election of staff and student governors will be agreed by the Search Committee of the Board.
- ii) The initial term of office for a newly appointed governor and advisory member will be one year. At the end of the first year the appointment will be reviewed by the Search Committee and if both parties agree the term of office will be extended for a further 3 years.
- iii) After serving for 4 years a member may stand for re-election, or in the case of an advisory member re-appointment, for a further 4 year term. The maximum number of years a member may serve is 8 years.

Appointment of Chair and Vice-Chairs and Terms of Office

When a vacancy arises for the Chair or Vice-Chairs of the Board, nominations of existing members may be made by any member of the Board. The nominations must be made in writing to the Clerk and the nominee must have given written consent for their name to be proposed. A ballot will be held to determine which of the nominees should be appointed. One Vice-Chair will normally succeed to the chairmanship when the term of office and any subsequent re-election of the Chair expires. The term of office for the Chair and Vice-Chairs of the Board and chair of the Audit Committee will be 2 years and re-election will be for a maximum of a further 2 years. The Chief Executive, staff and student governors are ineligible for election to these posts, but may participate in the nomination and ballot.

Chair's Action

When the Board gives delegated authority to the Chair or either Vice-Chair to act on its behalf between meetings, this will be minuted. Such instances will be limited to items and circumstances which have been the subject of debate by the Board or committee and require a final decision, authorisation or action. In circumstances where the chair or a majority of governors feel chair's action would be inappropriate, then a special meeting will be called. Special meetings will generally have a single item agenda and will not be called with less than 2 weeks' notice.

Attendance

If a member is absent from three consecutive meetings of the Board or its committees, unless there was prior agreement to their absence or in the case of ill-health with imminent recovery, the chair of the Board will normally discuss with the member concerned the feasibility of their continued membership.

Expenses

A governor may be reimbursed for reasonable expenses properly incurred in attendance at meetings, training events, and in the performance of their duties. Receipts must be provided or the amounts paid will be subject to PAYE. Where a governor uses his or her car to travel to meetings, the appropriate College mileage rate may be claimed. Claims for reimbursement of expenses should be forwarded to the Clerk for authorisation by the Chair, Clerk, or Chief Executive and will be paid through the College payroll system.

The Clerk will authorise the Chair's expenses up to a maximum of £200.

Inappropriate Behaviour of the Board

The Clerk's role is to ensure that the Board acts appropriately at all times and that s/he intervenes as necessary when s/he feels that the governing body is acting inappropriately or outside its powers. In accordance with 'A Guide for Clerks' and Revised Financial Memorandum, the Clerk should pursue any matters relating to inappropriate behaviour through all internal channels in the first instance. Where, unusually and therefore in exceptional circumstances, the matter remains unresolved, then the Clerk should seek external advice and draw the matter to the attention of the SFA. The Clerk can undertake this course of action without prior reference to the governing body, but will be required to report his/her actions and details on the advice given to the Chair of Governors and the Chief Executive as soon as practicable.

These standing orders have been drawn up in accordance with the guidelines provided.

SECTION 16

SELECTION, INDUCTION & REVIEW PROCEDURES AND MENTORING SCHEME FOR NEW GOVERNORS

1. Selection

- i) When a vacancy for a member of the Board occurs, the Board will review the need to fill the vacancy by reference to the determined membership. The Board, where appropriate, will also determine the criteria for selection.
- ii) The chair of the Board, advised by the Clerk and the Chief Executive, will determine how the vacancy will be suitably publicised.
- iii) All candidates for appointment as a governor will be invited to submit their curriculum vitae, *which should not normally exceed two sides of A4 paper*, and a statement, to include reasons why they wish to become a governor, for consideration.
- iv) The search committee will assess each candidate against the agreed criteria and will make a recommendation to the Board on the appointment of all governors.
- v) The appointment of governors will be considered by the Board in the light of the recommendation from the search committee. All new appointments will be subject to review after 12 months.
- vi) In all instances the Clerk will, as far as practicable, check the eligibility of potential governors prior to their appointment or re-appointment.
- vii) The chair of the Board will send a formal appointment letter to a new governor and the letter will include the date of appointment and the length of the term of office.
- viii) At the end of their first four year term of office, governors may apply for re-appointment. The search committee will consider such applications and will make a recommendation to the Board on the re-appointment.

2. Induction

- i) A new governor will be sent the following information:
 - Instrument and articles of government
 - Terms of reference for the Board and its committees
 - Standing orders
 - Code of conduct booklet and acceptance form
 - Code of ethics
 - Guidelines on the register of interest and declaration form
 - Board structure
 - A list of names and addresses of current members
 - A list of current committee membership
 - Calendar of meetings
 - Minutes of recent governing body meetings
 - The College's strategic plan
 - The latest financial statements

- ii) Prior to attendance at their first governing body meeting, each new governor will attend an induction meeting. The meeting will be with the chair, vice-chair, Chief Executive and Clerk. At the meeting the chair will outline the philosophy of the governing body and the conduct of Board and committee meetings. Discussion about current issues will also take place.

3. Review

- i) All new governors will initially be appointed for a 12 month period and will be subject to a review at the end of this period. Following the review the Board may extend the appointment by a further three years.
- ii) The review will consist of each new governor completing a self-appraisal form (copy attached) then discussing the outcomes of the self-appraisal with the chair or nominee. Following this meeting the chair will make a recommendation to the Board on the extension of the governor's term of office.

4. Mentoring Scheme for New Governors

This is to formalise the scheme that has been working since 2005. New governors will be allocated a more experienced governor to act as mentor for the first six months following their appointment. The allocation will be with the prior agreement of the proposed mentor. Exactly how much a new governor will wish to use a mentor will vary between individuals and will largely depend on, for example, the new governor's prior knowledge of the College or Further Education sector. However, it is suggested that the role of the mentor will include:

- Introducing the new governor to other governors at meetings
- Talking with the new governor about the College and work of the Board or Committees.
- Answering queries from the governor.

The mentoring scheme is not intended to replace the formal induction training and the Clerk will continue to be available to provide advice and assistance.

5. Appointment of Advisory Governors

Advisory Governors can be appointed as the Board sees fit. They do not have voting rights, but all other aspects apply.

6. 'Governors in Waiting'

Where the full complement of Governors exists and the Search Committee/Board approve, potential full Governors can be selected on the basis of being a 'Governor in Waiting'. Any 'Governor in Waiting' will be reviewed after six months if no vacancy is forthcoming, but can be automatically taken on to the Board when a vacancy occurs. The 12-month appraisal date will commence on the date of full appointment to the Board. A 'Governor in Waiting' will not have voting rights until the time of his/her full appointment, but all other Governor aspects will apply.

EASTLEIGH COLLEGE BOARD

NEW GOVERNORS 12 MONTH REVIEW

Please complete Section 1 below and Section 2 overleaf and return this form to the Clerk to the Board in the enclosed envelope. A review meeting will then be arranged with the Chairman.

Name:

Section 1

Particular contributions to College governance to date:

I believe that my greatest contribution to Eastleigh College going forward will be:

My development needs as a governor are:

Section 2

		YES	NO
1.	I have actively participated in at least 80% of the meetings attended		
2.	I have regularly participated in other Board or College activities when asked		
3.	I have kept myself up to date about College affairs and activities		
4.	I have kept myself informed and up to date about developments in education, and FE in particular		
5.	I have attended briefings, workshops and conferences to improve my effectiveness		
6.	I adhere to the structure of Board procedure		
7.	I have made continuous efforts to observe the Board's code of conduct		
8.	I have maintained a constructive attitude towards the improvement of the College		
9.	I have been flexible towards the acceptance of new ideas and the impact of change		
10.	I recognise that the number one priority is the student customer		
11.	I have concurred with the majority of decisions of the Board		
12.	I have been prepared, if necessary, to ensure that my dissent is known and recorded		
13.	I recognise my role as a policy-maker and have left management and administration to the Chief Executive and his/her staff		
14.	I have always reviewed the appropriate sources of information prior to decision-taking		
15.	In decisions about expenditure I have reviewed the financial reports in order to secure the maximum benefits in the most efficient manner		
16.	I have exercised discretion in dealing with sensitive matters		
17.	I have kept the Chief Executive or Chairman informed about any external comment/feedback I have received		
18.	I have attended at least 80% of Board and committee meetings		

Signed

Date