

**THE CORPORATION OF  
WALTHAM FOREST COLLEGE**

**STANDING ORDERS FOR  
THE CONDUCT OF MEETINGS  
OF THE CORPORATION AND  
RELATED ISSUES**

The Standing Orders for the Conduct of Meetings of the Corporation and Related Issues were adopted by the Corporation on 26 May 1994 (item 124). Revisions to the document were last approved by the Corporation on 20<sup>th</sup> July 2021

# **THE CORPORATION OF WALTHAM FOREST COLLEGE**

## **STANDING ORDERS FOR THE CONDUCT OF MEETINGS OF THE CORPORATION AND RELATED ISSUES**

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## 1. INTRODUCTION

- 1.1 Nothing in this document is meant to override the provisions of the Instrument and Articles of Government of Waltham Forest College which at all times are to be regarded as the primary sources of guidance.
- 1.2 It is the responsibility of the Clerk to the Corporation to interpret the following documents and to advise the Corporation (or if appropriate the Chair of the Corporation) if at any time it appears that the Corporation (or an individual member of the Corporation) is in breach of the regulations:
  - Instrument and Articles of Government
  - Standing Orders for the Conduct of Meetings and Related Issues
  - Scheme of Delegation
- 1.3 A number of other documents will be taken into account when conducting Corporation business including:
  - Financial Memorandum
  - Clerks Training Materials
  - Relevant guidance to the Statutory Instrument and Articles of Government
  - English Colleges 'Code of Good Governance
- 1.4 In addition to the documents referred to above, the Clerk will have regard to longstanding custom and practice as far as it relates to the work of the Corporation.

## 2. THE SEVEN PRINCIPLES OF PUBLIC LIFE

- 2.1 The Corporation acknowledges and supports the seven principles of public life as identified by the Committee on Standards in Public Life (the Nolan Committee). The seven principles of public life cover the following:
  - selflessness
  - integrity
  - objectivity
  - accountability
  - openness
  - honesty
  - leadership
- 2.2 Full details of the seven principles of public life are set out in Appendix 1 to this document.

## 3. ATTENDANCE BY MEMBERS AT MEETINGS OF THE CORPORATION

- 3.1 Members have been appointed to serve on the Corporation in expectation that they will be able to participate fully in the work of the Corporation and the life of the College. It is appreciated, of course, that all members have other demands on their time and thus there may be occasions when it is not possible to attend a meeting.
- 3.2 Members are asked to give the Clerk as much notice as possible of the fact that they will be unable to attend a meeting. This arrangement has two purposes. Firstly, it enables the apologies for absence to be registered at the meeting. Secondly, it will enable the Clerk to judge if the meeting will be quorate. In exceptional cases it may be necessary to consult the Chair with a view to postponing a meeting because it becomes clear that no business can be transacted due to the lack of a quorum. It is hoped that such a situation will never arise for the Corporation.
- 3.3 The Clerk will maintain a register of attendances at meetings for future reference by members and other interested parties.

- 3.4 The Instrument of Government provides in paragraph 10 (3) (b) for the Corporation to consider removing a member from office if he/she has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation. It is important, therefore, for apologies for absence to be submitted so that the Corporation may consider if the circumstances are such that removal from membership is justified. In the light of individual circumstances, it may be appropriate for the Corporation to grant leave of absence to a member from their duties as a member of the Corporation.
- 3.5 Consideration may be given to a Governor who wishes to take a sabbatical from serving on the Corporation for clear and definite reasons (e.g. due to work commitments abroad or illness). The Governor would retain their position but be granted a leave of absence for a set period of time from all responsibilities. The Search Committee will discuss and Minute any requests for a sabbatical for subsequent approval by the Corporation. The Governor would be named under 'Apologies for absence' but excluded from the attendance statistics.
- 3.6 The Policy on the Removal of a Governor from Office is attached as Appendix 9.

#### **4. PUBLICATION OF MINUTES AND PAPERS**

- 4.1 As per Instrument 17(3) the Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation, under paragraph 17 (1) of the Instrument, shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
- 4.2 With the exception of excluded items (see paragraph 4.3 below) the following will be available for inspection in the office of the Clerk to the Corporation of Waltham Forest College:
- the agenda for meetings of the Corporation;
  - the draft minutes of meetings of the Corporation once they have been approved by the Chair of the meeting in question;
  - the confirmed minutes of meetings of the Corporation;
  - any reports, documents and other papers considered at a meeting of the Corporation.
- 4.3 A guide to the Corporation documents generally available is set out in Appendix 2.
- 4.4 The following items will be regarded as excluded items and thus will not be available for inspection:
- a matter concerning a named person employed at or proposed to be employed at the College;
  - a matter concerning a named student at, or candidate for admission to, the College;
  - any matter which, by reason of its nature, the Corporation are satisfied should be dealt with on a confidential basis.
- 4.5 Examples of the items likely to be excluded from public inspection are set out in Appendix 3.
- 4.6 The address of the office of the Clerk to the Corporation is as follows:
- The Clerk to the Corporation  
Room 243 Forest Road Building  
Waltham Forest College  
Forest Road  
Walthamstow  
E17 4JB  
Tel: 020 8501 8144
- 4.7 Whenever practicable documents will be available between 09.30 and 16.30 Monday - Friday. If it is not convenient to provide immediate access to documents an interested party will be given an appointment which will normally be within five working days.

- 4.8 If an interested party so wishes any public documents (i.e. any document not listed in paragraph 4.3 above) may be photocopied subject to the payment in advance of a charge of 5-2 pence per A4 sheet of paper. No charge will be made if surplus copies are available

## **5. ACCESS TO MEETINGS OF THE CORPORATION**

- 5.1 Members of the Corporation and the Clerk will be the only persons entitled to attend all meetings of the Corporation. Where appointed, (see section 25) Associate Members of the Corporation might also be present.
- 5.2 It is important to remember that in certain circumstances a member of the Corporation may be asked to withdraw - see Instrument of Government paragraphs 14, (5) 14 (6), 14 (8), 14 (9) and 14 (10)
- 5.3 The Instrument of Government does not require a member to withdraw in the circumstances detailed in paragraph 11 of the Instrument (members with a financial interest in the College). However, there has been an expectation on the part of the Corporation that if such circumstances arose (and this will be rare) the member concerned would withdraw from the meeting.
- 5.4 Responsibility for determining who may attend meetings of the Corporation other than members and the Clerk rests with the Corporation (Instrument of Government paragraph 16).
- 5.5 The Principal & Chief Executive will consider which members of their respective staff are required to attend meetings of the Corporation so that the Corporation has access to information and advice (for example it is likely that the Deputy Principal Curriculum & Quality and the Deputy Principal Finance and Corporate Resources will be invited to all meetings of the Corporation).
- 5.6 The Corporation places responsibility on the Principal & Chief Executive to ensure that members of their staff withdraw from meetings as and when the need arises. Such an arrangement avoids potential embarrassment for all parties. If, however, one or more members of the Corporation believe that members of the staff should withdraw from a meeting for a particular item they are required to bring this to the attention of the meeting. The Corporation will then decide on the matter.
- 5.7 While the majority of business conducted by the Corporation is not confidential and thus reports etc. are open to inspection (see paragraphs 4.1 and 4.3) it is not thought appropriate, as a matter of course, for members of the public (including members of the staff of the College) or the press to be in attendance at meetings as observers.
- 5.8 A person wishing to attend a meeting of the Corporation as an observer should first approach the Clerk who will arrange with the Chair for the issue to be taken as the first item of business on the agenda. Until a decision is reached by the Corporation the person wishing to attend the meeting will be required to remain outside of the meeting room.
- 5.9 While considering such requests the Corporation will have regard to the availability of space in the meeting room and the reason for the request to attend.
- 5.10 Where a member of the public or press is given observer status at a meeting of the Corporation the Chair will stress that certain items of business may be regarded as confidential. In such cases the person will be required to withdraw from the meeting. If practicable an indication should be given at this stage of any known confidential items.
- 5.11 Unless specifically invited to do so members of the public and the press do not have speaking rights at any time during a meeting of the Corporation.
- 5.12 If there is any form of disruption by members of the public and/or the press the Chair will have the

authority to suspend the meeting.

- 5.13 When it is possible to reconvene the meeting the Corporation will consider the withdrawal of the invitation to the members of the public and/or press to be in attendance at the meeting. The decision of the Corporation in such matters is final.

## **6. PROCEEDINGS OF MEETINGS**

- 6.1 Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the members present and voting on the question.
- 6.2 Where there is an equal division of votes the Chair shall have a second or casting vote.
- 6.3 A member may not vote by proxy.
- 6.4 The normal way of voting will be by a show of hands. If a majority of members present and entitled to vote on a particular issue so wish the vote may be conducted by secret ballot. It is envisaged that such an arrangement will only be needed in exceptional circumstances (see also paragraph 8.5 with regard the appointment of the Chair and Vice Chair).
- 6.5 No resolution (decision) by the Corporation may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 6.6 The withdrawal of members from meetings of the Corporation for particular items is dealt with in the Instrument of Government (specifically paragraph 14).
- 6.7 There will be occasions when an individual member should declare an interest - not necessarily a financial interest - in an issue due to, for example, membership of an outside body.
- 6.8 The issue of rules of debate (including motions and amendments to motions) is dealt with in section 7 below).
- 6.9 Written resolutions
- 6.9.1 A resolution in writing agreed by 60% of the Members who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:
- 6.9.2 A copy of the proposed resolution has been sent to every eligible member or, in the case of a resolution to be considered by a Committee, to every eligible member of that Committee;
- 6.9.3 The Chair, or Committee Chair, is satisfied that there are exceptional circumstances justifying the use of the written resolution procedure;
- 6.9.4 60% of the Members have signified agreement to the resolution; and
- 6.9.5 It is contained in a document authenticated by the Clerk which has been received at the address specified by the College for the receipt of documents within the period of 28 days beginning with the circulation date
- 6.9.6 A resolution in writing may comprise several copies to which one or more members have signed their agreement;
- 6.9.7 A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

## **7. RULES OF DEBATE AT MEETINGS**

- 7.1 The reports received by the Corporation will normally include a clear recommendation. Past experience has shown that the Corporation prefers a basis to work from. It is true to say that the Corporation will often adopt the recommendation of the Clerk and/or Principal & Chief Executive.

There will be occasions, however, when an alternative approach to the recommendation outlined in a particular report before the Corporation is put forward by a member. The following paragraphs deal with motions, amendments and points of order.

- 7.2 A motion may be proposed by a member which if seconded by another member will be the subject of discussion by those entitled to do so.
- 7.3 There is an expectation that a motion which cannot be recorded immediately by the Clerk will be put in writing by the member proposing the motion before it is discussed. This will ensure that there will be no subsequent debate as to the terms of the motion.
- 7.4 While a motion is being discussed an amendment may be proposed by a member. The amendment must be seconded by another member before it can be discussed or voted on.
- 7.5 Once seconded, discussion may take place on the terms of the amendment. During this time the original motion is put to one side. If the amendment is carried (i.e. a majority of those members present and entitled to vote are in favour of the amendment) the original motion is changed and the new form of words becomes the substantive motion.
- 7.6 The wording of an amendment can change the meaning of a motion but it cannot contradict it.
- 7.7 A member opposed to the terms of a motion will need to speak and vote against it. It is not possible to put forward an amendment.
- 7.8 A member only partly opposed to a motion does have the facility to propose an amendment.
- 7.9 Amendments propose changes to motions by doing one of four things:
  1. omitting words
  2. substituting words
  3. inserting words
  4. combining 1, 2 and 3 above
- 7.10 At any time during a discussion a member may raise a point of order where it is believed that the provisions of the Instrument and Articles of Government and/or the Standing Orders and/or another recognised authority are being ignored. The member raising the point of order will be required to explain the way in which the correct procedure is not being followed. A point of order will be dealt with immediately by the Chair. The ruling of the Chair after the advice of the Clerk has been obtained will be final and shall not be challenged further at the meeting.
- 7.11 It is the responsibility of the Chair, working in collaboration with the Clerk, to seek the right balance between ensuring that all members have the opportunity to contribute to discussions while avoiding repetition and making sure that the subject before the Corporation is not lost sight of. If members believe that it would be helpful for the efficient conduct of business one or other of the following motions may be put forward:
  - that the question now be put
  - or
  - that the Corporation proceed with the next business
- 7.12 Both motions outlined in paragraph 7.11 require a seconder. If such a motion is carried it will be acted on without further discussion. The Chair does have the right, however, to give her/his views before the vote is taken so that an indication may be given as to whether or not the issue has been sufficiently discussed to proceed.
- 7.13 All discussions at meetings of the Corporation will be conducted through the Chair.
- 7.14 Members are required to respect the right of others to express their personal views although nothing should be said or done which could bring the Corporation into disrepute.

## **8. APPOINTMENT OF CHAIR AND VICE CHAIR OF THE CORPORATION**

- 8.1 The Instrument of Government provides for the Corporation to appoint a Chair and up to two (2) Vice Chair(s) from among their number.
- 8.2 The following members of the Corporation are not eligible to be appointed Chair or Vice Chair(s):
- Principal & Chief Executive
  - Staff members
  - Student members
- 8.3 Whilst the members named in paragraph 8.2 above are not eligible to be appointed Chair or Vice Chair(s) they may participate in the appointment process.
- 8.4 The period of office for the Chair and Vice Chair(s) will be determined by the Corporation. Custom and practice provides for the following:
- the appointments to be made for a period of approximately twenty-four (24) months (i.e. to the first meeting of the Corporation to take place in the following Autumn Term);
  - the appointments to be made at the last meeting before the expiry of the term of office of the Chair or the Vice-Chair(s), or following the resignation or removal from office of the Chair or Vice-Chair(s) (see 8.8 and 8.9 respectively).
- 8.5 When it is necessary to appoint a Chair, another Member will take the Chair and invite nominations. If more than one member is proposed and seconded an election will take place. This will be on the basis of a simple show of hands. If there is a tie the Clerk will arrange for an immediate secret ballot to take place. If there continues to be a tie the matter will be decided by a toss of a coin. As soon as a member has been appointed as Chair the Member will relinquish the chair and the remainder of the meeting will be conducted by the Chair.
- 8.6 If both the Chair and Vice Chair(s) are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for that meeting (see paragraph 8.2 above with regard to the members of the Corporation who may not be appointed Chair or Vice Chair(s)).
- 8.7 The Chair and Vice Chair(s) are eligible for reappointment following the completion of their respective terms of office.
- 8.8 The Chair or Vice-Chair(s) may resign their office at any time by giving notice in writing to the Clerk of the Corporation.
- 8.9 If at any time the Corporation is satisfied that the Chair or Vice-Chair(s) is unable or unfit to discharge the functions of Chair or Vice-Chair (as the case may be) the Corporation may by notice in writing to the Chair or Vice-Chair remove him from his office and thereupon the office shall be vacant.

## **9. AGENDAS FOR MEETINGS - ANY OTHER ITEMS OF URGENT BUSINESS**

- 9.1 Agendas for meetings of the Corporation will include "any other items of urgent business". The operative word used in this statement is "urgent" and thus it should only be used for issues which arise after the publication of the agenda.
- 9.2 The item will normally appear as the last item in the agenda although the Chair will ask during an early stage in proceedings if any member or the Clerk proposes to put forward an item of urgent business.
- 9.3 The Chair will need to be assured that the issue is one which meets the following criteria:
- it is the proper business of the Corporation to consider having regard to the Articles of



Government and the terms of reference of the Committees of the Corporation;

- it needs urgent attention by the Corporation.

9.4 If appropriate the Chair will seek the support of the Corporation as a whole that a proposed item of urgent business is not heard. In such cases it is hoped that it is possible to determine a way forward which is acceptable to all parties.

9.5 Members of the Corporation are asked to attempt to give prior notice to the Clerk of their intention to raise an item of urgent business, the subject matter and the reason for the urgency.

## **10. ACTION TAKEN BY THE CHAIR OF THE CORPORATION**

10.1 The Articles of Government specify the roles and responsibility of the Corporation and the Principal & Chief Executive.

10.2 Provision is made in the Articles of Government for the delegation of functions to the Committees, the Chair of the Corporation or the Principal & Chief Executive with the exception of the following responsibilities which cannot be delegated:

- the determination of the educational character and mission of the institution;
- publishing the arrangements for obtaining the views of staff and students on the educational character and mission of the institution and the oversight of its activities;
- the approval of the quality strategy of the institution;
- the approval of the annual estimates of income and expenditure;
- ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- the appointment or dismissal of the Principal, other Senior Post Holders and the Clerk to the Corporation; and
- the modifying or revoking of the Articles of Government.

10.3 The Scheme of Delegation, as adopted and updated from time to time by the Corporation, gives details of the delegations routinely in force.

10.4 In addition, there are occasions when issues arise that require time dependent approval which should be placed before the Corporation although the next scheduled meeting is too distant and it is not thought appropriate to call a special meeting. In such circumstances the Corporation has agreed that the Chair may take action on behalf of the Corporation on the condition that such a course of action is not contrary to the Articles of Government or other regulations.

10.5 Requests for action by the Chair will only be made through the office of the Clerk to the Corporation. Requests should normally be made in writing although if an issue requires immediate attention it will be acceptable for a letter confirming a telephone conversation to be forwarded to the Chair.

10.6 The decision of the Chair, which must be in writing, will be reported to the next scheduled meeting of the Corporation by the Clerk.

10.7 The Clerk to the Corporation, in consultation with the Chair of the Corporation and the Principal & Chief Executive, will judge if it is thought appropriate to seek the views of the Chair of the standing committee associated with the issue.

10.8 The Corporation has decided not to delegate specific functions to the Chair of the Corporation as this may prove to be too restrictive for the arrangements to work effectively as and when appropriate.

## **11. STATEMENTS MADE ON BEHALF OF THE CORPORATION**

11.1 Unless otherwise agreed by the Corporation in individual circumstances statements on behalf of the Corporation will only be made by the following:

- the Chair
- the Principal & Chief Executive

➤ the Clerk

- 11.2 The content of the statements will be the subject of consultation between the Chair and College Management.
- 11.3 It is recognised that the majority of items which require public statement concern the strategic management and day to day operation of the College and thus are dealt with by, or on behalf of, the Principal & Chief Executive.
- 11.4 It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Corporation.
- 11.5 Custom and practice is for the Clerk to respond to correspondence from staff (including representatives of the staff such as union officers) so as to reduce the burden on individual members of the Corporation and to ensure that collective decisions of the Corporation are followed. This task is usually undertaken following consultation with the Chair of the Corporation.

## **12. INDIVIDUAL CONTRIBUTIONS BY MEMBERS OF THE CORPORATION**

12.1 The Instrument of Government includes the following statement (as paragraph 12 (6)):

*Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by any other body or person.*

- 12.2 All parties will recognise that members must take a personal view on each matter received by the Corporation and to contribute to debates accordingly.
- 12.3 Once a matter is considered by the Corporation each and every individual member of the Corporation is expected to be bound by the collective decision of the Corporation whatever one's personal views are on issues.
- 12.4 Particular regard should be taken of the confidentiality of certain proceedings.
- 12.5 Notwithstanding what is said in this section any member who disagrees with an issue is entitled to speak against and to explain her/his views. If, having raised a matter, the majority view is to proceed in such a way which causes one or more members concern the dissenting views can be recorded in the minutes of the meeting together with the fact that "x" (and possibly others) voted against the proposition. Furthermore, a member can ask, through the Clerk to the Corporation, for advice to be obtained on a particular matter if this is thought to be reasonable given the subject matter of the issue.
- 12.6 The importance of working for the good of Waltham Forest College cannot be overstated which may mean on occasions that personal views have to be put to one side once a decision is reached by the Corporation.

## **13. REGISTER OF INTERESTS**

- 13.1 It is a statutory requirement that the Clerk maintains an up to date Register of Interests of members of the Corporation.
- 13.2 The completed Register of Interests will be maintained by the Clerk to the Corporation.
- 13.3 The Register of Interests will be available for inspection:
  - in the office of the Clerk to the Corporation in the same way as other public documents (see also paragraph 4.1)

- 13.4 The Register of Interests of the Corporation of Waltham Forest College will include specific sections on the following:
- employment/self employment
  - directorships of commercial companies and other organisations
  - significant shareholdings
  - elected office
  - trusteeships or participation in the management of charities and other voluntary bodies
  - public appointments (paid or unpaid)
  - membership of professional bodies and trade or other associations
  - membership of closed organisations
  - 'Fit and proper person' taking account of the guidance issued by HMRC which the Charity Commission follows
- 13.5 In addition, members will be asked to consider the relevance of completing returns for their spouse, partner and other close relatives (including children).
- 13.6 It is important to understand that the completion of the Register of Interests does not remove from members the obligation to declare, as and when appropriate, any specific interests in matters before the Corporation or committees of the Corporation.
- 13.7 Members are requested to make known at the beginning of meetings any matters before the Corporation or committees of the Corporation in which they or any one with a close connection to them have an interest be it financial or otherwise.

#### **14. CODE OF CONDUCT**

- 14.1 The Corporation believes that it is appropriate to maintain a Code of Conduct specifically for the Corporation of Waltham Forest College rather than adopt one of the models produced by bodies with an interest in the sector.
- 14.2 The Code of Conduct will be displayed in College and copies made available to any interested parties.
- 14.3 It is a condition of membership of the Corporation that all members accept in full the contents of the Code of Conduct.

#### **15. TRAINING OF MEMBERS OF THE CORPORATION**

- 15.1 The Corporation agreed on 16 July 1997 (item 419) to adopt a training policy for members of the Corporation – see Appendix 4.
- 15.2 The Code of Conduct of the Corporation of Waltham Forest College includes the following statement:

Members of the Corporation will.....take or seek opportunities to enhance their effectiveness as a member through participation in training and development programmes and by increasing their knowledge of the College.

#### **16. APPOINTMENT OF PRINCIPAL & CHIEF EXECUTIVE AND SENIOR POST HOLDERS**

- 16.1 The Articles of Government include an outline of the arrangements to be followed upon the occurrence of a vacancy or expected vacancy in a senior post.
- 16.2 The Corporation of Waltham Forest College agreed at the meeting on 13 July 2015 the Principal & Chief Executive, the Deputy Principal Curriculum & Quality and the Deputy Principal Finance

and Corporate Resources as the only “senior posts” in the College organisation. This was superseded at the meeting on 21 December 2020 when the Corporation of Waltham Forest College agreed to designate the Director of Governance (who acts Clerk to the Corporation) as a senior post.

- 16.3 The Corporation will adhere to the following arrangements when seeking to appoint a new senior post holder:

Article 12:

*Where there is a vacancy or expected vacancy in a senior post, the Corporation shall determine whether the vacancy should be filled and the appropriate steps to ensure the process complies with employment law and good HR practice.*

*The Principal shall have responsibility for selecting for appointment all members of staff other than -*

- (a) senior post holders; and*
- (b) where the Clerk is also to be appointed as a member of staff, the Clerk in the role of a member of staff.*

## **17. THE CLERK TO THE CORPORATION**

- 17.1 The Instrument of Government provides for the Corporation to appoint a Clerk to the Corporation. The Clerk can not be a member of the Corporation.
- 17.2 The job description of the Clerk to the Corporation was amended by the Corporation on 2 December 1998 (item 602), reviewed in 2008 and reviewed once again prior to the appointment of the Director of Governance who is the appointed Clerk to the Corporation in 2020. It continues to be reviewed when considered appropriate.
- 17.3 The Clerk to the Corporation is responsible to the Corporation as a whole. It is recognised, of course, that the Clerk will work closely with the Chair, the Chairs of the standing committees and the Principal & Chief Executive. Notwithstanding this the Clerk will be available to support and advise all members of the Corporation.
- 17.4 When the role of Clerk to the Corporation becomes vacant (or is about to become vacant) the Corporation will determine the arrangements for appointing a new Clerk in accordance with the provisions of the Instrument and Articles of Government.
- 17.5 The Corporation agreed on 16 July 1997 (item 419) to adopt a training policy for the Clerk to the Corporation – see Appendix 5.

## **18. SERVICING THE CORPORATION**

- 18.1 The Clerk to the Corporation is responsible for the servicing and supporting of the Corporation, the Standing Committees and any other groups established from time to time.
- 18.2 As indicated in paragraph 17.2 above the Corporation has approved a detailed job description for Clerk to the Corporation which sets out the role and responsibilities.
- 18.3 No resolutions of the Corporation can be made without the Clerk being in attendance at the meeting to carry out the servicing role (see also paragraphs 18.4 and 18.5 below).
- 18.4 It will be appropriate for the Corporation to ask the Clerk to withdraw from a meeting when consideration is to be given to the conduct of the Clerk (including possible dismissal) or remuneration. On those relatively rare occasions when the Clerk is not present for a specific item on the grounds of personal interest the Chair will be responsible for preparing a note of the discussion for inclusion in the minutes.

- 18.5 In the absence of the Clerk to the Corporation due to illness or other good and urgent cause the Chair will make arrangements, following discussion with the Principal & Chief Executive and if possible the Clerk to the Corporation, for someone other than a member of the Corporation or a Senior Post Holder to carry out the role on a temporary basis. The recommendation of the Chair will be considered by the Corporation as the first item of business at the meeting which cannot be attended for whatever reason by the Clerk of the Corporation.

## **19. RESOLVING DIFFICULTIES**

- 19.1 It is the responsibility of the Clerk to the Corporation to make known any concerns that the Corporation is acting inappropriately or even beyond its powers. The Corporation has demonstrated that it wishes to enable the Clerk to carry out the full role and responsibilities in line with best practice. In doing so the Corporation has recognised that there may be exceptional circumstances when the Clerk feels that her or his advice is being disregarded or overlooked and because of this the proper conduct of the Corporation is being put at risk.
- 19.2 The Corporation has agreed that should the need arise the Clerk may seek advice from the Education and Skills Funding Agency. If such action is taken the Clerk will inform the Chair and Principal & Chief Executive accordingly.
- 19.3 Before the Clerk refers a matter to the Education and Skills Funding Agency he/she will try to overcome the difficulties by taking some or all of the following actions with the hope that the matter of concern can be reviewed:
- the concerns of the Clerk to be put in writing to the Chair and Principal & Chief Executive;
  - inform the Chair of the Audit Committee, if the issue is relevant to the terms of reference of that Committee;
  - report the concerns to a meeting of the relevant Corporation standing committee or the full Corporation;
  - consult the auditors as appropriate;
  - obtain legal advice if there is a disagreement about whether an action may be unlawful.

## **20. THE CORPORATION SEAL**

- 20.1 The Corporation agreed on 14 March 1996 (item 282) that when it was appropriate to use the Corporation Seal the Clerk would approach, in the first instance, the Chair and the Vice Chair(s) to authenticate the seal. In the absence of the Chair and/or the Vice Chair(s) the Clerk may approach one or more other members of the Corporation (with the exception of the Principal & Chief Executive).

## **21. ALLOWANCES TO MEMBERS OF THE CORPORATION**

- 21.1 The scheme for the payment of allowances to members of the Corporation for costs which are incurred as a result of their membership of the Corporation is detailed in Appendix 6 to this document.
- 21.2 The Charity Commission has indicated that work which may be considered as exceptional and not within the normal responsibility and role of a college trustee (e.g. through the Area Review process) may therefore be eligible to be considered as a payment for services.

## **22. MEMBERSHIP OF THE CORPORATION - AVAILABILITY OF INFORMATION TO THE PUBLIC**

- 22.1 In accordance with the provisions of the College Charter prepared in response to the Charter for Further Education published by the Department for Education in 1993 a list of the names of

members of the Corporation will be available for inspection in the office of the Clerk to the Corporation (see paragraph 4.5 for address).

- 22.2 In addition to the names of the members of the Corporation the list will include the the category of membership (e.g. Principal, Staff, Student or independent Member)
- 22.3 Any person wishing to write to members of the Corporation may do so by providing the Clerk to the Corporation with sufficient copies of any documentation.
- 22.4 Normally no charge will be made for postage for forwarding a document to members although the Clerk to the Corporation will use discretion when considering if the costs to be incurred are reasonable. Thus a charge could be made to cover direct and indirect costs as a condition of forwarding documentation.
- 22.5 Addresses and telephone numbers of members of the Corporation will not be made available to third parties.

## **23. MEMBERSHIP OF THE CORPORATION**

- 23.1 The membership of the Corporation of Waltham Forest College will be determined from time to time by the Corporation having regard to, as appropriate, the provisions of the Instrument of Government, the recommendations of the Search, Governance and Remuneration Committee and custom and practice.
- 23.2 It is the wish of the Corporation that there is an appropriate balance of skills and experience amongst members. This will mean that members will be drawn from a range of backgrounds. From time to time the Corporation will review the range of backgrounds that its current membership is drawn from.
- 23.3 Members will also have broad experience from industry and commerce even if they have a different background to that identified in the review referred to in paragraph 23.2 above.
- 23.4 The Corporation will have the opportunity to co-opt additional persons to serve on the Corporation so as to enhance the mix of skills and interests.
- 23.5 It is recognised by the Corporation that a skills audit should be carried out so as to monitor the current make-up of the membership and to prepare for the time when it is necessary to fill one or more vacancies. This task will be the responsibility of the Clerk to the Corporation acting on behalf of members.
- 23.6 Whilst the personal skills of members are of considerable importance, the Corporation has agreed that there should be an appropriate balance in terms of ethnic origin and other equality considerations. It celebrates and values the diversity brought by individuals and believes it will benefit by having members from both genders, and from a variety of different races, cultures, religions, ages, sexuality, abilities and disabilities. The Corporation further believes that the diversity of its membership is a key element in allowing it to help the College meet the needs of a diverse student population within a multicultural society.
- 23.7 Information on gender and ethnic origin may be analysed from time to time as part of the skills audit.
- 23.8 The Corporation has established a Search Committee (Search, Governance and Remuneration Committee) to assist it to appoint members in an open and structured way rather than to rely on personal contacts.
- 23.9 The Terms of Reference of the Search, Governance and Remuneration Committee, as approved by the Corporation, are set out in Appendix 10 to this document

23.10 The Search, Governance and Remuneration Committee will, from time to time, review (1) the skills audit and (2) information on gender and ethnic origin so as to assist in determining an action and succession plan for filling vacancies on the Corporation.

23.11 It is understood that the final decision for determining the membership of the Corporation including the individuals to be appointed to serve on the Corporation rests with the Corporation as a body. Thus it will not be appropriate to delegate authority to a standing committee or individual office holder to make decisions on behalf of the Corporation in such matters.

## **24. ARRANGEMENTS FOR THE POSSIBLE REAPPOINTMENT OF MEMBERS OF THE CORPORATION**

24.1 With the exception of the Principal & Chief Executive, who will serve on the Corporation as a result of his or her post, all members of the Corporation will be appointed to the Corporation for a period of no longer than four years having regard to the provisions of the Instrument of Government.

24.2 Members will be eligible to be considered for reappointment subject to ensuring that the provisions of the Instrument of Government continued to be satisfied.

24.3 It will be appropriate for existing members to make known to the Clerk to the Corporation at an early stage during the last year of their term of office if they are prepared to serve for a second or subsequent period. This does not mean that such members will be reappointed automatically. They will, however, be eligible for consideration.

24.4 When considering the possible reappointment of an existing member to serve on the Corporation the Search, Governance and Remuneration Committee will take into account such factors as:

- the attendance record at meetings of the Corporation and the committees of the Corporation
- the value of the contributions to the work of the Corporation and the committees of the Corporation
- participation in Corporation planning sessions and College events

24.5 A good attendance record will not in itself be regarded as a positive attribute. The quality and value of the contribution to the work of the Corporation is thought to be more important than simply attending meetings and College events.

24.6 The Search, Governance and Remuneration Committee and the Corporation will also give particular attention to the view of the Nolan Committee that members should not normally be reappointed to the Corporation for a third (or more) period of office. This view will be balanced against the contribution to the Corporation, and indeed the wider College community, and the ability of the Corporation to fill vacancies with people who possess the appropriate skills and interests.

## **25. ASSOCIATE MEMBERSHIP OF THE CORPORATION**

25.1 The Corporation can appoint individual persons as Associate Members of the Corporation of Waltham Forest College. The purposes for appointing Associate Members include the following:

- To enable a potential new member of the Corporation to observe meetings;
- To provide support to the Student Member.

25.2 Associate Members would be recognised by the meeting and allowed to speak but would not be able to vote on any matter.

25.3 There may be occasions where it will be appropriate for an Associate Member to withdraw from a meeting. Generally, such occasions will be similar to when other members of the Corporation might also be required to withdraw. They are referenced in section 5 of these Standing Orders and in particular, sub sections 5.2, 5.3 and 5.10 might be applicable.

## **26. AMENDMENTS TO THE STANDING ORDERS FOR THE CONDUCT OF MEETINGS AND RELATED ISSUES**

26.1 The Clerk on behalf of the Corporation will be required to keep under continuous review the provisions of this document with the intention of suggesting to the Corporation improvements/amendments to meet changed circumstances.

26.2 Individual members of the Corporation may wish to suggest to the Clerk improvements/amendments to this document. Points raised will be the subject of a report to the next convenient meeting of the Corporation so that a decision may be made.

26.3 Any amendments to the text of this document will require the approval of the Corporation unless they are covered directly or indirectly by statute in which case such changes will be acted on without delay.



## THE CORPORATION OF WALTHAM FOREST COLLEGE

## THE SEVEN PRINCIPLES OF PUBLIC LIFE

**Selflessness**

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

**Integrity**

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

**Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for 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.

**THE CORPORATION OF WALTHAM FOREST COLLEGE**  
**CORPORATION DOCUMENTS – GENERALLY AVAILABLE**

Please read this list in the context of Section 4 of the Standing Orders for the Conduct of Meetings of the Corporation and Related issues.

1. Instrument and Articles of Government
2. Standing Orders for the Conduct of Meetings of the Corporation and Related Issues
3. Code of Conduct
4. Register of Interests
5. Agendas (including supporting reports) and minutes of meetings of the Corporation and the standing committees unless specifically excluded
6. Annual Financial Statements
7. Procedure on Whistleblowing (Disclosure of Information)
8. Names of members of the Corporation

Any enquiries with regard to access to these documents should be made to the Clerk to the Corporation (Room 243 Forest Road building).

In addition to the Corporation items listed above the following are available from the College's Information and Guidance Department (Room 219, Forest Road building):

1. The College Charter
2. The College Prospectuses and other publicity materials
3. Information on examination results and other student achievements
4. Ofsted Inspection Reports on Waltham Forest College

**THE CORPORATION OF WALTHAM FOREST COLLEGE  
CORPORATION DOCUMENTS – CRITERIA FOR CONFIDENTIALITY**

1. Personal information relating to an individual.
2. Information provided in confidence by a third party who has not authorised its disclosure.
3. Financial or other information relating to procurement decisions, including that relating to the College negotiating position.
4. Information relating to the negotiating position of the College in industrial relations matters.
5. Information relating to the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation.
6. Legal advice received from or instructions given to the College legal advisors.
7. Information planned for publication in advance of that publication.

Note: The Corporation will not restrict access to documents unless there is good cause.

**THE CORPORATION OF WALTHAM FOREST COLLEGE**  
**TRAINING POLICY FOR MEMBERS OF THE CORPORATION**

The Corporation recognises the value of training to support members to carry out their role having regard to the principles of effective governance and the need for an awareness of relevant issues.

Whilst training will be of particular importance at the time of the original appointment to serve on the Corporation (and this is reflected in the induction programme for new members), it is believed that training should be available on an ongoing basis.

The Clerk will provide members with details of local, regional and national training events which may be of interest. Applications for places on a particular event will be made by the Clerk to the Corporation on behalf of individual members.

The cost of approved events will be met in full by the Corporation from the College's revenue budget. This budget will be managed on behalf of the Corporation by the Clerk.

The Clerk will present to the autumn term meeting of the Corporation a brief report of the events attended by members during the previous academic session so that the overall position may be monitored.

After attending an event brief feedback will be provided by members for the Corporation or, if appropriate, a committee of the Corporation so that other members may benefit.

The Corporation's planning sessions will include a training element as will many of the agendas for meetings of the Corporation.

Members of the Corporation are encouraged to make known to the Clerk their training needs so that appropriate arrangements can be made for support to be provided.

**THE CORPORATION OF WALTHAM FOREST COLLEGE**  
**TRAINING POLICY FOR THE CLERK TO THE CORPORATION**

The Corporation recognises the potential benefit accruing from the Clerk attending appropriate training courses. Further education continues to be a rapidly changing sector and thus there is great value if the Clerk is in a position to provide advice to the Corporation on governance and related issues. The need to maintain an up to date awareness of issues has grown considerably since incorporation and it can be suggested that this will continue in future.

When attending training events as Clerk to the Corporation the approved costs will be met from the College budget subject to the approval of the Chair and/or Vice Chair of the Corporation.

The Clerk to the Corporation will present to the autumn term meeting of the Corporation a brief report of the training events attended during the previous academic session so that members are aware of the position.

## THE CORPORATION OF WALTHAM FOREST COLLEGE

### SCHEME FOR THE REIMBURSEMENT OF COSTS ASSOCIATED WITH MEMBERSHIP OF THE CORPORATION

#### Attendance at meetings of the Corporation and Committees of the Corporation

1. Attendance allowances will not be available to members of the Corporation (i.e. a payment for attending meetings).
2. The Corporation will reimburse such costs as childcare fees which are incurred by members of the Corporation as a result of attending a meeting.
3. Travel to and from meetings by own car - cost will be reimbursed at the request of a member of the Corporation unless the amount due per meeting is less than £2.00 (amount to be reviewed by the Corporation as and when appropriate). The amount to be reimbursed will be calculated on the basis of (until further notice) 45 pence per mile; this amount should cover the actual cost of petrol used.
4. Travel to and from meetings by public transport (or, in the case of people with disabilities, and those travelling late in the evening by taxi/mini cab) - costs will be reimbursed at the request of a member of the Corporation unless the amount due per meeting is less than £2.00 (amount to be reviewed by the Corporation as and when appropriate).

#### How to apply for reimbursement of costs

To claim reimbursement of approved costs incurred in travelling to and from meetings of the Corporation or Committees of the Corporation the members should contact the Clerk to the Corporation.

#### Participating in approved training programmes for members of the Corporation

1. The tuition fee (if any) will be paid by the College in approved cases.
2. Travel costs (based on second class rail fares) will be reimbursed by the College in approved cases.
3. Any relevant subsistence costs will be reimbursed by the College in approved cases.

#### How to apply for reimbursement of costs

If a member of the Corporation has the opportunity to participate in a training programme it is suggested that he/she contacts the Clerk to discuss the arrangements before any commitments are made. The Clerk will consult the Chair of the Corporation as appropriate.

A member attending on external training programme will provide the Corporation or the appropriate standing committee with a short report on the contents and benefits derived.

#### Payment of allowances to Members

1. The Charity Commission has indicated that work which is considered to be exceptional (e.g. area reviews) and not within the normal responsibility and role of a college trustee may, therefore, be eligible to be considered as a payment for services.
2. The College may apply to the Charity Commission to pay a Member through the payment for services process for extra work - for example, contributing to area reviews.
3. In each application the Charity Commission requires the governing document of the charity.

**THE CORPORATION OF WALTHAM FOREST COLLEGE****ROLE DESCRIPTION OF MEMBERS OF THE CORPORATION, CHAIR AND VICE CHAIR****Members of the Corporation**

The role description of members of the Corporation of Waltham Forest College is summarised below:

1. To comply with the provisions of the following documents as they apply to the role of members of the Corporation:
  - Instrument and Articles of Government
  - Financial Memorandum
  - Corporation Code of Conduct
  - Seven Principles of Public Life drawn up by the Nolan Committee
  - Standing Orders for the Conduct of Meetings of the Corporation and Related Issues
  - College Financial Regulations and Financial Procedures
2. To act in the best interests of the Corporation.
3. To serve on any committee of the Corporation as requested and, if appointed, to act as the Chair or Vice Chair of a committee of the Corporation.
4. To attend and participate in the Corporation strategic planning sessions.
5. To support decisions of the Corporation and the committees of the Corporation once they have been reached on the basis of collective responsibility even though you may have spoken against a proposal during the debate at a meeting.
6. To give due priority to attending meetings of the Corporation and the appropriate committees of the Corporation.
7. To attend College events (such as student prize-givings) so as to gain an understanding and appreciation of the work of the College and to meet students and staff.
8. To participate in training which enhances your contribution to the Corporation.
9. To complete and keep up to date the register of financial and other interests.
10. To understand that individual members of the Corporation have no specific powers which means, for example, that statements can only be made on behalf of the Corporation if the member is specifically authorised to do so.

**The Chair of the Corporation**

In addition to the role description of members of the Corporation as set out above, the role description of the Chair of the Corporation is summarised below:

1. To chair meetings of the Corporation having regard to the provisions of the Instrument and Articles of Government, the Standing Orders of the Corporation and recognised best practice.
2. To call special meetings of the Corporation if there is good cause having regard to the provisions of the Instrument and Articles of Government.
3. To determine the agenda for meetings of the Corporation in consultation with the Clerk and the Principal & Chief Executive having regard to decisions of the Corporation and suggestions from individual

members.

4. To make statements on behalf of the Corporation in accordance with the provisions of the Corporation's Code of Conduct.
5. To collaborate with the Vice Chair, the Clerk and the Principal & Chief Executive in the formulation of the programme for Corporation planning sessions.
6. To consider applications from members wishing to attend training events which have been referred to the Chair by the Clerk (see Appendix 6 to the Standing Orders for the Conduct of Meetings of the Corporation and Related Issues).
7. To undertake the annual appraisal of the Principal & Chief Executive with the Vice Chair(s) of the Corporation.
8. To undertake the annual appraisal of the Clerk to the Corporation with the Vice Chair(s) of the Corporation and the Principal & Chief Executive.
9. To exercise the responsibilities detailed in the Articles of Government with regard to the suspension and dismissal of senior post holders.
10. To attend College events and as and when appropriate to present prizes/awards to students.
11. To represent the Corporation at local, regional and national events and to report to the Corporation as appropriate.
12. To meet the Principal & Chief Executive and/or the Clerk to the Corporation with the Vice Chair(s) to review issues impacting on the Corporation and the College as a whole.

### **The Vice Chair of the Corporation**

In addition to the role description of members of the Corporation as set out above, the role description of the Vice Chair of the Corporation is summarised below:

1. To undertake the responsibilities of the Chair in the absence of the Chair having regard to the provisions of the Instrument and Articles of Government and the role descriptions outlined above.
2. To develop with the Clerk the arrangements for increasing the links between the Corporation and the College community.
3. To collaborate with the Chair, the Clerk and the Principal & Chief Executive in the formulation of the programme for the Corporation planning sessions.
4. To represent the Corporation at local, regional and national events and to report to the Corporation as appropriate.
5. To undertake the annual appraisal of the Principal & Chief Executive with the Chair of the Corporation.
6. To undertake the annual appraisal of the Clerk to the Corporation with the Chair of the Corporation and the Principal & Chief Executive.
7. To meet the Principal & Chief Executive and/or the Clerk to the Corporation as appropriate with the Chair of the Corporation to review issues impacting on the Corporation and the College as a whole.



**THE CORPORATION OF WALTHAM FOREST COLLEGE****COMPLAINTS**

1. The Code of Conduct of the Corporation of Waltham Forest College includes the following paragraph:

A complaint against the Corporation or an individual member of the Corporation should be addressed to the Clerk to the Corporation who will deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Clerk to the Corporation is to be forwarded to the Chairman of the Corporation.
2. A complaint against the Corporation, a member of the Corporation or the Clerk to the Corporation may be made by an individual, business or an organisation.
3. Complaints against the Corporation or a member of the Corporation should preferably be made in writing and addressed to the following:

The Clerk to the Corporation  
Room 243  
Waltham Forest College  
Forest Road  
London E17 4JB
4. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation.
5. The Clerk to the Corporation will:
  - acknowledge receipt of the complaint without delay
  - investigate the complaint
  - endeavour to provide a response to the complaint within ten working days and if this is not possible provide the complainant with an interim statement
6. The written response of the Clerk to the Corporation will include details of the arrangements for pursuing the matter with an independent body (e.g. the Secretary of State for Education and the Skills Funding Agency).
7. The Clerk to the Corporation will provide the Corporation with a written statement of the nature of the complaint and the response at the next meeting. Such a report should be circulated to members within ten working days of the response of the Clerk to the complaint so that members are aware of the situation.
8. When carrying out an investigation on a complaint against the Corporation or an individual member of the Corporation the Clerk to the Corporation will have the authority to refer issues to the Corporation's auditors (external and/or internal) or other appropriate advisors.
9. A complaint against the Clerk to the Corporation is to be forwarded to the Chairman of the Corporation for investigation and response. Letters for the attention of the Chairman of the Corporation are to be addressed to the Chairman c/o Waltham Forest College.
10. The approach to be adopted by the Chairman of the Corporation in investigating and responding to a complaint will be similar to that outlined above with regard to complaints against the Corporation and individual members of the Corporation.

## **POLICY ON THE REMOVAL OF A GOVERNOR FROM OFFICE**

### **ABSENCE FROM MEETINGS FOR A PERIOD LONGER THAN THREE CONSECUTIVE MEETINGS**

1. The Clerk will be responsible for monitoring the attendance of Governors at formally summoned Board and Committee meetings. If a Governor is identified as having been absent from such meetings for a period of three consecutive meetings without the Corporation's agreement, the Clerk will immediately notify the Principal and the Chair of the Corporation.
2. The Clerk will then write to the Governor concerned explaining the position regarding his/her attendance and advising that this could result in the Governor's removal from office. The Governor should be asked to explain the reasons for the non-attendance at meetings.
3. The Clerk will then discuss the matter with the Chair of the Corporation and the Principal. The Chair shall decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Corporation and, if necessary, shall authorise the Clerk to convene a special meeting.

### **INABILITY OR UNFITNESS**

4. Any question as to whether or not a member may be unable or unfit to discharge the functions of a Governor must be referred to the Clerk.
5. Should such a question, regardless of its source, be brought to the attention of the Clerk he/she shall immediately notify the Principal and the Chair of the Corporation. If it appears to the Chair that the matter should be pursued, he/she will decide, in consultation with the Principal and the Clerk, whether or now further investigation is necessary and, if so, how this should be carried out.
6. The Chair will decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Corporation and, if necessary, shall authorise the Clerk to convene a special meeting.

### **MEETINGS OF THE CORPORATION REGARDING THE REMOVAL OF A GOVERNOR**

7. Meetings of the Corporation at which the removal of a Governor is to be considered shall be convened by the Clerk giving at least seven clear days' notice.
8. The only persons entitled to attend such meetings shall be members of the Corporation and the Clerk, except that the Governor in question shall be invited to attend for part of the meeting in order to state his/her case. He/she shall not participate in discussion or voting by the Corporation.
9. The Corporation shall decide whether or not the Governor be removed from office. Should this be the case, the Clerk shall notify the Governor.
10. A Governor so removed shall have no right of appeal against the Corporation's decision.

**THE CORPORATION OF WALTHAM FOREST COLLEGE**  
**SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE**

**TERMS OF REFERENCE AND STANDING ORDERS**

**1. INTRODUCTION**

- 1.1 The Terms of Reference and Standing Orders of the Search, Governance and Remuneration Committee may be varied at any time by the Corporation.
- 1.2 The Terms of Reference and Standing Orders of the Search, Governance and Remuneration Committee are subject at all times to the provisions of the Instrument and Articles of Government of the Corporation.
- 1.3 Members are required to make known if they or a person with whom they have a close connection (e.g. spouse/partner or child) has a personal interest (be it financial or otherwise) in a matter before the Committee.

**2. TERMS OF REFERENCE OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE**

2.1 The Committee will have responsibility for:

- Succession planning and recruitment of governors
- Governance policies, structure, capacity, effectiveness and impact
- Performance review, remuneration and succession planning of senior postholders

**Search**

2.2 To advise the Corporation on the appointment of appropriate members of the Corporation having regard at all times to the provisions of the Instrument of Government and the policy of the Corporation.

2.3 To undertake a governance skills analysis on a rolling basis, identifying any knowledge and skills gaps, with a view to building capability within the existing membership and informing targeted recruitment

2.4 To seek candidates from as wide a field as possible by making appropriate use of advertising, executive search, consultation with interested bodies and maintaining a data base of interested and appropriate people.

2.5 To instigate succession planning and an active pipeline of potential professionals, especially for key Trust Board roles, whether internal to the current Board and/or external professionals

**Governance**

2.6 To shape and develop governance in conjunction with the Board and Director of Governance, producing an annual plan of work for the committee

2.7 To evaluate the effectiveness of governance, including that of the Board and its committees, on a rolling basis

2.8 To evaluate the performance of the Chair and Vice Chairs through a 360 degree appraisal

2.9 To oversee the governors' induction, training and development plan

**Performance review and remuneration of senior post holders**

2.10 To recommend to the Board the remuneration, grading, pay and conditions of service for the holders

of senior posts in line with the Code Of Good Governance For English Colleges Remuneration of Senior Post Holders guidance and having regard to:

- Offering fair pay to attract and keep appropriately qualified staff to lead, manage, support and deliver the College's strategic objectives and aims;
- Affordability including pension implications;
- Best practice in determining senior pay in the sector;
- Pay and employment conditions in the sector including national benchmarking data;
- Performance against agreed targets over the previous year.

2.11 Where severance payments are under consideration, advice should be taken from the external auditor to ascertain the legitimacy of any proposed payment.

2.12 The Remuneration Committee is able to engage external independent expertise.

2.13 To consider and approve Search, Governance and Remuneration related policies and procedures and make any recommendations to the Board

2.14. To monitor risks within the remit of the Committee.

2.15. To annually review the effectiveness of the Committee

2.16 To undertake any other responsibilities from time to time delegated by the Corporation

### **3. MEMBERSHIP OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE**

3.1 The Committee will be comprised of five (5) members of the Corporation including the Chair and Vice Chair(s) of the Corporation and the Chairs of the Corporation's standing committees.

3.2 The Principal & Chief Executive, staff and student members will not be eligible to serve as members of this Committee.

3.3 The Committee may co-opt additional external members to add expertise in identified key areas; such external co-opted members shall be regarded as full members of the Committee and shall have the power to vote and count towards the quoracy.

3.4 The Committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, Members of the Committee should have recent, relevant experience in finance and accounting.

3.5 In accordance with clause 3.3 It is permissible for a person other than a member of the Corporation to serve on the Committee if such an appointment is approved by the Corporation.

3.6 The membership of the Committee will be reviewed annually unless determined otherwise by the Corporation.

### **4. TERM OF OFFICE**

4.1 The term of office of members of Committee will be reviewed annually unless determined otherwise by the Corporation.

4.2 A member of the Committee may resign from membership of the Committee by giving notice in writing to the Clerk.

4.3 A vacancy which arises during the period of office of the Committee will be filled by the appointment of a new member by the Corporation.

4.4 Members retiring at the end of the period of office shall be eligible for reappointment by the Corporation.

4.5 A member of the Committee will cease to be a member if he/she has been absent from three consecutive meetings of the Committee without the permission of the Committee.

## **5. APPOINTMENT OF CHAIR AND VICE CHAIR**

5.1 The Committee should not be chaired by the Chair of the Corporation.

5.2 The members of the Committee will appoint a Chair and a Vice Chair from amongst their number subject to ratification by the Corporation.

5.3 The Chair and Vice Chair shall hold office for one year unless agreed otherwise by the Corporation. Normally the period of office will commence at the first meeting of the academic session.

5.4 If both the Chair and Vice Chair are absent from any meeting of the Committee the members of the Committee present shall choose one of their number to act as Chair for that meeting.

5.5 The Chair and Vice Chair may at any time resign their respective offices by notice in writing to the Clerk to the Corporation.

5.5 The Chair and Vice Chair retiring at the end of their respective terms of office shall be eligible for reappointment.

## **6. QUORUM**

6.1 Meetings of the Committee shall be quorate if three or more members are present

6.2 If the number of members of the Committee assembled for a meeting of the Committee does not constitute a quorum thereof, the meeting shall not be held. If in the course of a meeting of the Committee the number of members present ceases to constitute a quorum, the meeting shall be terminated forthwith.

6.3 If for the lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he or she thinks fit, cause a special meeting to be summoned as soon as practicable.

## **7. FREQUENCY OF MEETINGS OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE**

7.1 Meetings of the Search, Governance and Remuneration Committee will be held as and when appropriate although it is envisaged that one meeting per term will take place.

7.2 All meetings of the Search, Governance and Remuneration Committee will be summoned by the Clerk who shall send to the members' written notice of the meeting and a copy of the agenda at least five days in advance of the meeting.

7.3 A special meeting of the Search, Governance and Remuneration Committee may be called by the Chair and if necessary the arrangements detailed in paragraph 7.2 above may be varied.

## **8. PROCEEDINGS OF MEETINGS OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE**

8.1 Every question to be decided at a meeting of the Search, Governance and Remuneration Committee shall be determined by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

8.2 No resolution of the Search, Governance and Remuneration Committee may be rescinded or varied at a subsequent meeting of the Committee unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

8.3 The proceedings of meetings of the Search, Governance and Remuneration Committee will be recorded in the minutes prepared by the Clerk to the Committee. Minutes of meetings (regardless of

whether or not they have been confirmed as being a true record) will be presented to the subsequent meeting of the Corporation.

8.4 Separate minutes will be taken of any issues which are regarded by the Search, Governance and Remuneration Committee to be confidential and as such the subsequent publication will be restricted. For example, if a potential candidate for membership of the Corporation is found to be unsuitable by the Search, Governance and Remuneration Committee the details will not be specified in the documentation presented to the Corporation or available for reference by members of the public.

8.5 The Terms of Reference and Standing Orders of the Search, Governance and Remuneration Committee and the advice of the Committee to the Corporation will be available in the office of the Clerk for inspection by any members of the public during the published office hours.

## **9. CLERK TO THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE**

The Clerk to the Search, Governance and Remuneration Committee will be the Director of Governance who is the appointed Clerk to the Corporation.

## **10. ACCESS TO MEETINGS OF THE SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE**

Access to meetings of the Search, Governance and Remuneration Committee will be limited to members of the Committee, the Clerk and any persons expressly invited to attend all or part of a meeting by the members of the Search, Governance and Remuneration Committee.

## **11. SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE ANNUAL REPORT**

As per best practice in other sectors, the Search, Governance and Remuneration Committee will produce an annual report which describes the work of the committee including the board's recruitment policy and practices, a description of its policy on equality and diversity, and any measurable objectives that it has set together with progress in their implementation. A separate report on the Remuneration aspects of the Committee's work will be produced in line with the AoC Code of Good Governance For English Colleges Remuneration of Senior Post Holders guidance