

# FAREHAM COLLEGE STANDING ORDERS

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

### **1. INTRODUCTION**

#### **1.1 General**

These Standing Orders have been devised to draw together the range of rules and procedures for the conduct of Corporation business. They are framed from the requirements placed on the College within the Instrument and Articles of Government which were approved by the Fareham College Corporation on the 29 March 2022

A copy of these Standing Orders will be given to each Member on appointment to the Corporation and will be the basis on which the Chair of the Corporation and each Chair of its Committees conduct meetings, and all processes of the Corporation are enacted.

#### **1.2 Interpretation**

In these Standing Orders:

‘College’ means Fareham College;

‘Governing Body’ means the Corporation of Fareham College;

‘Committee’ means a Committee of the Corporation;

‘Chair’ means the Chair of the Corporation or of a Committee of the Corporation

‘Member’ means a member of the Corporation;

‘Governor’ means a member of the Corporation;

‘Principal’ means Principal and Chief Executive;

‘Governance Professional’ means the Governance Professional supporting the Corporation encompassing the role of Governance Professional to the Corporation.

This post is currently known as the Head of Governance

Words importing one gender shall import all genders.

**1.3** The ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Governing Body or be open to discussion.

**1.4** These Standing Orders shall take effect, subject to any statutory provision, for the time being in force affecting Further Education Corporations, in particular the Instrument and Articles of Government set out in the Education (Government of Further Education Corporations) (former further Education Colleges) Regulations 1992 and subsequent modification orders.

### **2 Composition of the Corporation**

**2.1** The composition of the Corporation is determined by the framework laid down in the Instrument of Government (Clause 2 applies). The membership of the Corporation of the College will be determined from time to time by the Corporation having regard to the provision of the Instrument of Government (Clauses 3 & 4) and the recommendations of the Search Committee.

2.2 The Corporation has established a Search Committee to assist it in the appointment of members in an open and structured way in accordance with the Articles of Government and the Rules for Procedures of the Committee. The Rules and Procedures of the Search Committee, including the Terms of Reference of the Search Committee as approved by the Corporation, are included in **Annex 1**. 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.

### **3. Appointment of Members of the Corporation**

3.1 The Corporation will use its Search Committee to make recommendations to it on the selection of members in accordance with the Rules and Procedures for the Search Committee, specified in **Annex 1** of these Standing Orders.

3.2 All appointments to the Corporation will be scrutinized to determine eligibility (Clause 8 of the Instrument) and any member subsequently becoming disqualified from holding office shall notify the Governance Professional in accordance with Clause 8(9) of the Instrument.

### **4. Appointment of Chairman and Vice-Chairman**

4.1 The appointment of a Chair will be the first item of business at the first scheduled meeting before the expiry of the term of office (or resignation) in any year and the Corporation shall be required to choose a Chair from its number (Clause 6(1) of the Instrument applies

4.2 Members of the Corporation will be required to make formal nominations in advance of meetings where the election will take place. Where a ballot is necessary, it will be conducted at the start of the meeting by the Governance Professional using ballot papers under the direction of the Chair, as agreed at 4.3 below;

4.3 A member of the Corporation who is not standing as the Chair will take the Chair for this item, normally in accordance with the following:

- If the current Chair is not standing for re-election, he/she will take the chair for this item;
- If the current Chair is standing for re-election, then the Governance Professional will take the Chair

As there will be no Chair to hold a casting vote, if an election is necessary, voting will continue until a majority is achieved.

4.4 The provision of paragraphs 4.1 and 4.2 of these Standing Orders will also apply to the operation of all Corporation Committees unless the Chair is a fixed appointment, as in the case of the Search Committee.

4.5 The rules which relate to the appointment of Chair will apply to the election of Vice-Chair except that the Chair will take the Chair and will have a casting vote when elections take place. The provisions of paragraph 4.3 of these Standing Orders will not, therefore, be necessary.

- 4.6 The Principal and any staff or student member are ineligible for appointment as Chair or Vice- Chair but may participate in the appointment process.
- 4.7 If both the Chair and Vice-Chair of the Corporation are absent from any meeting of the Corporation, the members present shall choose one of their numbers to act as Chair for that meeting, provided that the members chosen shall not be the Principal or any staff or student members.
- 4.8 The Chair or Vice-Chair may resign at any time by giving notice in writing to the Governance Professional;
- 4.9 Whilst there is usually an intention, there is no automatic succession from the role of Vice Chair to Chair. Any member (except the Principal and staff/student members) are entitled to stand for Chair and will be voted in by majority.

## **5. The Role of the Governance Professional**

- 5.1 Under Clause 7 of the Instrument, the Corporation is required to appoint a Governance Professional who may not be the Principal or a member of the Corporation. Specific provisions relate to the role of the Governance Professional. That person will serve as Governance Professional until he/she resigns the appointment, or the Corporation determine that the appointment should be terminated. The appointment will be in accordance with the job description which is **Annex 2**.
- 5.2 Under Clause 14(10) of the Instrument, the Governance Professional is required to withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal, or retirement are to be considered and in other circumstances if he/she is also a member of staff of the College. Neither will he/she be entitled to see the minutes (Instrument of Government, Clause 16(4)). On such occasions the members will appoint from their number a person to act as Governance Professional for the duration of the meeting or part of a meeting. The arrangements for this are outlined in **Annex 3**.
- 5.3 If the occasion arises whereby the Governance Professional is absent due to illness, the Principal's Executive Assistant will attend meetings in an administrative capacity only to record the minutes of the meeting. Arrangements have been secured whereby legal advice and guidance will be provided by 3<sup>rd</sup> parties.

## **6. Attendance by Members at Meetings of the Corporation**

- 6.1 Members have been appointed to serve on the Corporation in the expectation that they will make time in their schedule to attend and fully participate in the work of the Corporation and the life of the College as laid down in the Governor's Code of Conduct. If, however, a member is prevented from attending a Corporation meeting or a development event, that member should notify the Governance Professional and give as much notice as possible. The purpose of this is to enable the Governance Professional to:
- Give apologies at the meeting and record these in the minutes;
  - Ascertain whether or not the meeting will be quorate.
- 6.2 The Instrument of Government, (Clause 10(2)) provides for the Corporation to consider removing a member from office if that member has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the

Corporation.

In the light of individual circumstances, it may be appropriate for the Corporation to grant leave of absence to a member from his/her duties as a member of the Corporation. The criteria for deciding whether to remove a member from the Corporation or whether special leave will be granted will be based on the following:

- Previous attendance record at Corporation and Committee meetings and development events, prior to the 6 months' continuous absence;
- Validity of reasons given for absence, for example ill health, bereavement, pressure of work;
- Consideration on whether or not the reasons, however valid, are likely to prevent a speedy return to full involvement in the business of the Corporation.

6.3 The Instrument of Government, (Clause 10(2)) also provides for the Corporation to give notice in writing to a member to remove them from office if the Corporation is satisfied that he/she has breached the Governors Code of Conduct.

6.4 In accordance with the Terms of Reference of the Search Committee and its responsibility for membership issues, the Corporation will be advised on the position for individual members by that Committee before making a decision.

6.5 Staff (including the Principal) and student members will cease to hold office when they cease to be members of staff or students at the College.

6.6 Every Governor appointed as a member of a Committee will cease to be a member of that Committee when he ceases to be a Governor unless he has been appointed for a further term of office as a Governor, or specifically becomes a co-opted member of Committee.

## **7. Proceedings for Meetings – Order of Business, Voting, Re-consideration of Resolutions**

7.1 Ordinary meetings of the Corporation and its Committees shall be held at least once in each Academic Term as the business of the Corporation requires. The Governance Professional will prepare an annual calendar of Corporation meetings and the meetings of the Committees. These will conform to an overall cycle which will enable, as far as possible, the meetings of the Committees of the Corporation to feed into the termly scheduled meetings of the full Corporation. The overall calendar will be agreed at the summer term meeting preceding the year in question and, as far as possible, every effort will be made to adhere to the arrangements outlined therein.

At the start of the academic year in question, the Governance Professional will prepare the key elements of business to be agreed with the Chair of the Corporation and the Chairs of the Committees by the end of September in that year so that there is a clear understanding of the major issues which will feature as discussion items during the course of the year.

7.2 All meetings will be summoned by the Governance Professional who shall send to members written notice of the meeting and a copy of the agenda thereof, at least 7 clear days in advance of the meeting.

7.3 If there are good reasons for doing so, the Chair of a Committee has authority to re-arrange the date of a meeting in consultation with the Governance Professional. The Chair may also cancel a Committee meeting if the Governance Professional advises that there is insufficient business requiring a Committee's attention to justify a meeting before

the next scheduled meeting of the Committee.

- 7.4 Once the major agenda items have been established, the Governance Professional will be responsible for ensuring that agendas are developed appropriately and will draw the Chair's attention to any departures from the agreed agenda in advance of the meeting, should that be necessary.
- 7.5 All meetings of the Corporation will be accompanied by a Chair's agenda, for use by the Chair of the Corporation, which will identify the key items to be discussed and the information required by the Chair as part of the Chair's briefing process. When the agenda is published for the next meeting, it is the duty of the Governance Professional to draw the Chair's attention to any action which needs to be further reviewed.
- 7.6 A Special Meeting of the Corporation may be called at any time by the Chair of the Corporation or by any 5 members by written request. When the matter to be considered demands urgent consideration, the Chair of the Corporation, or in the Chair's absence, the Vice-Chair of the Corporation can decide to give written notice of less than 7 days.

However, such Special Meetings will normally be called where the delaying of business until the next scheduled meeting of the Corporation would have a detrimental effect upon the College and will normally involve only one or two items of key business.

Where there is a special meeting of the Corporation as specified in Clause 12(4), the minutes of the last scheduled meeting will not normally be available but will appear on the agenda of the next scheduled meeting of the Corporation to be followed by the minutes of the special meeting in chronological order.

#### 7.7 Preparation of Agenda and Papers

- (i) The Governance Professional will be responsible for the maintenance of all documentation relating to Corporation business and such documents are available from the Governance Professional or are published on the College website where appropriate (see paragraph 10 of these Standing Orders).
- (ii) In accordance with the requirements of Clauses 14 & 16 of the Instrument of Government, any matters which are confidential are outlined in the Governor's Code of Conduct.
- (iii) In accordance with the arrangements made for the annual planning of meetings, members who wish to place items on the agenda of normal scheduled meetings should inform the Governance Professional at least fourteen days before the date of the meeting.
- (iv) If a Governor wishes to raise any business which has arisen since the agenda for a meeting was circulated, he/she should notify the Governance Professional twenty-four hours before the meeting for the item to be included as an item of "correspondence" on the agenda.
- (v) In accordance with the specific arrangements which relate to the Governance Professional to the Corporation, **Annex 3** applies to any papers which need to be sent to the Corporation in relation to the conditions of service, conduct, suspension, dismissal, or retirement of the Governance Professional (Clause 12(3) of the Instrument applies).

#### 7.8 Quoracy

The Corporation has agreed a membership of not less than 12, to a maximum of 18. It will aim for an 'ideal' constitution of 16 members. The inclusion of a minimum and maximum membership permits changes as a result of succession planning to either have vacant posts or additional 'members in waiting'.

- (i) The number of members necessary to constitute a quorum will be 40% of the total number (NB: this quorum may change if the Governing Body determines that its total number of members should be amended). At 'ideal' constitution of 16 members, this will be 7.
- (ii) The numbers required to constitute a quorum at a Committee of the Corporation is 40% of the total membership including the Principal and the Chair who are ex-officio members of all Committees except the Audit Committee.

## 7.9 Proceedings of Meetings

### Agenda and Papers for the Meeting

- (a) The Governance Professional will be responsible for drawing up the agenda, preparing papers and inviting members to attend in accordance with Clause 12 of the Instrument and taking due note of any regulations relating to confidentiality under the Governor's Code of Conduct;
- (c) Papers will be dispatched to arrive seven days in advance of the meeting;
- (d) Members of the Corporation will receive reports from the Committees of the Corporation at each meeting although the papers and minutes of each Committee will be available from the Governance Professional for inspection by any member;
- (e) All documents of the Corporation except those deemed to be confidential by the Corporation or which name current/future students/staff, are available for inspection during normal office hours.
- (f) In accordance with Clause 18.3 the Corporation shall ensure that a copy of the draft or approved minutes of every meeting of the Corporation 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.

### Physical Meetings

At their discretion, the Governing Body may hold a meeting of the Governing Body or any Committee appointed by the Governing Body by telephone, videoconference, or any other electronic means, provided that all those participating in the meeting can hear and communicate with each other throughout the entire meeting.

### The Order of Business at Meetings

- (a) In accordance with normal practice, the minutes of the last meeting will normally be taken as the first agenda item after apologies for absence and any election of Chair;
- (b) The order of business of the meeting may be altered in accordance with the Corporation's wishes;
- (c) Separate minutes will be taken of those parts of meetings from which staff and student members or the Governance Professional has withdrawn and, in accordance with paragraphs Clause 14(5), (6) (8) (9), & (10) of the Instrument, any such member or the Governance Professional will not be entitled to see the minutes of that part of the meeting or any papers in relation thereto.



## Decisions taken at Meetings

- (d) Any matter to be decided by the Corporation will be drawn to the attention of the Corporation and will normally be supported by appropriate papers;
- (e) The view of the Corporation shall be determined by the voices of those present. If a member indicates dissent, then a vote shall take place in accordance with Clause 14(1) and (2) of the Instrument;
- (f) Voting may not take place by proxy or by postal vote (Clause 14(3) of the Instrument);
- (g) Any revision or variation to a resolution can only take place at subsequent meetings if it is a specific item on the agenda (Clause 14(4) of the Instrument);
- (h) Any amendment to a recommendation brought before the Corporation may be proposed and seconded so long as it is relevant and does not have the effect of introducing materially new issues. Where such proper amendment has been proposed and seconded, it shall be dealt with before any further amendment is moved;
- (i) The Chair shall rule on the admissibility of a point of order and explanation.

## **8. Action taken by the Chair and Vice-Chair of the Corporation**

8.1 Article 3 of The Articles of Government distinguishes between the roles of the Corporation, the Principal, and the Governance Professional.

Article 9 allows for the delegation of functions to the Committees, the Chair of the Corporation, or the Principal with the exception of the following responsibilities which cannot be delegated:

- The determination of the educational character and mission of the institution;
- The approval of the annual estimates of income and expenditure;
- The responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
- The appointment of the Principal or designated senior postholders;
- The appointment of the Governance Professional;
- The modification or revocation of the Articles of Government.

There may be occasions when issues are raised which should be placed before the Corporation and its Committees, but the next scheduled meeting is too long to wait, and it is not thought sufficiently significant to call a Special Meeting. In such circumstances the Chairman of the Corporation act on behalf of the Corporation provided that such a course of action does not run contrary to the Articles of Government, Financial Regulations, and any other relevant regulations.

8.2 The Chair's Action falls into two categories:

- (i) Routine matters which would not normally have merited discussion by the Corporation. These will include:
- the signing of routine documents on behalf of Governors;
  - responding to approaches made to the Corporation by external organisations;
  - overseeing/agreeing to the more detailed aspects of the implementation of matters which the Corporation has already agreed.
- (ii) Matters which are judged to be too urgent to await a meeting of the Corporation - such action should only be undertaken by the Chair on matters of significance if the delay of a decision would seriously disadvantage the College. Otherwise, the Chair is required to call a Special Meeting of the Corporation, if necessary, with less than the normal seven days' notice, in accordance with the provisions of the Instrument of Government.

8.3 If Chair's action is required between meetings, the Governance Professional will keep as full a record as possible of the action which has been taken and report it as a separate agenda item to the next Corporation meeting. Reporting on the item will also include advice from the Governance Professional as to whether the Chair had delegated authority to take the action in question. Any action which is, therefore, taken by the Chair of a non-routine nature must be formally communicated to the Governance Professional if he/she is not involved in the action and, therefore, in a position to make a formal report anyway to the Corporation. In the absence of the Chair, the Corporation authorises the Vice-Chair to act as though he/she were Chair in the same way. In the case of Chair's action in respect of the suspension from duty of a senior postholder, the Chair or the Vice-Chair are required to report such suspension in writing to the Corporation and the EFSA within two working days, or as soon thereafter as practicable.

## **9. Attendance and Public Access to Meetings**

### 9.1 General

The Corporation believes that its business is open to public scrutiny and, with the exception of those items of business which are deemed to be confidential as defined within the Instrument of Government, for example the pay and remuneration of an individual, or its policy is that the Corporation meetings are open meetings. Members of staff who are not Corporation members or senior postholders will be regularly in attendance at all meetings and other members of staff will be invited, particularly where they may be presenting particular reports to the Corporation.

### 9.2 Entitlement to Attend Corporation and Corporation Committee Meetings

Entitlement to attend meetings of the full Corporation will be restricted to members of the Corporation, the Governance Professional, and a Minute Secretary (if required). Entitlement to attend the Committees set up by the Corporation will be restricted to the membership written into the terms of reference for that Committee, the Governance Professional, and other members of the Corporation subject to eligibility and with the approval of the appropriate Chair.

Whilst Clause 11.2(a) of the Instrument which refers to members with a financial interest in the College does not require a member to withdraw from that part of the meeting considering a proposal in relation to that interest, the Corporation may determine that it would be appropriate for a member to withdraw where that member has a financial interest.

9.3 Attendance of Staff other than Corporation Members and the Governance Professional

9.4 The Corporation has determined that members of the Senior Leadership Team and other staff may attend meetings of the Corporation and its Committees for the purpose of providing information and giving advice. Such staff will be asked to withdraw from the meeting when the Chairman deems this to be appropriate, usually in respect of confidential items.

9.5 Attendance by the Inspectors and other External Agencies

From time to time, the relevant Inspectors or other external agencies may be invited to attend meetings of the Corporation for items specifically agreed by the Corporation.

9.6 Attendance by Auditors

In accordance with the arrangements for the College Auditors, they will attend the relevant meetings of the Corporation, the Audit Committee and, where necessary, other Committees of the Corporation.

9.7 Attendance by members of the public

Requests to attend Corporation and Committee meetings by members of the public will be considered on a case by case basis.

## **10. Publication of Minutes and Papers**

10.1 Agenda, papers, and minutes of the meetings of the Corporation and its Committees are held by the Governance Professional in the Executive Office. In addition, agenda and minutes of meetings are published on the College website where appropriate. Anyone wishing to read them can do so by asking the Governance Professional or by visiting the College website. Certain items of a financial or personal nature are excluded such as the following:

- An issue relating to a named individual employed at, or proposed to be employed at the College;
- An issue relating to a named student at/or applicant for admission to the College;
- Any matter which the Corporation decides that by virtue of the nature of the item should be dealt with on a confidential basis,

10.2 Matters relating to individual members of staff come under the confidential section of the minutes and will not be made publicly available. The Corporation and its Committees are empowered to identify other items that they wish to be minuted under the confidential section.

10.3 All Governors and co-opted members of Committees must respect the confidentiality of any papers made available to them whether for purposes of the Governing Body or Committee meetings or otherwise for so long as those papers remain confidential.

10.4 In order to ensure that the Corporation operates in keeping with a spirit of openness, all items which are deemed to be confidential, either by virtue of the paper supporting that item or because the associated minute has been deemed to be confidential, will be regularly reviewed to establish its ongoing status. If the item is no longer confidential because it has become public within the College, then the associated paper and/or relevant minutes will be deemed to be available for public scrutiny.

## **11. Committees, Terms of Reference and Quoracy**

- 11.1 The Corporation has established 4 Committees and has agreed terms of reference for each of them  
These Committees are:

Teaching, Students, Curriculum & Quality Committee  
Finance & Resources Committee  
Audit & Risk Committee  
Search Committee

The terms of reference of these Committees are **Annex 4(i)-(iv)**.

- 11.2 The Governance Professional will periodically request the Corporation to review the terms of reference of Committees, including details of quoracy, to ensure that they are in line with current requirements of the Corporation, the EFSA and Auditors.
- 11.3 Members will be responsible for adhering to the Instruments and Articles of Government, Terms of Reference, these Standing Orders, and the Governors' Code of Conduct whilst conducting their Corporation business within Committees.

## **12. Arrangements for Senior Staff**

The Corporation has formally designated senior postholders in accordance with the Articles of Government and has established a framework for senior postholders which is **Annex 5** to these Standing Orders.

## **13. Governors' Interests**

- 13.1 Except with the approval in writing of the Secretary of State no Governor shall take or hold any interests in any property held or used for the purpose of the College or receive any remuneration for their services as a Governor, provided that a Governor who is a member of the staff of the College (including the Principal) may receive remuneration in that capacity.
- 13.2 A Governor who has any financial interest in:
- (a) the supply of work or goods to or for the purposes of the College;
  - (b) any contract or proposed contract concerning the College or;
  - (c) any other matter relating to the College.

and is present at a meeting of the Corporation at which the supply, contract or other matter is to be considered, shall at the meeting disclose the fact including the nature and extent of that interest and shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he is not entitled to vote.

- 13.3 Standing Order 13.2 shall not prevent the member of the Corporation considering and voting upon proposals for the Governing Body to insure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.

- 13.4 The Governance Professional shall maintain a Register of Interests of Governors and Senior Managers in a form prescribed by the Governing Body. Governors and Senior Managers will be required to declare their own interests and those of their 'close' family. Close family is intended to mean a spouse, dependent child or any other person living in the same home.
- 13.5 Governors may be reimbursed for expenses properly incurred in attendance of meetings and in the performance of their duties. Governors may not, however, be paid remuneration for their services as Governors.
- 13.6 Expenses will be paid in accordance with the College's staff expense policy All expenses must be authorised in advance by the Chair (whose claims will be authorised by the Vice-Chair) and must be passed to the Governance Professional for reimbursement, who will check the claims to ensure that they are in accordance with these provisions and make payment to the Governor in question.

#### **14. Independent Professional Advice for Members**

- 14.1 This procedure is based on the premise that Corporation Members shall have the right to take advice from: The Corporation's advisers; or, if necessary, at the Corporation's expense, independent advisers on any matters concerning the exercise of their powers and responsibilities.

Such matters shall:

- **include** advice on legal, accounting, and regulatory duties,
- **exclude** advice to individual Corporation Members concerning their own respective personal interests in relation to the Corporation.

- 14.2 A Member who wishes to seek advice under this procedure shall give prior written notice to the Governance Professional to the Corporation and provide:
- a summary of issues on which advice is sought; and
  - if independent advice is sought (i.e., not from the Corporation's existing advisers), the names(s) of the advisers whom the Member wishes to instruct together with a short explanation of the reasons why consultation with the Corporation's advisers on the particular issue(s) is considered to be inappropriate.
- 14.3 On behalf of the Corporation, the Chair will consider the merits of the case and pay or contribute towards the costs of independent professional advice. The contribution to be made will be based on the merits of each individual case. The decision shall be made after consultation with the Principal. The decision should be made as soon as practicable, and in any event within ten working days.
- 14.4 The Governance Professional will notify the Member in writing whether the costs for the professional advice are payable by the Corporation and, if they are not, brief reasons shall be stated in support of the decision not to provide support.
- 14.5 Any advice which is obtained under this procedure shall, on request, be made available to all Corporation Members.
- 14.6 References in this procedure to the Chair shall include, in his or her absence, references to the Vice-Chair.

## **15. Statements made on behalf of the Corporation**

15.1 Statements made on behalf of the Corporation will normally only be made by:

- The Chair, or Vice-Chair in his absence;
- The Principal;
- The College's Publicity & Marketing Team

15.2 Individual members of the Corporation must abide by the provision of the Governors' Code of Conduct. Members of the Corporation are appointed to contribute to the work of the Corporation and not appointed to represent any organisation, interest group or persons. Furthermore, they shall not be bound in speaking and voting by mandates from any other body or persons.

## **16. Membership of the Corporation – Availability of Information to the Public**

A list of the names of members of the Corporation is published and available in the Governance Professional's office and on the College's website. Addresses and telephone numbers of individual members of the Corporation will not be made available to third parties without the permission of that member. Persons wishing to contact members of the Corporation may do so by writing to:

F.A.O Head of Governance  
Fareham College Bishopsfield  
Road Fareham PO14 1NH

## **17. Use of Corporation Seal**

17.1 Although there is no requirement under the Further and Higher Education Act 1992 for any document to be sealed by the Corporation, under general law any document executed by the Corporation as a Deed should be under Seal. Section 20(4) of the Further and Higher Education Act indicates that the execution of a document by the Corporation under its Seal shall be treated as exclusive evidence that the document has been properly issued by the Corporation. The onus of proof would be on the person challenging the document to prove a contrary intention.

17.2 In accordance with Clause 21 of the Instrument of Government, the application of the Seal of the Corporation shall be authenticated by the signature of either the Chair or the Vice Chair and the Principal or the Deputy Principal Finance and Resources. The Corporation will receive an annual report detailing the occasions on which the Seal of the Corporation has been used for formal ratification.

17.3 The arrangements for the use of the Corporation Seal are outlined in the College's Financial Regulations.

## **18. Amendments to the Standing Orders for the conduct of meetings and related matters**

Standing Orders will be reviewed at least every two years to coincide with the review cycle of the Corporation or earlier by the Corporation to meet changing circumstances.

Amendments to this document require the agreement of the Corporation unless covered directly by statute in which case change will be implemented on the introduction of the new legislation and notified to the Corporation.

**These Standing Orders were originally approved and adopted by the Corporation of Fareham College at the Corporation meeting held on 29 March 2022**

**Terms of Reference were approved 29 June 2021 and updated accordingly**

## RULES AND PROCEDURES FOR APPOINTMENT TO THE CORPORATION OF FAREHAM COLLEGE

### 1. THE WORK OF THE SEARCH COMMITTEE

#### 1.1 Terms of Reference

In accordance with the Articles of Government (Article 5), the Corporation has established a Search Committee with terms of reference and membership as outlined in **Appendix A**. The Search Committee has responsibility for advising the Corporation on the full range of issues associated with membership.

#### 1.2 Membership of the Search Committee

Membership of the Search Committee is up to five full Corporation members. The Vice-Chairman of the Corporation is the designated Governor with special responsibility for the membership of the Corporation and normally chairs the Committee unless it is his/her membership under consideration. In this case the Committee is required to agree an alternative Chairman for the purposes of that discussion and the Vice- Chairman is required to withdraw from the meeting.

#### 1.3 General Conduct of the Search Committee

The Search Committee will conduct its business in accordance with normal rules of procedure for the Corporation and its committees outlined in the Rules of Conduct of the Corporation and the Corporation's Standing Orders, subject to any more detailed advice contained in these Rules. These Rules are held by the Governance Professional to the Corporation and, together with all documentation relating to the work and advice of the Search Committee, are available for public inspection in the Governance Professional's Office during normal office opening hours. The Search Committee will normally meet once a term, unless members decide that there is insufficient business. It will receive regular reports on the membership position of the Corporation and the other related issues within its terms of reference and conduct its business in accordance with the annual schedule outlined in **Appendix B**.

### 2. MEMBERSHIP OF THE CORPORATION

#### 2.1 Composition of the Corporation

The Corporation has determined that the overall membership of the Corporation will number no less than 12 and no more than 20 members. Its 'ideal' membership should be 16 members in accordance with the Instrument of Government, as outlined in **Appendix C**.

#### 2.2 Terms of Office

Governors will normally be appointed to a three-year term of office and will not normally be eligible to serve more than three consecutive terms of office, in any category of Governorship. Shorter terms of office (e.g. one year) may be used in circumstances where there is merit to providing an extended induction for incoming governors, to secure a specific set of skills for a period of time or to facilitate a pipeline of 'members in waiting'.

All terms office regardless of duration will be included towards a Governor's total term of not more than 9 years.



Given that there is also a balance to be maintained between seeking refreshed membership for the Corporation and making use of experienced members, particularly at times when a number of terms of office come to an end, the Search Committee will seek to adopt this advice but may unusually make recommendations that a fourth term of office an extension beyond 9 years be served. On such occasions, the Committee will clearly outline the reasons for this recommendation.

### **2.3 Eligibility to be a Governor (any category)**

The eligibility for Governorship is laid down in Clause 8 of the Instrument of Government. It is the duty of the Search Committee to ensure that any individuals recommended for membership of the Corporation comply with the eligibility criteria both generally and for specific categories of Governorship. Particularly, the following must be applied:

- Governors must be 18 years of age or older unless they are appointed as StudentGovernors;
- Staff may not serve as Governors unless in the capacity of staff member or Principal;
- Students may not serve except in the capacity as student member. Any existing member may enrol on a part-time course at the College during his/her term of office, but will cease to be a member of the Corporation if he/she enrolls on a full-time course;
- The Governance Professional may not be a member.

In addition, the provisions of Instrument Clauses 8(5) to (9) make ineligible those who have certain convictions or have been adjudged bankrupt. Those making application to the Corporation are required to make declarations in this respect so that the Search Committee can make a judgement as to eligibility within the provisions of the Instrument of Government before making appointments.

### **2.4 Appointment to the Corporation**

Subject to the procedures outlined below, appointments to the Corporation will be in accordance with Clause 5 of the Instrument of Government. Generally, the full Corporation is the appointing authority unless the appointment is in a category where other provisions governed by Clause 2 apply.

## **3. PROCESSES OF THE SEARCH COMMITTEE**

### **3.1 General**

The Corporation is committed to a range of systematic procedures to make appointments to the Corporation and its Committees. These are based on:

- Wide advertisement within the local community
- Fair and open procedures for appointment
- The application of all general principles of Equal Opportunities
- The capacity for all appointments to be open to public scrutiny.

### **3.2 Criteria for Selection**

In order to achieve the appropriate mix of skills and the profile of members determined by the Corporation, Governors have established specific Governor Role Descriptions for the Chair & Vice-Chair, Staff & Student Governors and External Governors (at **Appendix C, D and E**)

Various categories of Governors have been developed (section v – viii) in order for the Corporation and its Committees to utilise the roles to best effect and to meet their respective needs at any given time.

### **3.3 Processes of Appointment**

#### **(i) General action by the Governance Professional and the Committee in reviewing applications for Governorship**

The Governance Professional will be responsible for undertaking administrative work for the Search Committee and ensuring that all procedures are conducted in an orderly and fair manner. The Committee will receive regular reports on membership status and will, therefore, be in a position to request that the Governance Professional undertake a variety of actions in respect of membership.

All prospective applicants, irrespective of the category of Governorship in which they wish to serve, will have access to a general information brochure about the Corporation, including the Instrument and Articles of Government and an application form. Applicants must complete an application form and or submit a CV which is then reviewed by the Search Committee against the selection criteria. When the Committee has decided upon a suitable list of recommendations it is the practice that, where applicants are not known to the College, the Principal and a 'Selection Committee' (drawn from members of the current Corporation) will meet with them before a final recommendation is made to Corporation.

The Search Committee with approval of the Corporation may secure 3<sup>rd</sup> party agencies to conduct recruitment and selection on their behalf.

#### **(ii) Full Governors/Associate Governors/Co-opted Governors**

Such Governors will normally be selected following general advertisement and other targeted search for interested individuals. As far as possible, the Corporation will seek to identify a pool of prospective Governors so that vacancies can be filled promptly. In addition, members will use their contacts within their professional areas to seek interest in the work of the Corporation.

#### **(iii) Staff and Student Governors**

These will be elected from the relevant constituency in accordance with the arrangements for elections outlined at Section 3.4 of this document.

#### **(iv) Governors Reapplying for a Further Term of Office**

At the end of an individual's term of office, consideration will be given to those who wish to seek another term of office as a Governor (or as a different category of Governor), providing that they remain eligible in accordance with the Instrument of Government and the rules made by the Corporation. Such Governors will be reviewed by the Search Committee in the normal way, as outlined above, before a formal recommendation is made to the full Corporation.

#### **(v) Full Governor**

A full governor holds a voting role on the Corporation and is usually also allocated a role on a Corporation level. A full governor is usually appointed with a three- year term of office.

#### **(vi) Associate Governor**

Associate (non-voting) Governors can be appointed to the Corporation (within the limits set at

Section 2.1) to support the work of the Corporation.

Reasons for appointment as an Associate Governor could be

- Part of an extended induction period for incoming/less experienced Governors
- For the purposes of providing a specific set of skills/experience required by the Corporation for a short time
- To 'hold' Governors in waiting until vacancies become available

Associate Governors hold no voting rights and would usually be appointed for a term of office of 1 year. Associate Governors are entitled, (subject to usual terms) to become full Governors. Time served in any Governor role will be considered part of a Governors total term of office.

**(vii) Co-opted Governors**

Co-opted Governors can be appointed to any Committee (subject to the limits with its Terms of Reference) to support its work. Co-opted Governors currently have no role at Corporation.

Co-opted members can be appointed

- As a 'test the water ' for incoming/less experienced Governors
- As a committed role with reduced commitment than a full Governor
- For the purposes of providing a specific set of skills/experience required by a Committee at any given time

Co-opted Governors terms of office can vary depending on the rationale for their appointment. Co-opted Governors are entitled, (subject to usual terms) to become full Governors. Time served in any Governor role will be considered part of a Governors total term of office.

**(viii) Honorary Governor**

A role for long- serving members who had completed 9 years' service and who had made an outstanding contribution and commitment to the Board. Specific criteria against which individuals will be assessed prior to the Committee making a recommendation for this discretionary honour be made are as follows:

- 9 years' continuous service completed;
- An outstanding contribution and commitment made throughout the full 9 years;
- At least 80% attendance at Committee and Corporation meetings;
- Active participation at self-assessment, strategic review, and training sessions;
- Participation in additional College events;
- Participation/commitment to personal Governor development.

### **3.4 Election procedures**

Where elections are to take place from a given constituency, it is the duty of the Governance Professional to act as Returning Officer and to ensure that the Corporation's business is conducted in an orderly and fair manner which is open to scrutiny. Whatever the constituency, the following will apply:

- Vacancies for Governors in the relevant category will be advertised widely to ensure that, as far as possible, they reach a widely dispersed community. The method of advertisement may vary depending on the constituency and may be at the discretion of the Governance Professional, save that he/she will retain all details of the advertising procedure and advise the Search Committee accordingly;
- Individuals interested in serving as Governors will be invited to submit a short statement or *curriculum vitae* as a candidate;
- The Governance Professional will draw up a list of candidates and put in place election processes with clearly established closing dates and subject to normal election rules. Normally the election will be conducted via ballot . Again, as Returning Officer, the Governance Professional may have the discretion to use alternative methods if they are more appropriate to the constituency in question;
- After the closing date, the Governance Professional will publish the results and indicate who is deemed to be the winner for consideration for appointment to the Corporation;
- The Search Committee will receive details of the election winner and request that the Corporation confirm the appointment as formal approval is not required by the Board (Clause 3 of the Instrument refers);
- If there is only one candidate, no election will take place and that individual will be deemed to be the nomination to be received by the Search Committee.

### **4. PROCESSES FOR REMOVING GOVERNORS**

The issues relating to removal of a Governor who may be unfit to hold office are laid down in Clause 10(2) of the Instrument. All issues of this nature fall within the remit of the Search Committee, including the position of Governors who have been absent. The Committee will consider each issue on its merits, seeking advice from the Governance Professional and other advisors if necessary, and will advise the Corporation accordingly.

### **5. OTHER WORK UNDERTAKEN BY THE SEARCH COMMITTEE**

In accordance with its terms of reference, the Search Committee will undertake work in respect of the Corporation's self-assessment framework and other related work. This may feature as part of its regular cycle of business or may be *ad-hoc*, depending on the nature of the issue.

## **SEARCH COMMITTEE OF THE CORPORATION**

### **TERMS OF REFERENCE**

#### **PURPOSE**

To lead the Corporation on all issues related to membership of the Corporation in accordance with the Articles of Government (Article 5(3) refers)

#### **MEMBERSHIP & QUORUM**

The Committee shall comprise up to 5 members elected as follows:

- The Vice Chair (who will act as Chair)
- up to 4 members of the Corporation;

The quorum of the Committee shall be 3 Governors.

#### **REMIT**

To frame recommendations for appointment to the Corporation, and or Committees of the Corporation in accordance with the Instrument of Government, the agreed composition of the Corporation/Committees, Governor's background and experience and the instructions of the Corporation;

To review/evaluate all applications for Governorship in accordance with the Corporation's policies and procedures for appointing Governors, its equality and diversity objectives, and strategic aims.

To establish appropriate succession planning mechanisms to ensure the Board is regularly refreshed with the skills mix it requires and any existing vacancies are filled in a timely fashion;

To undertake an annual Skills Audit of all members to inform the membership of Corporation committees and identify personal, Committee or Corporation training needs;

To oversee appropriate mechanisms for annual review/evaluation of individual membership, attendance and contribution to the Corporation and or its Committee, in accordance with the Corporation's approved arrangements for such review;

To ensure the establishment of appropriate mechanisms for the review/monitoring the effectiveness of the Corporation and its Committees in line with the EFSA requirements for regular Board review, and annual strategic conversations;

To oversee appropriate mechanisms for review of Governor, SLT and staff declarations of interest, and to ensure the transparency of the Governor/SLT register.

#### **FINANCIAL LIMITS & DECISION MAKING**

The Committee may approve policies relevant to their remit as delegated by the Corporation

The Committee may authorise spending in the pursuit of their remit (without Corporation approval) to a limit of £5,000.

**MEMBERSHIP OF FAREHAM COLLEGE CORPORATION****Composition of the Corporation**

- 1.0 The Corporation has determined that the overall membership of the Corporation will number no less than 12 and no more than 20 Governors. Its 'usual' membership will be 16 governors. Subject to the transitional arrangements set out in Clause (4) of the Instrument of Government, the Corporation shall consist of:
- (a) external members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government;
  - (b) the Principal of the institution, unless the Principal chooses not to be a member;
  - (c) at least one member who is a member of the institution's staff and has a contract of employment with the institution and who has been nominated and elected as set out in section (3.3) and (3.4) of Annex 1 of this document;
  - (d) at least two members who are enrolled as students at the institution and have been nominated and elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students ("student members").
- 1.1 A person who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the institution for study or travel.
- 1.2 Where the Corporation has decided or decides that there is to be one staff member; the member may be a member of the academic staff or the non-academic staff and shall be nominated and elected by all staff.
- 1.3 Where the Corporation has decided or decides that there are to be two staff members:
- (a) One may be a member of the academic staff, nominated and elected only by academic staff; and the other may be a member of the non-academic staff, nominated and elected only by non-academic staff, or
  - (b) Each may be a member of the academic or non-academic staff, nominated and elected by all staff.
- 1.4 Where the Corporation has decided that there are to be three staff members:
- (a) all may be members of the academic or non-academic staff, nominated and elected by all staff;
  - (b) one may be a member of the academic or the non-academic staff, nominated and elected by all staff, one may be a member of the academic staff, nominated and elected by academic staff only, and one may be a member of the non-academic staff nominated and elected by non-academic staff only,

- (c) two may be members of the academic staff, nominated and elected by academic staff only, and one may be a member of the non-academic staff, nominated and elected by non-academic staff only, or
- (d) one may be a member of the academic staff, nominated and elected by academic staff only, and two may be members of the non-academic staff, nominated and elected by non-academic staff only.

1.5 The appointing authority, as set out in Clause (5), will decide whether a person is eligible for nomination, election, and appointment as a member of the Corporation under paragraph (1).

#### **Determination of Membership**

1.6 Subject to Clause (2) and the transitional arrangements in Clause (4) of the Instrument of Government, the number of members of the Corporation, and the number of members of each variable category shall be decided by the Corporation in the most recent determination made under the previous Instrument of Government.

1.7 The Corporation may at any time vary the determination referred to in section 1.6 of this document, and any subsequent determination under this paragraph provided that:

- (a) the number of members of the Corporation shall be determined by the Corporation; and
- (b) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in Clause (2) of the Instrument of Government.

1.8 No determination under this clause shall terminate the appointment of any person who is already a member of the Corporation at the time when the determination is made.

**CHAIR AND VICE-CHAIR OF THE CORPORATION  
RESPONSIBILITIES AND ROLE DESCRIPTION**

The Chair and Vice-Chair of the Corporation are annually elected at the meeting of the Corporation before the expiry of the term of office in any year.

- ☐ The Chair and/or Vice-Chair, with the support of the Governance Professional, shall ensure the efficient and effective conduct of business at Corporation meetings by ensuring that all issues presented are debated fully, that Governors have the opportunity to contribute and that discussions and decisions are properly summarised and recorded;
- ☐ The Chair shall exercise a second or casting vote where there is an equal number of votes at a Corporation meeting;
- ☐ The Chair may call a Special meeting of the Corporation (if necessary, with less than seven days' notice) if there are matters of significance to be addressed which are deemed too urgent to await the next scheduled meeting;
- ☐ The Chair may act on behalf of the Corporation (Chair's Action) provided that such a course of action does not run contrary to any relevant regulations. The rules related to Chair's Action are outlined in the Corporation's Standing Orders (section 8.3 refers);
- ☐ The Chair and Vice-Chair shall develop an effective working relationship with the Principal and the Governance Professional based on a full understanding of the role of the Corporation in the governance of the College;
- ☐ The Chair and Vice-Chair will strive to develop an effective Corporation through:
  - Leading and promoting the mission statement and educational character of the College;
  - Maintaining strategic oversight ensuring that the Corporation works with the Principal in determining the strategic direction of the College;
  - The development of a strong team spirit, trust, and support amongst Corporation members;
  - A strong committee structure which ensures that all issues are fully explored, debated, and reasoned judgements agreed and recommendations made which support and add value to the work of the Board;
  - Demonstrating highly professional chairing skills which ensure clear decisions are determined by allowing all members an opportunity to contribute if desired;
  - Positive leadership in shaping the style and tone of meetings;
  - Providing personal support to other Corporation members and, if required, be prepared to discuss matters relating to poor attendance and/or unsatisfactory performance or conduct;
  - Promoting a critical self-assessment of Corporation processes and of Corporation performance;
  - Encouraging on-going member participation in all issues and strategic decisions.
- ☐ The Chair and/or Vice-Chair will offer both general and specific support to the Principal where strategic, major, or contentious issues are involved;
- ☐ The Chair will meet with the Principal on a monthly basis to discuss any issues of governance or College management that require his/her attention;
- ☐ The Chair and Vice-Chair will seek to promote the interests of the College wherever possible including representing the College at meetings, presentations, and events as and when appropriate; The Chair and Vice-Chair will undertake the annual appraisal of the Principal and the Governance Professional;
- ☐ The Chair, or in his/her absence the Vice-Chair, may initiate disciplinary action against holders of a senior post should the need arise and exercise the responsibilities detailed in the Articles of Government with regard to the suspension and dismissal of Senior Postholders and the Governance Professional (Annex 5 of the Standing Orders refers).



## STAFF AND STUDENT GOVERNOR ROLE DESCRIPTION

Staff and Student Governors must have the welfare of the College as a whole in mind and come to the Corporation with their experience as a student/staff member rather than to represent students or staff of the College. This does not undermine their role as a Governor but is a key distinction to be made between other elected representatives such as MPs.

Within the overall responsibilities of the Corporation and as enshrined within the Corporation's own Instrument & Articles of Government and the Standing Orders, Governors are responsible for:

- ☐ The determination and periodic review of the educational character and mission of the College and the oversight of its activities;
- ☐ Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- ☐ The strategic direction of the College, including the setting and regular monitoring of strategic objectives/targets for the Senior Management Team;
- ☐ Ensuring the effective and efficient use of resources, the solvency of the College and the Corporation and in safeguarding their assets;
- ☐ Approving annual estimates of income and expenditure;
- ☐ Setting a framework for the pay and conditions of all staff;
- ☐ Supporting and advising the Principal and Chief Executive;
- ☐ Promoting, 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

### Governor Person Specification

A Governor of Fareham College must have:

- ☐ Commitment and interest in education and training;
- ☐ A commitment to equality of opportunity;
- ☐ A commitment to raising educational standards;
- ☐ The willingness to promote the work of the College to the community at large;
- ☐ Clear appreciation of the role of a Governor - This is particularly important for staff and student members who are nominated and elected by their respective electorate but may not be regarded as representatives;
- ☐ The time and energy to undertake the role and to achieve an individual attendance target of 80%.

**Governors should also have the ability to:**

- ☐ Work positively with others;
- ☐ Understand the difference between the role of Governor and the role of Senior Manager;
- ☐ Accept and agree to comply with the Fareham College Corporation Instrument and Articles, Standing Orders, Code of Ethics and Code of Conduct;
- ☐ Make reasoned decisions and to act honestly, diligently and in good faith;
- ☐ Accept the responsibilities of the Corporation and the decisions it makes.

Governors will be appointed to at least one Committee of the Corporation depending upon their specialist skills, experience and/or areas of interest and the needs of the Board at the time of appointment.

## GOVERNOR ROLE DESCRIPTION

Within the overall responsibilities of the Corporation and as enshrined within the Corporation's own Instrument & Articles of Government and the Standing Orders, Governors are responsible for:

- ☐ The determination and periodic review of the educational character and mission of the College and the oversight of its activities;
- ☐ The strategic direction of the College, including the setting and regular monitoring of strategic objectives/targets for the Senior Management Team;
- ☐ Ensuring the effective and efficient use of resources and the solvency of the College and the Corporation and in safeguarding their assets;
- ☐ Approving annual estimates of income and expenditure;
- ☐ Setting a framework for the pay and conditions of all staff;
- ☐ Supporting and advising the Principal and Chief Executive;
- ☐ Promoting, 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

### Governor Person Specification

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- ☐ Commitment and interest in education and training;
- ☐ A commitment to equality of opportunity;
- ☐ A commitment to raising educational standards;
- ☐ The willingness to promote the work of the College to the community at large; Clear appreciation of the role of a Governor;
- ☐ Skills and experience likely to be of use to the College;
- ☐ Potential for a range of contacts likely to assist the College in its interface with the community;
- ☐ Preferably to hold a senior position within their organisation/area of expertise;
- ☐ The time and energy to undertake the role and to achieve an individual attendance target of 80%.

Governors should also have the ability to:

- ☐ Work positively with others;
- ☐ Understand the difference between the role of Governor and the role of Senior Manager;
- ☐ Accept and agree to comply with the Fareham College Corporation Instrument and Articles, Standing Orders, Code of Ethics and Code of Conduct;
- ☐ Make reasoned decisions and to act honestly, diligently and in good faith;
- ☐ Accept the responsibilities of the Corporation and the decisions it makes.

Governors will be appointed to at least one Committee of the Corporation depending upon their specialist skills, experience and/or areas of interest and the needs of the Board at the time of appointment

**JOB DESCRIPTION FOR THE HEAD OF  
GOVERNANCE (GOVERNANCE PROFESSIONAL  
TO THE CORPORATION)**

<b>Title of the post:</b>	<b>Governance Professional to the Corporation</b>
<b>Grade:</b>	Mgmt. Spine grade 5 (points 39-42), 0.7 FTE annualised hours
<b>Responsible to:</b>	The Corporation via the Chairman
<b>Overall job purpose and responsibilities:</b>	To manage the overall planning, development, and servicing of the College's Corporation and all College gubernatorial processes in accordance with all legal requirements and ensuring the provision of independent, impartial advice and guidance to all Board members. To be independent of the Senior Management Team and to provide advice which is unbiased and impartial.
	<p><b>Specifically, to:</b></p> <ul style="list-style-type: none"> <li>(a) advise the Corporation with regard to the operation of its powers;</li> <li>(b) advise the Corporation with regard to procedural matters;</li> <li>(c) advise the Corporation with regard to the conduct of its business; and</li> <li>(d) advise the Corporation with regard to matters of governance practice.</li> </ul>

**Responsible for:**

1. **The provision of guidance and support to the Board and its committees on corporate governance issues, ensuring accountability directly to the Board, through the Chair, as an officer of the Corporation (independent of the SLT), providing advice, which is unbiased, independent, and impartial, including:**
  - Advising the Corporation and its committees on the proper exercise of their powers within Statutory Instruments issued under the Further and Higher Education Act 1992 and subsequent revisions;
  - Ensuring the Board's proceedings are conducted in accordance with the Corporation's Instrument and Articles of Government, and any rules and regulations made under the Articles, the Education Acts (as modified or replaced from time to time), the law relating to charities (including the requirements of the Charity Commissioners) and the general law;
  - Advising on and being responsible for the constitution of the Corporation (Instrument and Articles and any bye-laws);
  - Monitoring, advising, and supporting compliance with the Governance Code adopted by the Corporation and reported to the funding bodies including an annual self- assessment on Board performance;
  - Advising the Board on governance legislation and procedural matters where necessary before, during and after meetings providing updates on changes;
  - Having access to appropriate legal advice, support, and guidance, and where necessary, seek advice and guidance from third parties on behalf of the Governing Body;
  - Ensuring appropriate action is taken if the Chair, the Corporation or one of its Committees appears to be at risk of acting outside its powers or is proposing actions that may be unlawful in accordance with the Rules of Conduct of the Corporation;

- Appropriate advice is provided to members of the Corporation on their individual membership of the Corporation including advice to Governors on Declarations of Interest.

**2. Compliance with the legal framework within which the Corporation operates ensuring that:**

- All documents related to the legal infrastructure of the Corporation, including the Statutory Instrument and Articles of Government and related Rules of Conduct, Rules of Procedure, Registers etc. are made available for public inspection;
- Approval is given to appropriate reviews of Standing Orders on the conduct of Corporation business and its committees;
- A Code of Conduct is maintained for the Corporation with appropriate registers of financial and personal interest;
- Any scheme for the reimbursement of Governors' expenses is properly administered;
- The Corporation seal including maintenance of the seal in safe custody and proper authentication of all deeds and documents to which the seal has been affixed is properly used.

**3. To ensure that the Board acts within its legal powers through the proper conduct and servicing of all meetings of the Corporation and its committees and adherence to all correct procedures by ensuring:**

- The appropriate planning of the forward programmes of Corporation meetings and its committees with identification of the main items and liaison with relevant staff, including the Chairman and the Principal as well as Governors in the preparation of papers for those meetings;
- Timetabling all meetings of the Corporation and its committees and calling them on proper written notice;
- Distribution of agenda and supporting papers in accordance with the Instrument of Government;
- The timely publication of agenda, draft minutes, signed minutes and supporting papers, in accordance with Corporation regulations;
- The appropriate Governance Professionalising of all meetings of the Corporation and its Committees and the provision of appropriate procedural advice;
- The secure maintenance of all documentation and files related to the Corporation and its committees;
- Compliance with the law with regard to public access to papers;
- Maintenance of a separate confidential file related to those items deemed to be in this category by the Corporation;
- Maintenance of the safe keeping of and appropriate security of all signed minutes;
- Formulating, with the Chair and the Principal as appropriate, follow-up instructions that arise from the minutes and reporting on what action has been taken in response to such instructions;
- Maintenance and review of all committee Terms of Reference and rules relating to composition, quoracy, chairing and frequency of committee meetings as laid down in the Instrument and Articles of Government and Standing Orders;
- Maintenance of all registers of attendance;
- Appropriate checks on the quoracy of all meetings;
- The facilitation of communication on Corporation matters between the Chairman,

- Principal and other College staff; Act as correspondent for the Governors;
- Act as first point of contact for Governors with queries on procedural matters;
- Provision of administrative support to the Chair and Vice-Chair of Governors, the Chair of committees and to individual Governors as required.

**4. The administration of appointments to the Corporation and related membership issues including:**

- The maintenance of all records of membership, ensuring the appropriate notification of vacancies to the Search Committee/Corporation;
- Provision of arrangements for any elections required for staff and student Governors;
- Ensuring the validity of all appointments to the Corporation and its committees, in accordance with the relevant regulation;
- Appropriate checks on the eligibility of current and prospective members;
- Appointments to the Corporation and its committees are made in accordance with the provisions of the Instrument and Articles of Government, the Standing Orders and the Membership Rules of the Board and are appropriately minuted;
- The preparation and issuing, on behalf of the Corporation, letters of appointment to Governors;
- Advise on strategies for recruiting Governors, overseeing all Board recruitment processes and being proactive in identifying opportunities to enhance the Board's membership profile;
- Undertaking regular skills audits to identify how far the Board complies with its desired profile and what actions need to be taken;
- The maintenance of an attendance record of Governors;
- Giving advance notification to the Board of expected vacancies and notifying the Board of all actual vacancies;
- Assisting the Board with the processes of succession planning for the appointments of Chair and Vice-Chair of the Board of Governors;
- Ensuring the notification of any Governor whose membership lapses as a result of non-attendance or who becomes disqualified for some other reason.

**5 The provision of effective support to the Corporation in its training and development activities ensuring:**

- Taking a leading role in the induction of new Governors to ensure that they are fully supported in their new roles;
- Designing, planning, and delivering an annual programme of Governors' training events;
- The provision of 'tailor made' individual training sessions for all members of the Corporation if required;
- That Governors are properly informed and trained in key areas such as Safeguarding, Prevent, Health and Safety and Equality & Diversity;
- The provision of specialist training for key committees such as the Audit Committee;
- Maintenance of records related to Governor training and development;
- The provision of general training and development resources for Governors;

**6. To advise the Board on the employment of senior post holders in accordance with the Instrument & Articles of Government, including:**

- Contributing to any agreed recruitment processes, in liaison with the College's HR Department;

- Advising on the Board's roles Participation in the Corporation's review and evaluation processes and responsibilities with regard to the employment of senior post holders
- Ensuring that the framework for the employment of senior post holders is up-to-date, including disciplinary and grievance procedures;
- Governance Professionalising any required committees related to the employment of senior postholders.

**7. Any other such duties consistent with the nature of this post which are required by the Corporation, including:**

- To be responsible for administering the reimbursement of Governors 'expenses;
- To act as Company Secretary for College subsidiary companies (if required);
- To attend relevant meetings of the Senior Leadership Team (SLT), in consultation with the College Principal;
- To Governance Professional any statutory appeal committees/panels the Board is required to convene;
- To maintain an effective archive;
- To prepare briefing papers for the Board/SLT as necessary;
- To participate in the College's appraisal process, undertake and deliver appropriate staff development and training;
- To engage in professional development and networking for continuous professional development;
- To travel and work away from normal base as may be required from time to time;
- To undertake such other reasonable duties as may be required from time to time and review this Job Description at least annually through the College appraisal scheme.

This job description has been prepared by the Corporation of Fareham College to outline the main duties and responsibilities of the Governance Professional to the Corporation. The Corporation is required to appoint an individual to serve as a Governance Professional and is directly responsible for the appointment, grading, suspension and determination of the pay and conditions of service of the Governance Professional and may not delegate his/her appointment or dismissal. As Governance Professional to the Corporation, the postholder may not be a Governor of the College and must register all of his/her interests. The post carries no other management responsibilities within the College.

The Governance Professional is required to act as follows:

- As an officer of the Corporation not as a manager of the College;
- To be accountable to the Corporation via the Chairman;
- To be impartial and independent
- To ensure the efficient and effective management/administration of the College's gubernatorial processes.

In order to fulfil the above, the postholder must be able to display the following qualities:

- The capacity to act in good faith;
- The capacity to act wholly in the interests of the College;
- The capacity to ensure that no part of these duties and responsibilities is used in an improper way;
- The capacity to ensure that there are no conflicts of interest between the role of the Governance Professional to the Corporation and any other role, whether professional or private;
- To ensure that there are no secret profits associated with the role of Governance Professional to the Corporation;
- The capacity to manage the administration of the College's gubernatorial processes efficiently and effectively. This will include preparing paperwork at all levels and IT/Word Processing skills are key technical skills.

## **8. Performance Review**

The postholder will participate in performance review and objective setting as part of his/her role as Governance Professional on an annual basis by the Chair and Vice-Chair of the Corporation. The role of the Governance Professional will also be scrutinised through the various processes established by the Corporation and/or by external bodies with regard to the governance of the Institution and through the Corporation's review and evaluation arrangements.

This job description is current as at the date shown below. In consultation with the postholder, it may be varied by the Corporation to reflect or anticipate changes which will affect the role.

### **Cross-College Responsibilities and Accountabilities:**

1. To participate in Performance Management and professional development activities as required;
2. To value and promote diversity and equal opportunities;
3. To work within health and safety guidelines and be aware of your responsibilities for health and safety;
4. To fully support and adhere to the College approved strategies, policies, and procedures;
5. To be responsible for safeguarding and promotion of the welfare of children, young people and vulnerable adults, including the College's duty with regard to Prevent;
6. To support the College's quality initiatives, promoting the values of the College and ensuring that outputs meet quality standards;
7. To provide the best possible service to customers (both internal and external) in line with College standards.

**Date agreed: April 2019**

**ARRANGEMENTS FOR GOVERNANCE PROFESSIONALING MEETINGS AT WHICH THE GOVERNANCE PROFESSIONAL IS NOT ALLOWED TO BE PRESENT**

The Instrument and Articles of Government specify that the Governance Professional must withdraw from all meetings or part of a meeting where his/her own remuneration, conditions of service, conduct, suspension, dismissal, or retirement are to be considered. In order to meet this requirement, the following protocol has been established:

1. Any papers relating to an agenda item which addresses the above issues will be dispatched separately from the main agenda. Such papers will be sent at least 7 days before the meeting;
2. The Governance Professional will withdraw from the meeting at the appropriate time and the Corporation or relevant committee will appoint a member to have responsibility for producing the minute for that part of the meeting. This will be a separate, confidential minute which the Governance Professional will have no entitlement to see;
3. The Corporation/Committee will decide at the end of its discussions whether members are prepared for the Governance Professional to have sight of the minute. If they are prepared to allow this, then the confidential minute will be written by the member appointed as Governance Professional and appended to the main minutes of the meeting by the Governance Professional in accordance with the usual processes for the production of minutes. If the Governance Professional is not allowed to see the minute, then the Chairman will send it separately to Governors and the Governance Professional will be required to withdraw from that part of the next meeting when the minute is approved. The Chairman will be responsible for maintaining the records related to all such minutes.



## **AUDIT & RISK COMMITTEE OF THE CORPORATION**

### **TERMS OF REFERENCE**

#### **PURPOSE**

To lead the Corporation on all issues relating to audit, review and evaluation, providing independent and authoritative advice to the Corporation on the effectiveness and efficiency of internal and external control and governance and management systems in accordance with the Articles of Government.

#### **MEMBERSHIP & QUORUM**

The Committee shall comprise of up to 5 members elected as follows:

- Five Governors who do not serve on the Finance & Resources Committee or have any related interests; OR
- Three Governors and two individuals appointed by the Corporation to the Audit & Risk Committee on a co-opted basis.

The quorum of the Committee shall be 2 members.

#### **REMIT**

##### **Audit:**

To assess and provide the Corporation with an opinion on the adequacy and effectiveness of the College's audit arrangements, framework of governance, risk management and control, and processes for the efficient and effective use of resources, the solvency of the institution and the safeguarding of its assets;

To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditor (at least every 5 years) and other assurance providers, including internal auditors (at least every 5 years), and establish that all such assurance providers adhere to relevant professional standards;

To establish, in conjunction with College management, relevant annual performance measures to monitor the effectiveness of the internal audit service and financial statements and regularity auditor and decide, based on this review their annual re-appointment. A tender exercise should be completed on a minimum 5 year basis.

To advise the Corporation on the scope and objectives of the work of the financial statements auditor, and the internal audit service; as well as ensure effective co-ordination between the internal audit service, and the financial statements and regularity auditor

To consider and advise the Corporation on the audit strategy and annual internal audit plans for the internal audit services; to provide advise to the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements and regularity auditor and the funding auditor, and management's responses to these;

To monitor, within an agreed timescale, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the College .

##### **Risk:**

To advise the Corporation on the College's overall risk appetite, tolerance and strategy, and the principal and emerging risks the College is willing to take in order to achieve its long-term strategic objectives.

To advise the Corporation on the risk aspects of proposed changes to strategy and strategic transactions

including acquisitions or disposals, in particular on implications for the risk appetite, tolerance and strategy of the College

#### **Internal Controls:**

The committee shall oversee and seek suitable assurance regarding the adequacy and effectiveness of the College's processes and procedures to manage risk and the internal control framework, including the design, implementation and effectiveness of those systems.

To produce an annual report for the Corporation which shall include:

- A summary of the Committee's activities relating to the financial year under review, including any significant matters of internal control included in the management letters and reports from auditors or other assurance providers
- the Committee's view of its own effectiveness and how it has fulfilled its Terms of Reference;
- the Audit Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness.

To oversee the College's policies on fraud and irregularity and whistleblowing, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity; that investigation outcomes are reported to the Audit Committee, that the external auditors and internal audit service provider have been informed, and that appropriate follow-up action has been planned/acted, and that all significant cases of fraud or suspected fraud or irregularity are reported to the appropriate funding body;

To inform the Corporation of all additional services provided by the financial statements, regularity and other audit assurance providers, and explain how independence and objectivity were safeguarded;

#### **FINANCIAL LIMITS & DECISION MAKING**

As the independent Committee of the Corporation, the Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit and investigate any activity within its terms of reference;

The Committee may approve policies relevant to their remit as delegated by the Corporation

The Committee may authorise spending in the pursuit of their remit (without Corporation approval) including obtaining professional advice to a limit of £10,000

**FINANCE AND RESOURCES COMMITTEE OF THE CORPORATION**  
**TERMS OF REFERENCE**

**PURPOSE**

To lead the Corporation on all aspects of College finance including financial policies, financial targets and funding arrangements, annual estimates and budgets of revenue, capital income, expenditure and other budgets.

**MEMBERSHIP & QUORUM**

The Committee shall comprise of 5 members

- Five members of the Corporation; with appropriate expertise, skills and/or experience, of which at least one will have an appropriate financial background and /or qualifications.

The quorum of the Committee shall be 3 members.

**REMIT**

**Finance:**

To recommend to the Corporation a three-year financial plan, an annual budget, revenue budget and capital programme. To review revised forecasts for the above as required.

To consider, review and to recommend the Annual Financial Statements to the Corporation for approval.

To monitor developments and the financial position of the College with regard to the Strategic Plan using regular budgetary reports on all aspects of the College's finances including but not limited to monthly management accounts of the Corporation.

To consider and advise the Corporation on the solvency of the Corporation and the safeguarding of its assets (including insurances) . This includes advising the Corporation generally on investments and borrowings and seeking appropriate advice from external sources as required.

To approve a Treasury Management Policy, ensuring its implementation, monitoring and review including receiving regular reports on treasury management activities.

To consider and advise the Corporation on proposals and plans for expenditure on minor and major works programmes, major capital projects, the appointment of consultants including the financial implications of the submission of any appropriate applications for capital support to the LEP or other grant awarding body.

To review periodically, as may be required, the banking, insurance, payroll and other financial and legal services to the Corporation. Specifically, the appointment of the College's bankers (subject to tendering and other procedures where appropriate).

To ensure ongoing adherence to, and annual review of the College's Financial Regulations.

To monitor and oversee engagement with the local community, businesses, and other stakeholders (including the local Council, Local Education Partnership (LEP), Chambers of Commerce, college employers and others) via the Employer engagement Strategy.

**Resources:**

To ensure a clear link between the College strategic plan and matching resources, in accordance with Estates, Finance, IT, and employment and people and culture strategies and policies;

To oversee and monitor the College's arrangements for Health & Safety to ensure that they are robust and effective.

To have oversight of the Estate's Strategy and assets management plan including maintenance of buildings, grounds and equipment in accordance with statutory requirements

To oversee and monitor the College's IT Strategy and related issues, including Data Protection.

To advise on the budgetary and legal implications of all personnel/ people and culture/employment strategy issues including recommending a framework for the pay and conditions of all staff;

To monitor key and report to the Board on College people and culture performance indicators and staff responses to questionnaires/surveys, to ensure that appropriate action is being taken to address issues as identified, reporting to Corporation where necessary.

To ensure that the Corporation fulfils its legal obligations under relevant employment legislation and keeps up- to-date with changes and developments including negotiation and consultation procedures with the recognised Trade Unions as may be necessary.

**Specifically in reference to Senior Post Holders (SPH):**

To advise the Corporation on and deal with all matters related to the employment of senior postholders in keeping with the SPH framework approved and established by the Corporation. This includes oversight of probationary and annual performance reviews, and ensuring ensure appropriate arrangements are in place to provide effective training and development.

To undertake an annual pay review of designated SPH and Governance Professional to the Corporation (if he or she is an employee of the College), and to make recommendations to the Corporation on the payments of annual payawards/ bonus/ex-gratia payments in line with the AOC Senior Postholder Remuneration Code.

**FINANCIAL LIMITS & DECISION MAKING**

The Committee may approve policies relevant to their remit as delegated by the Corporation.

The Committee may authorise spending in the pursuit of their remit (without Corporation approval) including obtaining professional advice to a limit of £5,000.

The Committee may approve (without Corporation approval) expenditure for individual capital or recurrent items, sign a contract, or lease contract arrangements (based on the full value over its life) above £100,00 up to £500,000.

As per Financial Regulations, in exceptional circumstances only, the Committee may approve procurement outside tendering procedures above £123,000 up to £150,000 (net) via a written, fully supported case.

## **TEACHING, STUDENTS, CURRICULUM AND QUALITY COMMITTEE**

### **TERMS OF REFERENCE**

#### **PURPOSE**

To lead the Corporation on all aspects of College finance including financial policies, financial targets and funding arrangements, annual estimates and budgets of revenue, capital income, expenditure and other budgets.

#### **MEMBERSHIP & QUORUM**

The Committee shall comprise of up to 9 members

- Five members of the Corporation
- Student Presidents and or Vice Presidents from BRC and Meteor Way campuses

The quorum of the Committee shall be 3 members.

#### **REMIT**

To monitor the College's performance at a strategic level in relation to teaching & learning activity, student retention, achievement, attendance, destination and value added and recommend to the Corporation annual targets and key performance indicators in these areas, and monitor the College's progress towards achieving them;

To advise the Corporation on all matters related to the students' experience in the College that impact on strategic objectives, ensuring appropriate links with student bodies and groups within the College;

To ensure that there is a clear link between all matters of curriculum, quality and standards and student policy within the College's Strategic Plan and that procedures exist to ensure that the College's curriculum is delivered in accordance with the Strategic Plan;

To review and recommend the College's Curriculum Strategy, Quality Strategy, Teaching and Learning Strategy, Employer Engagement Strategy, Learner Involvement Strategy, Maths and English Strategy and HE Strategy;

To review and recommend the annual curriculum programme for the College in line with the College's Curriculum Strategy, including relevant targets, new programmes and teaching and learning;

To advise the Corporation on arrangements for assuring the quality and standards of educational activities in the College;

To receive and review the College's Annual Self-Assessment report and Quality Improvement Plan and to recommend its approval to Corporation including reviewing the effectiveness of the College's Self-Assessment procedures and the effectiveness of the actions taken to improve standards;

To review and monitor the quality and outcomes for all subcontracted activity to ensure it meets the College's Strategic Aims and that high-quality delivery is taking place which enhances the quality of the offer to learners;

## APPOINTMENT AND DISMISSAL OF SENIOR POSTHOLDERS

### 1. Appointments

- 1.1 In accordance with the Articles of Government, the appointment of Senior Postholders (SPH) and the Governance Professional to the Corporation is a matter exclusively for the Corporation, drawing on whatever independent advice it deems to be appropriate.
- 1.2 All SPH and Governance Professional posts will be acquired through individual merit and in line with the College's recruitment and selection policies.
- 1.3 The Finance and Resources Committee, in accordance with its terms of reference, will be responsible for advising the Corporation on the appropriate salary and conditions of service for the post, in accordance with the SPH pay framework approved by the Corporation.
- 1.4 Where there is a vacancy or expected vacancy in either a SPH or the Governance Professional, the Corporation shall appoint a Selection Panel consisting of:
- At least three members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal; or
  - The Principal and up to two other members of the Corporation, where the vacancy is for any other senior post/the Governance Professional
- 1.5 The Panel shall;
- (a) agree the job description, person specification, and relevant means to advertise the vacancy (as appropriate)
  - (c) approve a short-listing criteria and selection method based on the use of psychometric and skills tests/interview(s) as appropriate
  - (d) interview the applicants and where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.
- 1.6 The appointment process will be conducted through the College administrative processes managed by the Director of People and Culture and supported by the Head of Governance unless the Head of Governance post is being appointed. In this case, a member of the People & Culture team will be nominated to undertake this work.
- 1.7 If the members of the Selection Panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, it may require the Panel to repeat the steps specified in section 1.4 (c,d), with or without first re-advertising the vacancy.
- 1.8 In agreement with the Finance & Resources Committee, the College may engage independent recruitment consultants or similar agencies to perform the recruitment and or appointment process on their behalf.

### 2. Dismissals

The parameters for action taken in respect of the dismissal of a SPH and the Head of Governance are laid down in the Articles of Government and the Disciplinary Procedure for Senior Postholders at Annex B.

## DISCIPLINARY PROCEDURES FOR SENIOR POST-HOLDERS

### 1. SCOPE AND PURPOSE

- 1.1 This procedure applies to the Principal and all senior post-holders as defined in the Corporation's Articles of Government. References to section numbers are to the numbered sections of this document.
- 1.2 Where the Governance Professional to the Corporation is also a member of staff at the institution, the Governance Professional should be treated as a senior post-holder and will be subject to this procedure. In such circumstances, the Corporation shall appoint an appropriate person to fulfil the tasks of the Governance Professional to the Corporation under these sections.
- 1.3 Unless the Corporation's Articles of Governance set out specific directions and procedures for dealing with the discipline of senior post holders, these rules are for guidance only and are intended as a statement of the Corporation's policy and do not form part of any contract of employment or otherwise have contractual effect. The Corporation will review these rules from time to time and may make changes.

### 2. GENERAL PRINCIPLES

- 2.1 Every effort will usually be made to avoid the use of disciplinary action where alternatives are appropriate. Where the matter is not resolved informally or is of a serious nature, the formal procedure will be used.
- 2.2 In the interest of ensuring that disciplinary matters are resolved as speedily as possible, time limits are given for appropriate stages in this procedure. These are for guidance only. If it is not practicable to adhere to these time limits, they may be amended. Due regard will be given to the personal circumstances of all parties involved in the procedure.
- 2.3 Where appropriate, the Corporation will consider alternative means of resolving problems, for example with training, counselling or use of other more suitable Corporation procedures, before implementing disciplinary action.
- 2.4 For formal action, the senior post-holder will be advised of the nature of the complaint against him or her and will be given the opportunity to state his or her case at a disciplinary meeting, following an investigation, before any decision is made.
- 2.5 Senior post-holders will be provided with any written copies of evidence and relevant witness statements in advance of a formal disciplinary meeting.
- 2.6 Normally, the formal disciplinary procedure will be followed in the order of the stages set out in Section 11 below, but the Corporation reserves the right to impose sanctions at any level, or to skip levels, depending on the circumstances of the case.
- 2.7 No senior post-holder will normally be dismissed for a first breach of discipline except in the case of gross misconduct. Before imposing any disciplinary penalty, all relevant factors will be considered including the extent to which standards have been breached; the senior post-holder's general record, position and length of service and any special circumstances which might make it appropriate to adjust the severity of the penalty.
- 2.8 A senior post-holder will have the right to appeal against any formal disciplinary action. Accurate and timely records will be kept of all meetings and correspondence.
- 2.9 All reasonable steps will be taken to maintain confidentiality and written records of any disciplinary proceedings will be kept and maintained by the Corporation in accordance with the Data Protection Act 2018 and General Data Protection Regulation.

### 3. INVESTIGATIONS

- 3.1 No disciplinary action will be taken against you until the matter has been fully investigated by an individual nominated by the Corporation. The Corporation, will, at its sole discretion, determine who is an appropriate person to carry out the role of investigating officer (the "Investigating Officer") 37

You must cooperate fully and promptly in any investigation.

- 3.2 On completion of the investigation, the Investigating Officer will recommend whether a disciplinary hearing should be convened, or some other steps taken in relation to the situation.
- 3.3 You do not have a statutory right to be accompanied at any investigatory meeting (but may request to be accompanied by a work colleague or trade union representative). Whether or not such a companion is allowed and, if they are, what their role is will be, is a matter for the Corporation's absolute discretion].
- 3.4 An investigatory meeting is not a formal disciplinary hearing. If, following an investigation, the Corporation believes that there may be a case to answer, a formal disciplinary hearing will be arranged in accordance with this procedure.
- 3.5 An investigation carried out following a student complaint, staff complaint or grievance, or under any of the College's other procedures may form all or part of an investigation under this procedure, as appropriate.

#### **4. SUSPENSION**

- 4.1 The Corporation may (at its absolute discretion) suspend you. This will only happen if it has reasonable grounds to believe you may be guilty of gross misconduct, where relationships have broken down, or where it believes that College property or its responsibilities to other parties are at risk, or where your continued presence may hinder an investigation.
- 4.2 The decision to suspend is ultimately the responsibility of the Corporation but may be exercised by the Chair or Vice-Chair, or by the Principal when the responsibility has been delegated.
- 4.3 Any such period of suspension is not a punishment, nor considered as disciplinary action against you, nor does it imply that any decision has been taken about your case. If the Corporation (or Principal, where the power is delegated) decides to suspend you from duty, you will be informed of the reasons for your suspension in writing, without unreasonable delay.
- 4.4 Any suspension will normally last only as long as required to enable an investigation into the circumstances giving rise to such belief of serious misconduct to be carried out and any disciplinary hearing to be convened.
- 4.5 You will be entitled to continue to receive your full pay unless there is a provision in your contract to the contrary.

#### **5. INFORMAL PROCEDURE**

- 5.1 If appropriate, before taking formal disciplinary action, reasonable effort will be made to resolve matters by informal discussions with you. This will be dealt with either by the Principal or, if the Principal is the senior post-holder concerned, by the Chair of the Corporation, or in his or her absence the Vice-Chair of the Corporation.
- 5.2 The College recognises that cases of minor misconduct or performance issues are often best dealt with informally. Therefore, minor lapses from acceptable standards of conduct or performance may result in an informal, oral warning or reprimands. If, despite informal discussions (or if informal discussions are not appropriate), your conduct or performance does not meet acceptable standards, the formal procedure, described below, will be used.



## **6. FORMAL PROCEDURE FOR DISCIPLINARY MEETINGS**

If, upon completion of an investigation, there are reasonable grounds to believe that you have committed an act of misconduct, or are not meeting acceptable performance standards, the Corporation will invite you to attend a disciplinary meeting by advance written notice. The letter or notice will:

- set out the nature of the allegations against you, and what is to be discussed at the hearing in sufficient detail to enable you to prepare your case;
- advise you of the possible consequences of the allegations against you;
- set out the date, time, and place of the hearing;
- advise of your right to be accompanied at the hearing;
- advise who the Corporation's witnesses will be (if any);
- provide copies of the Corporation's witness statements, or where this is not possible, summaries; and
- provide copies of any other supporting evidence on which the Corporation intends to rely.

## **7. ATTENDANCE AT DISCIPLINARY AND APPEAL HEARINGS**

You should make every effort to attend any disciplinary hearing (including any appeal hearing). If either you or the person accompanying you cannot attend on the proposed date for the hearing, you may suggest a reasonable alternative date, which must be within five working days of the date first proposed. This five-day time limit may be extended by mutual agreement between you and the Corporation. If you fail to attend any re-arranged hearing without good cause, the Corporation will be entitled to make a decision on the evidence available at the re-arranged hearing in your absence.

## **8. RIGHT TO BE ACCOMPANIED AT DISCIPLINARY AND APPEAL HEARINGS**

8.1 You are entitled to be accompanied at any disciplinary hearing (including any appeal hearing) by a fellow work colleague of your choice or trade union representative who meets the statutory requirements. Please note that it is your responsibility to secure the attendance at any hearing of any fellow work colleague.

8.2 You may not be accompanied by:

- any other person, such as a relative, without the prior agreement of the Corporation; or
- a legal representative.

The person accompanying you is entitled to address the hearing to put and sum up your case, respond on your behalf to any views expressed at the hearing and confer with you during the hearing. The person accompanying you does not have the right to answer questions on your behalf, address the hearing if you do not wish it or prevent the Corporation from explaining its case. Any work colleague who you have requested to accompany you will be given a reasonable amount of paid time off to prepare for and attend the hearing.

8.3 Before the meeting takes place, you must notify the Governance Professional to the Corporation of the name and contact details of your companion.

## **9. DISCIPLINARY HEARING**

- 9.1 A disciplinary hearing will be convened as soon as reasonably practicable after the conclusion of the investigation and once you have had a reasonable opportunity to consider the information provided with the notice of the hearing. No decision will be made as to whether disciplinary action is to be taken or the nature of any disciplinary action to be taken before the hearing takes place.
- 9.2 If you wish to call relevant witnesses to the meeting, you should advise the Governance Professional to the Corporation of this in advance of the meeting.
- 9.3 Where possible, the hearing will usually be chaired as follows:
- where disciplinary action short of dismissal is being considered: the meeting will be chaired by a disciplinary panel of the Corporation consisting of at least two Governors.
  - Where dismissal is a possible outcome: the meeting will be comprised of a special committee of the Corporation consisting of three Governors.
- 9.4 Neither the disciplinary panel nor the special committee shall include the investigating officer or the staff or student Governors. However, the Investigating Officer may attend to present the findings of the investigation and any supporting material.
- 9.5 At the hearing, you will be told about the complaint against you and taken through the evidence. You will be given an opportunity to state your case and challenge any evidence produced in support of the allegations by the Corporation. You will be permitted to ask questions, present evidence, and call witnesses (provided you have complied with advising the Governance Professional to the Corporation of your wish to call relevant witnesses in advance of the meeting). You will also be given an opportunity to raise points about any information provided by witnesses. Any witness you have requested to attend a hearing with you who is a fellow work colleague will be given a reasonable amount of time off work to prepare for and attend the hearing.

## **10. DECISION**

At the end of the disciplinary hearing, the panel will normally adjourn the meeting before making a decision.

Following the adjournment, the panel may issue an oral decision. If the panel are unable to reach an immediate decision following the hearing, they will write to you with the outcome. This will usually be sent to you within five working days of the hearing, or as soon as reasonably practicable, together with an explanation of any disciplinary action to be taken and notification of your right to appeal.

## **11. DISCIPLINARY ACTION**

There are four stages of disciplinary sanction. Other than in cases of gross misconduct, you will not normally be dismissed for a first offence. The Corporation reserves the right to impose sanctions at any level, or to skip levels depending on the circumstances of the case.

## **STAGE 1: VERBAL WARNING**

- 11.1 If your conduct or work performance does not meet acceptable standards, you will normally be given a formal verbal warning.
- 11.2 In misconduct cases: this formal verbal warning will give details of your misconduct, the improvement required and the time limit within which such improvement must be achieved. The warning will clarify that, if you commit a further offence of misconduct during the period specified in the warning, action under Stage 2 will be considered.
- 11.3 However, you will also be advised that if any further act of misconduct is sufficiently serious, the Corporation reserves the right to go to a further stage in the procedure. You will be advised of the right of appeal in accordance with Section 12 below.
- 11.4 In performance cases: this formal verbal warning will give details of your unsatisfactory work performance, the improvement required and the time limit within which such improvement must be achieved. The warning will set out what steps you should take to improve and will state that, unless such improvement is achieved within the period specified in the warning, action under Stage 2 will be considered. You will be advised of the right of appeal in accordance with Section 12 below.
- 11.5 A brief note of the verbal warning will be placed on your Personnel file. The warning will usually expire and will be disregarded for disciplinary purposes after 12 months, subject to your conduct or work performance having been satisfactory throughout that period.

## **STAGE 2: FIRST WRITTEN WARNING**

- 11.6 You will usually be given a first written warning if:
- You commit a serious act of misconduct or the standard of your performance is seriously inadequate;
  - you fail to comply with a formal verbal warning given under Stage 1;
  - or despite having been given, under Stage 1, a formal verbal warning, you commit a further offence of misconduct, or your work performance continues to be unsatisfactory.
- 11.7 In misconduct cases: this written warning will give details of your misconduct, the improvement required and the time limit within which such improvement must be achieved. The warning will state that, if you commit a further offence of misconduct during the period specified in the warning, action under Stage 3 will be considered. The written warning will also advise you of the right of appeal in accordance with Section 12 below.
- 11.8 In performance cases: this written warning will give details of your unsatisfactory work performance, the improvement required and the time limit within which such improvement must be achieved. The warning will set out what steps you should take to improve and will state that, unless such improvement is achieved within the period specified in the warning, action under Stage 3 will be considered. The written warning will also advise you of the right of appeal in accordance with Section 12 below.
- 11.9 A copy of the written warning will be placed on your HR file. The warning will usually expire and will be disregarded for disciplinary purposes after 12 months subject to your conduct or work performance having been satisfactory throughout that period.

## **STAGE 3: FINAL WRITTEN WARNING**

- 11.10 You will normally be given a final written warning if:
- you fail to comply with a first written warning given under Stage 2;
  - despite having been given, under Stage 2, a first written warning as the result of misconduct or unsatisfactory work performance, you commit a further offence of misconduct, or your work performance continues to be unsatisfactory; or

- your misconduct or unsatisfactory work performance, although not considered to be serious enough to justify summary dismissal, is sufficiently serious to warrant a final written warning.

11.11 In misconduct cases: the final written warning will give details of your misconduct, the improvement required and the time limit within which such improvement must be achieved. The warning will state that if you commit a further offence of misconduct, during the time limit specified in the warning, your employment may be terminated. The final written warning will also advise you of the right of appeal in accordance with Section 12 below.

11.12 In performance cases: the final written warning will give details of your unsatisfactory work performance, the improvement required and the time limit within which such improvement must be achieved. The warning will advise you as to what steps you should take to improve and state that, if such improvement is not achieved within the period specified in the warning, your employment may be terminated. The final written warning will also advise you of the right of appeal in accordance with Section 12 below.

11.13 A copy of the written warning will be placed on your HR file. The warning will usually expire and will be disregarded for disciplinary purposes after 12 months (although, in exceptional cases, the period may be longer), subject to your conduct and work performance having been satisfactory throughout that period.

#### **STAGE 4: DISMISSAL WITH NOTICE**

11.14 The special committee may, following a disciplinary meeting, give you notice of dismissal if:

- you fail to comply with a final written warning given under Stage 3;
- despite having been given, under Stage 3, a final written warning as the result of either misconduct or unsatisfactory work performance, you commit a further offence of misconduct or your work performance continues to be unsatisfactory.

11.15 The letter of dismissal will specify the reasons for dismissal, the date on which your employment will terminate and your right to appeal against the dismissal. You will also be told that you have a right to appeal in accordance with Section 12 below.

#### **GROSS MISCONDUCT / SUMMARY DISMISSAL**

11.16 You may be dismissed without notice or pay in lieu of notice if you are guilty of gross misconduct or some other fundamental breach of the Corporation's rules or your contract of employment. This means that there is no obligation on the Corporation to allow you to work your notice period or make a payment in lieu of notice.

11.17 If your behaviour justifies it, the Corporation may summarily dismiss you without any previous warning(s) having been given.

11.18 The Corporation shall, without unreasonable delay, provide you with written confirmation of your dismissal setting out the reasons for your dismissal, the date on which your employment will terminate and your right to appeal against the dismissal in accordance with Section 12 below.

11.19 Any steps which the Corporation can take under this section can also be taken by a special committee of the Corporation to whom the responsibility has been delegated by the Corporation, and the provisions of this section shall be read accordingly.

11.20 The following offences are examples of offences which are normally regarded as gross misconduct.

- Theft or unauthorised possession of any property or facilities belonging to the College, or to any employee or student.
- Serious damage deliberately sustained to College property.

- Deliberate falsification of College registers, reports, accounts, expense claims, self-certification forms or other documents.
- Attempted or actual bribery or corruption.
- Deliberate refusal to carry out duties or reasonable instructions or to comply with College rules.
- Serious acts of insubordination.
- Serious negligence/incompetence which causes unacceptable loss, damage, or injury.
- Serious incapability and/or misconduct as a result of being intoxicated by reason of alcohol or illegal drugs.
- Violent, dangerous or intimidatory conduct.
- Bullying or harassment of any student, member of staff or third party associated with the College or Corporation.
- Violation of the Corporation's rules and procedures concerning health and safety at work.
- Unlawful discrimination.
- A criminal offence, which may (whether it is committed during or outside your hours of work for the Corporation) adversely affect the Corporation's reputation, your suitability for the type of work you are employed by the Corporation to perform or your acceptability to other employees or to students.
- Deliberately accessing internet sites containing pornographic, offensive, or obscene material
- Seriously breaching any of the College's policies and procedures

11.21 The above examples are not exhaustive or exclusive and offences of a similar nature will be dealt with under this procedure.

## **12. APPEAL**

- 12.1 If you wish to appeal against a disciplinary decision you must within 10 working days of the date of the decision inform the Governance Professional to the Corporation in writing, stating the grounds for appeal.
- 12.2 The appeal will be heard by an appeal committee of the Corporation. In so far as is reasonably practicable, the committee will not include any member of the Corporation who has been involved in the disciplinary process in question so far. The committee shall not include the Principal, staff members or student members of the Corporation.
- 12.3 The appeal meeting will be held as soon as reasonably practicable after the notice to appeal has been received. You will usually be given at least five days' notice of the meeting date to allow you to prepare for the meeting.
- 12.4 At the appeal meeting, you will be given the opportunity to state your case and be accompanied by a representative of a trade union or fellow worker.
- 12.5 At the appeal, the disciplinary penalty imposed will be reviewed, but it cannot be increased. You will be notified of the appeal decision without unreasonable delay following the appeal meeting. The appeal decision is final.

## GRIEVANCE PROCEDURE FOR SENIOR POST HOLDERS

### 1. SCOPE AND PURPOSE

- 1.1 This procedure applies to the Principal and senior post-holders as defined in the Corporation's Articles of Government. References to section numbers are to the numbered sections of this document.
- 1.2 Where the Governance Professional to the Corporation is also a member of staff at the institution, the Governance Professional is to be treated as a senior post-holder. If the Governance Professional raises a grievance under this procedure, the Corporation shall appoint an appropriate person to undertake the tasks that would otherwise be performed by the Governance Professional under these sections.
- 1.3 Unless the Corporation's Articles of Governance set out specific directions and procedures for dealing with grievances made by senior post holders, these rules are for guidance only and are intended as a statement of the Corporation's policy and do not form part of any contract of employment or otherwise have contractual effect. The Corporation will review these rules from time to time and may make changes.

### 2. GENERAL PRINCIPLES

- 2.1 Every effort will be usually be made to resolve a grievance informally. If that is not possible or appropriate, the formal procedure will be used.
- 2.2 The Corporation will seek to establish the facts, including giving the senior post- holder an opportunity to set out their grievance, prior to making a decision in respect of any grievance.
- 2.3 In the interest of ensuring that grievances are resolved as speedily as possible, time limits are given for appropriate stages in this procedure. These are for guidance only. If it is not practicable to adhere to these time limits, they may be amended. Due regard will be given to the personal circumstances of all parties involved in the procedure.
- 2.4 A senior post-holder will have the right to appeal against the outcome of their grievance.
- 2.5 All reasonable steps will be taken to maintain confidentiality and written records of any disciplinary proceedings will be kept and maintained by the Corporation in accordance with the Data Protection Act 2018 and General Data Protection Regulation.

### STAGE 1 - INFORMAL PROCEDURE

If you have a grievance relating to your employment, please raise the matter initially with the Principal (orally or in writing). If your grievance relates to the Principal or you are the Principal and wish to raise a grievance, please raise it with the Governance Professional to the Corporation, who will arrange for a member of the Corporation to consider the grievance.

The person considering the grievance will take appropriate steps to resolve the grievance as quickly as possible with you. He/she shall enquire into the grievance and will discuss it with you. A written record of the discussion and the outcome will be provided within 10 working days after the complaint is received. It is anticipated that most grievances will be resolved at this stage.

If the matter is very serious or you do not wish to raise the matter informally, you may proceed straight to the formal stage of the procedure.

### STAGE 2 – FORMAL PROCEDURE

If the matter cannot be satisfactorily resolved under the informal procedure, or it is appropriate to do so, you should raise the matter formally by setting out your grievance in writing.

The grievance should provide full details of the complaint and should be addressed to the Governance

Professional to the Corporation unless the grievance is about him/her in which case it should be addressed to the Principal. The recipient will determine who is best placed to deal with your grievance “the decision maker”.

The Corporation will, as soon as possible ideally within 5 working days but no longer than ten, of receipt of the written grievance] invite you to attend a grievance meeting.

You have the right to be accompanied at the meeting as detailed below. You and any companion should make every effort to attend the meeting.

At the meeting, you will be given the opportunity to explain the grievance and how you consider it should be resolved. The meeting may be adjourned if it is felt that further investigations are necessary or more time is needed to consider the grievance.

The decision maker will write to you with their decision as soon as reasonably practicable following the meeting; ideally within five working days, and normally within ten, of the meeting. The letter will outline, where appropriate, what action the Corporation intends to take to resolve the grievance, and of your right to appeal. If the decision maker does not uphold your grievance, their letter will set out the reasons. Any other parties involved in the grievance will also be appropriately informed of the outcome.

If it is not possible for a decision to be reached within ten working days, you will be informed in writing of the reasons for this and of the revised timescale.

### **STAGE 3 - APPEAL**

If you are not satisfied with the resolution of the grievance under Stage 2, you may appeal against the grievance decision. Any such appeal must be submitted in writing, setting out the full grounds for the appeal, and sent to the Governance Professional to the Corporation within 10 working days of receipt of the decision reached at Stage 2.

The Corporation will, as soon as possible [and in any event, within 10 working days of receipt of the written appeal], appoint a committee of the Corporation (“the appeal committee”) to hear the appeal. You will be invited to the appeal hearing. You have the right to be accompanied at the meeting as detailed below. You and any companion should make every effort to attend the meeting.

The appeal committee will consider the appeal and may be supplied with all of the documentation submitted in relation to the earlier stages of the procedure. If the grievance involves another employee, the appeal committee may require the attendance of that employee at the appeal meeting, or any other employees who may be able to provide relevant information.

The decision of the appeal committee will be communicated in writing to you as soon as reasonably practicable following the meeting; ideally within five working days, and normally within ten, of the meeting. Any other parties involved in the grievance will also be appropriately informed of the outcome.

If it is not possible for a decision to be reached within ten working days, you will be informed in writing of the reasons for this and the revised timescale. The appeal committee’s decision shall be final.

### **RIGHT TO BE ACCOMPANIED AT DISCIPLINARY AND APPEAL HEARINGS**

You are entitled to be accompanied at any grievance hearing (including any appeal hearing) by a fellow work colleague of your choice or trade union representative who meets the statutory requirements. Please note that it is your responsibility to secure the attendance at any hearing of any fellow work colleague.

You may not be accompanied by:

- any other person, such as a relative, without the prior agreement of the Corporation; or
- a legal representative.

The person accompanying you is entitled to address the hearing to put and sum up your case, respond on your behalf to any views expressed at the hearing and confer with you during the hearing. The person accompanying you does not have the right to answer questions on your behalf, address the hearing if you do not wish it or prevent the Corporation from explaining its case. Any work colleague who you have requested to accompany you will be given a reasonable amount of paid time off to prepare for and attend the hearing. Before the meeting takes place, you must notify the Governance Professional to the Corporation of the name and contact details of your companion.



## FRAMEWORK FOR THE PAY AND REMUNERATION OF SENIOR POSTHOLDERS

### General

The Corporation has direct responsibility for the pay and remuneration of designated Senior Postholders and has established the following framework to ensure objective decisions about pay and remuneration of Senior Postholders is in keeping with wider staff, and where appropriate, in line with the College's Pay and Benefits Policy.

The Corporation adopted the AOC's 'College Senior Postholder Remuneration Code' as part of the College's adherence to the AOC Code of Good Governance in March 2019. The remuneration code sets guidance that senior postholder remuneration should be; fair, appropriate and justifiable; show procedural fairness, transparency, and accountability.

### Key Principles of SPH Pay:

- The Corporation will;
- seek to attract and retain appropriate SPH staff
- use a range of salary information available in the sector to establish and maintain appropriate pay levels;
- use objective criteria in assessing appropriate pay levels have regard to pay decisions applicable to other staff in the College when determining pay increases for Senior Postholders (to ensure consistency and equity)
- take account of the College's ability to pay and overall financial position;

### Basic Pay Framework for Senior Postholders

- The College will operate Senior Postholder roles at:
  - Level 1 - Principal
  - Level 2 - Deputy Principal Finance & Resources
- The Head of Governance for reasons of independence and direct appointment/dismissal by the Corporation is also considered a SPH for the purposes of this framework.
- The Corporation will normally seek to pay an appropriate salary for the relevant level of post. In doing so, it will take account of all available external information particularly the Annual Survey of Managers' Salaries undertaken by the Association of Colleges as well as other advice within the sector to ensure that the College offers competitive salaries but that these are agreed in the light of best practice. Against the most appropriate benchmarks, the Corporation will normally seek to pay between the median and the upper quartile;
- The Corporation will set appropriate differentials between the levels of Senior Postholders identified above to take account of relevant external information, the level of responsibility undertaken and the general allocation of responsibilities to senior staff in the College. Such criteria will take account of:
  - The nature of the work being undertaken by the individual/specific group;
  - The range and weight of responsibilities which the postholder(s) is expected to carry;
  - Any relevant market comparisons appropriate to the post in question and any limits to

- which such comparisons are relevant;
- Relative levels of remuneration within the College;
  - Any other factors deemed to be relevant to the Corporation. These include the extent to which the postholder is exposed to risk, both in terms of the postholder's own job security and the risks and competitive pressures facing the College.

## Annual Review of Senior Postholders Basic Pay

- There will be an annual pay review in the Autumn Term for senior postholders in line with the key principles of this framework. This review should take into account as far as possible all of the following key factors;
- **Cost of Living Pay Award for all other staff** – the annual cost of living award or % increase for all other staff is determined by the Finance & Resources Committee (taking into account AOC national benchmarking data) during the Spring Term. The application of this award to SPH should be determined in the context of the College’s approach to rewarding all of its staff, and in particular, consideration should be given annually to the rate of increase of the average remuneration of all other staff.
- **Competitive Position to attract and retain talent** - to retain quality staff, the Corporation will need to consider market position, In doing so, it will take account of available comparator information (particularly the Annual Survey of Senior Postholder Remuneration undertaken by the Association of Colleges) as well as other advice within the sector to ensure that the College offers competitive salaries but that these are agreed in the light of best practice. Against the most appropriate benchmarks, the Corporation will normally seek to pay between the median and the upper quartile;
- **Change of Role Composition or Growth in Responsibilities** - From time to time the value of a role may need to be reviewed. The value of a role is based on a number of components and criteria for assessing the value of roles, which could include: • complexity (scale and range of decision making, collaboration and contact, time, critical activity); • impact (on students, research, finances and people, including employees, partners and citizens); • discretion (level of accountability, degree of autonomy and decision-making authority); • development of levels of knowledge, skills and experience, normally as a consequence of one of the above bullet points.
- **Financial Performance and Sustainability of the College** – the financial position of the College should provide the context for any proposed increases to the levels of salary of Senior Postholders.
- **Individual Performance** - whilst this pay framework does not support a performance related pay system, the link between performance, achievement of personal targets and delivery of corporate objectives as defined in the Strategic Plan should considered as part of any proposed increase.

## Additional Benefits

- The Corporation may establish appropriate benefits as part of the remuneration package for senior postholders which may be limited to certain levels of postholder only. Any benefits will be defined in line with the SPH Remuneration Code. and in the light of current best practice.
- In particular circumstances, and at the Corporation’s discretion, the use of a ‘bonus’ can be made to recognise either particularly high workload/completion of a specific project/achievement of specific targets. A bonus can be paid either in addition to, or in lieu of a salary increase. At all times rationale for payment must remain within the spirit of the remuneration code and reflect the intention to fairly reflect the pay of SPH to be comparable to that of wider college staff. Bonus payments should be paid gross, and in line with the Financial Regulations. Any payments of this nature will be declared in the financial statements.

## Additional External Income

- It is important for institutions that senior postholders represent the College on various bodies and boards and carry out academic and civic responsibilities at other organisations, e.g. non-executive director roles. Additional income for such activities will only be permitted by approval of Chair of the Corporation. Additional income for such activities will only be permitted for SPH by approval of the Chair of the Board

## Expenses

- SPH’s are entitled to claim expenses in line with the College expenses policy. The authorisation of such expenses is as follows: • Principal to be authorised by the Chair of the Corporation • other Senior Postholders authorised by the Principal. Details of SPH claimed expenses, together with a comparison to the previous

year's expenditure will be included in the Annual Statement of SPH Remuneration.

### **Transparency and Accountability**

- The Head of Governance will produce an 'Annual Statement of Senior Postholders Remuneration' this report will include:
  - a list of postholders within the remit of the SPH pay framework
  - its choice of comparator institutions/organisations;
  - its policy on income derived from external activities;
  - the pay multiple of the SPH and the median earnings of the institution's whole workforce, illustrating how that multiple has changed over time and, if it is significantly above average, an explanation of why
  - any severance payments made during the academic year to SPH.
- The report will be made publicly available via the College's website and this information will also be reflected in the Financial Statements.

### **Performance Review of Senior Postholders**

- The Corporation (via the Finance & Resources Committee) will regularly assess the extent to which the College's objectives are being achieved by Senior Postholders and will ensure the College's appraisal policy is applied.
- The ongoing monitor and review of Senior Postholders will be completed by direct line managers (Chair of the Corporation for the Principal, the Principal for the Deputy Principal) and should include but are not limited to;
  - Regular (e.g., monthly) 121's
  - Annual appraisal and target setting
- Senior Postholder annual appraisals/target setting will be reviewed annually in the Autumn Term by the Finance and Resources Committee and appropriate feedback provided to the Corporation as deemed necessary.
- Issues of concern and any under-performance should be dealt with by direct line managers through the College's internal People & Culture procedures or the Disciplinary Procedure for Senior Postholders at Appendix B of this Annex (5) if appropriate.

## LEVELS OF AUTHORITY FOR SENIOR POSTHOLDERS AND MONITORING AND REVIEW PROCEDURES

### 1. Determination of Senior Postholders

Subject to the Articles of Government, the Corporation may determine senior postholders other than the Principal. Such postholders will hold a senior postholder contract of employment with the Corporation and the Corporation will be responsible directly for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service. These matters are specified in the Articles of Government and covered by other aspects of the Corporation's Standing Orders.

### 2. Responsibilities of Senior Postholders

The personal responsibilities of each senior postholder will be specified in the job description for the post which they hold. In addition, the Principal may delegate any of his/her functions to a senior postholder. College procedures governing appointment of staff and disciplinary and grievance matters specify how senior postholders may be involved and the levels of authority which they hold in these circumstances. During normal College operations whilst the Principal is present, unless a senior postholder is acting in accordance with a specified procedure which delegates specific responsibility, he/she will not be deemed to have had the Principal's responsibilities delegated to him/her. When the Principal is absent, the Deputy Principal Finance & Resources or another member of the Senior Leadership Team (SLT) will be required to act as the Principal in this period and will be regarded as having had the Principal's responsibilities formally delegated to him/her.

However, they are expected to exercise care in this regard and would not normally be expected to make a decision normally made by the Principal during a period of short absence unless it is very urgent. All decisions of this nature must be formally recorded and reported to the Principal as soon as possible. If the Principal and Deputy-Principal Finance & Resources are absent at the same time, special arrangements may be made for another SLT member to be delegated responsibilities. During the evenings and College holiday periods, arrangements will be made for a number of managers to act as Duty Principal.

They will not be deemed to have the full powers of the Principal but will be acting as the senior member of staff available.

### 3. Requirements placed on Senior Postholders

At all times, senior postholders shall have due regard for and comply with all college policies and procedures. They shall act with integrity, honesty, loyalty, and fairness and within the limits of personal competence and designated authority. In complying with College policy and procedures, senior postholders will perform their roles and responsibilities within a framework which encourages consistency of approach. They will make a declaration of personal interests consistent with that required of Governors and ensure that any changes to that are brought immediately to the attention of the Head of Governance. Senior postholders must ensure that the confidentiality of any information received in the course of their duties is never used for personal gain. Similarly, any information given in the course of duty should be true and fair and never designed to mislead. Senior postholders must never use their office or employment for personal gain and must, at all times, act in good faith and with regard to the College's best interests.

Whilst being aware of the advantages of maintaining a continuing relationship with suppliers, Senior Postholders must be aware of the College's need to secure ongoing value for money and

must avoid anything which might in the long term prevent the effective operation of fair competition.

#### **4. Pay and Conditions of service**

General pay and conditions of services are determined by the Corporation in accordance with the Pay framework for Senior Postholders (Annex 5 Appendix D).

**Reimbursement of Expenses** - Reimbursement of expenses to Senior Postholders will be in accordance with College policy. Claims for reimbursement by Senior Postholders other than the Principal will be approved by the Principal and for the Principal, by the Chairman.

#### **5. Monitoring and Review**

The Corporation will ensure that there are proper monitoring and review mechanisms in place to enable Governors to be properly informed about what is happening in the College. In particular, Governors have a role in the review of SPH annual performance review and target setting delegated to the Finance & Resources Committee. The regular supervision of the Principal will be undertaken by the Chairman who will meet regularly with the Principal to review the position in the College. In addition, the Chairman will also maintain independent contact with the Head of Governance.

## GOVERNORS' ELIGIBILITY REGISTER OF FINANCIAL AND PERSONAL INTERESTS

The role of a Governor is anchored in the Seven Nolan Principles of Public Life: selflessness; integrity; objectivity, accountability; openness; honesty and leadership. It is important we are able to show that our Governors meet the highest standards of accountability and transparency.

In order to ensure our accordance with the Instrument of Government, certain categories of persons are ineligible to be members and we are required to monitor members personal interests, financial or otherwise, in relation to the institution.

### **On application to the Corporation**

In line with Charity Commission guidance, all Governors will be given 'proper consideration' as to their suitability to act in such capacity via a robust recruitment process. Prospective Governors are required to indicate any major interests and to confirm their eligibility to be Governors, particularly with regard to bankruptcy or criminal convictions and will be asked to sign a 'fit and proper' persons statement included at **Appendix A**.

A declaration of personal and financial interests must also be made **Appendix B**. This will include;

- remunerated office
- directorships
- shareholdings
- partnerships
- trusteeships
- consultancies
- contracts with the College
- membership of other public bodies
- unremunerated posts and honorary positions
- membership of closed organisations
- family interests
- financial integrity and reliability
- criminal convictions or civil liabilities.

College policy also requires that all Governors (excluding student governors) be subject to Disciplinary and Barring Service (DBS) checks as an ongoing qualification to their role as Governor.

### **Register of Interests**

The Governance Professional is required to maintain a Register of Interests which is available for public inspection during normal working hours. In order to ensure that the members of the Corporation are able to comply with these provisions, and appropriate documentation is in place as evidence, the Register of Governors' Financial and Personal Interests and their eligibility to serve as Governors will be held by the Governance Professional.

### **Annual Review**

The Governance Professional will be responsible for maintaining this register and will seek to update it annually, asking Governors to confirm that no change has occurred or to update their position, as required. Governors take responsibility for ensuring their interests are up to date at all times.

## **Other issues**

If Governors' interests/eligibility for Governorship are called into question, the Governance Professional will raise this with the Chairman of the Corporation and/or the Vice-Chairman who has responsibility for all membership issues and, if necessary, will seek further independent legal advice.

Any Governor who believes that he/she may have become ineligible to be a member, for whatever reason specified in the Instrument of Government, or who acquires an interest as specified, must notify the Governance Professional in writing immediately of the position and, where there is any query as to their position, should certainly seek advice from the Governance Professional. The Standing Orders of the Corporation specify how interests should be disclosed and Governors are required to declare the nature and extent of their interests.

## **Senior Postholders**

In accordance with the arrangements made for senior postholders, they are also required to make a declaration of interests based on the arrangements for Governors as are other members of staff who hold substantial financial responsibility.



## Fareham College Governors Fit and Proper persons Declaration

I, the undersigned, declare that:

- ┌ I am not disqualified from acting as a charity trustee
- ┌ I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as spent)
- ┌ I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft
- ┌ I have not used arrangements notified under the Disclosure of Tax Avoidance Schemes ("DOTAS") rules in Part 7 Finance Act 2004 in respect of which a reference number has been issued under section 311 of Finance Act 2004, where the arrangements featured charitable reliefs or which used a charity, and where my tax position has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final.
- ┌ I have not used tax arrangements which have been successfully counteracted under the general anti-abuse rules (see Part 5 of Finance Act 2013 or section 10 National Insurance Contributions Act 2014, as enacted or as amended from time to time) where such counteraction has become final.
- ┌ I have not been actively involved in designing and/or promoting tax avoidance schemes featuring charitable reliefs or which used a charity, and I am not:
  - ┌ a promoter named by HMRC under the Promoters of Tax Avoidance Schemes (POTAS) legislation in Part 5 of Finance Act 2014, or
  - ┌ a promoter of any tax arrangements designed or intended to obtain for any person a tax advantage and such tax advantage has successfully counteracted by HMRC under the general anti-abuse rule (see Part 5 of Finance Act 2013 and section 10 National Insurance Contributions Act 2014 as enacted or as amended from time to time) and such counteraction has become final, or
  - ┌ a promoter of arrangements notified under DOTAS, in respect of which a reference number has been issued under section 311 of Finance Act 2004, and the tax position of all or any of the users of the arrangements has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final
- ┌ I am not an undischarged bankrupt
- ┌ I have not made compositions or arrangements with my creditors from which I have not been discharged
- ┌ I have not been removed from serving as a charity trustee, or been stopped from acting in a management position within a charity
- ┌ I have not been disqualified from serving as a Company Director

I will at all times seek to ensure the charity's funds, and charity tax reliefs received by this organisation, are used only for charitable purposes

Signed.....

Print .....

Date .....

## FAREHAM COLLEGE CORPORATION GOVERNORS DECLARATIONS - GUIDANCE NOTES

**NAME:** \_\_\_\_\_

I declare the following interests and those of any persons connected to me:

Category of Interest	Please give details of the interest and whether it applies to yourself or, where appropriate, a connected person (as defined by the Charities Act 2011), such as a member of your immediate family, employer, or some other close personal connection.
Current employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise) e.g., trusteeships, directorships, local authority memberships, magistracy, tribunals etc.	
Membership of any professional bodies, special interest groups or mutual support organisations.	
Companies in which you hold more than 1% of the share capital.	
Any contractual relationship with the Corporation [or any company or other organisation connected with the Corporation].	
Any other interests which you consider are appropriate to disclose and are not covered by the above.	

**You will be requested to update this information annually. However, you are asked to keep the Corporation informed whenever your circumstances change, and interests are acquired or lost.**

### DECLARATION OF ELIGIBILITY TO SERVE AS A MEMBER OF THE CORPORATION

- 1) I declare that, to the best of my knowledge I am fit and able to discharge the functions of a Member of the Corporation, in accordance with the Instrument & Articles of Government, and to act as a Trustee in accordance with Charity Law.
- 2) I am not disqualified from serving on the Board due to any of the factors outlined in **Annex B** which constitute automatic disqualification.
- 3) I will inform the Governance Professional to the Corporation immediately, if, after the date of this declaration, one or more of the disqualification reasons applies to me.

**GENERAL DECLARATION**

- 1) I certify that the information given in this form is true and correct to the best of my knowledge.
- 2) I declare that I will abide by the Governors’ Code of Conduct, the College’s Financial Regulations, the Board’s Standing Orders and all other related and approved policies by the Board.
- 3) I agree that the information given by me may be used for registered purposes under the Data Protection Legislation, including the General Data Protection Regulations, and I agree that my name and photograph will be published on the College’s website.
- 4) I understand that, as a Member of the Board, I am required to declare all my relevant interests and those of my close family i.e., spouse or partner, children, or other close relatives (e.g., living in the same household or a dependant).
- 5) I understand that, as a Member of the Board, the Corporation has undertaken an enhanced Disclosure & Barring Service check on me.
- 6) I agree to inform the Governance Professional immediately if there is any change in my circumstances which affect the Board

<b><u>NAME:</u></b>
<b><u>SIGNATURE:</u></b>
<b><u>DATE:</u></b>