



# **Corporate Governance Strategy and Scheme of Delegation**

*Excellence, Sustainability, Integrity*



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Elements of the *Corporate Governance Strategy and Scheme of Delegation* were revised by the Board of Governors and are effective from 1 October 2016.

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## Corporate Governance Strategy and Scheme of Delegation

### Contents

Vision for Corporate Governance .....	5
Factors affecting ability to succeed .....	6
Performance Indicators .....	6
Risk and Risk Appetite.....	6
Framework and Principles of Delegation.....	7
Board of Governors.....	7
Committees.....	7
Principal .....	8
Clerk .....	8
Strategic Leadership Team.....	8
General Rules for Procurement .....	8
Review.....	9
Scheme of Delegation .....	10
Part 1: Matters reserved for the Board of Governors .....	10
Strategy .....	10
Property .....	10
Finance .....	11
Audit.....	11
Governance.....	12
Human Resources .....	13
Students .....	13
Part 2: Powers and Duties delegated by the Board of Governors.....	14
Audit Committee.....	14
Curriculum, Employers & Market Requirements Committee.....	15
Quality & Standards Committee .....	16
Resources Committee .....	16
Remuneration Committee .....	17
Search Committee.....	18
Wellbeing Committee .....	18
Chairman of the Board of Governors.....	19
Vice Chairman of the Board of Governors .....	20
Chairmen of Committees of the Board of Governors.....	20

Principal.....	21
Clerk to the Corporation .....	<b>Error! Bookmark not defined.</b>
Board members.....	22
Subsidiary Companies .....	23

## **Corporate Governance Strategy and Scheme of Delegation**

The Board of Governors acknowledges that good corporate governance underpins the College's capacity to deliver high-quality services with consistency by providing a framework of performance, financial, risk and information management systems that detect or anticipate serious service and financial failures. Good governance, based on openness, clarity, integrity and honesty, enhances public trust and accountability. Through this Strategy, standards are set and the groups and individuals responsible for achievement of the standards are held to account.

A successful College is one in which innovative and imaginative managers work with stakeholders, including the student and staff communities, to devise and deliver high-quality learning within a cost-efficient framework that ensures the College is able to reinvest its resources. The role of the Board is fundamentally to test and challenge, thereby assisting College management to develop robust propositions which the Board can prove as being appropriate to the strategic ambitions of the College.

The Corporate Governance Strategy is the framework of understanding and standards necessary to ensure that Governors, College Management and Staff are clear about the role of the Board in the leadership of the College, as well as the extent of the powers delegated and the controls put in place to ensure that innovation and imagination goes towards delivering the College's mission to the highest standards without compromising the College's long-term sustainability.

The Scheme of Delegation defines the matters which are to be decided by the Board of Governors and the powers delegated to committees, the Chairman of the Board of Governors and the Principal to act on behalf of the Board.

The Board of Governors and the people and bodies to which powers are delegated will act at all times within the terms of the [Instrument & Articles of Government](#), the [Financial Memorandum](#) between the Skills Funding Agency and the College, the [Audit Code of Practice](#) and the College's [Financial Regulations](#). In case of any doubt or conflict the authority of these documents will prevail.

### **Vision for Corporate Governance**

The Board of Governors aims to implement and operate a system of corporate governance that:

- addresses the Board's statutory responsibilities.
- gives direction.
- controls but empowers.
- is clearly understood by College managers and staff.
- has measurable impact.
- builds in accountability.

The Board of Governors adopted the Association of College's Code of Good Governance for English Colleges in October 2015 and agreed a process of review to ensure that College practices are consistent with the Code, or to provide an explanation for any inconsistency.

### **Factors affecting ability to succeed**

The Board understands that the success of this strategy will depend on Board members and senior College staff understanding the College's governance framework, clear delegation of powers, communication of processes throughout the College and access to information that will demonstrate that the system is working. This strategy document sets out the arrangements made by the Board to address these factors.

### **Performance Indicators**

We will judge our Corporate Governance Strategy to be successful when:

- The College achieves its key annual performance objectives for finance, quality, equality and safety.
- The annual internal audit report gives 'substantial assurance' that corporate governance systems and controls are operating as planned.
- The response in the Staff Survey to the question 'My line manager clearly communicates direction and leads the team' is at least 80%.
- At least 90% of respondents to the Learner survey say that they would recommend the College to other people.
- No substantiated 'whistleblowing' reports are made.

### **Risk and Risk Appetite**

Risk management is a central part of the College's strategic governance arrangements. It is the process whereby the College methodically addresses risks attaching to its activities which may impact on the achievement of its strategic objectives. The Board annually approves a Risk Management Plan:

- To increase the probability of success.
- To reduce the possibility of failure.
- To reduce the uncertainty of achieving the organisation's overall objectives.
- To add maximum sustainable value to the College's activities.

The following key principles outline the College's approach to risk management and internal control:

- The Board of Governors has overall responsibility for overseeing risk management.
- The Board aims to foster an open and receptive approach to solving risk problems.
- The Principal and the Strategic Leadership Team take ownership of risk and support and implement the Risk Management Plan approved by the Board.
- The Board insists on prudent recognition of the financial and non-financial implications of risk as an essential strand of its Strategic Plan.
- Managers are responsible for encouraging good risk management practice within their designated, managed area.
- Key risk indicators are identified and closely monitored on a regular basis.

## Framework and Principles of Delegation

The relationship between the Chairman, the Principal and the Clerk is fundamental to achieving sound corporate governance standards. At the heart of this lie the distinction between governance and management, and the role of the Clerk in leading the process of governance.

The Board of Governors, as a corporate body acting under the leadership of the Chairman, maintains a strategic role by agreeing a framework within which the Principal is free to lead day-to-day operations, understanding that the framework contains effective methods by which the Board will test that the College is being properly managed and that quality, financial and safety objectives are being met.

In order to achieve efficient operation of this strategic framework, the Board will delegate responsibilities to its committees, the Chairman (or Vice Chairman) and the Principal according to the Articles of Government. The arrangements for delegation are set out in the remainder of this document.

## Board of Governors

“The main business of the governing body is to determine the educational character of the college and ensure its overall well-being and financial solvency.”

“The overall character of a college – what courses it offers, which students it caters for, what sort of learning environment it provides – is referred to as its **educational character**. The **mission** is the statement of the fundamental aims and purposes of the organisation.”

*LSIS Governance Training Materials, Module 1, Introduction*

The Board of Governors is responsible for:

- Determination and review of the educational character and mission of the College
- approving corporate strategy, plans and budgets
- determining major business decisions and corporate policy
- the framework of governance and management control
- the framework for the pay and conditions of service of staff
- the quality of performance of the College
- senior post holder appointments and performance.

As a general rule these responsibilities cannot be delegated.

## Committees

The Board has established committees to assist with the efficient operation of the Corporate Governance Strategy. With effect from 1 January 2015 these are Audit; Curriculum, Employers & Market Requirements; Quality & Standards; Resources; Remuneration and Search. A Wellbeing Committee, under the leadership of the Principal and with membership drawn from College management, has been established to assist with the Board’s responsibilities for equality and diversity, health and safety, and safeguarding.

The terms of reference for all of these committees have been approved by the Board and define the constitution and delegated authority for each one.

### **Principal**

The Principal is responsible for:

- making proposals to the Board about the educational character and mission of the College
- determination of the College's academic and other activities
- preparing annual estimates of income and expenditure
- management of budget and resources within approved estimates and according to the Financial Memorandum
- the organisation, direction and management of the institution and leadership of the staff
- the appointment, assignment, grading, appraisal, suspension and dismissal of staff, within the approved framework
- maintaining student discipline
- suspending or expelling students on disciplinary grounds or expelling students for academic reasons according to approved procedures

The Principal may delegate functions to any member of the Strategic Leadership Team, other than the management of budget and resources, compliance with the Financial Memorandum and all other terms and conditions of funding, and any functions that have been delegated to the Principal by the Board of Governors.

### **Clerk**

The Clerk is responsible for advising the Board with regard to the operation of its powers, procedural matters, conduct of its business and matters of governance practice; none of these responsibilities may be delegated.

### **Strategic Leadership Team**

The Strategic Leadership Team has been established by the Principal as the most senior management decision-making group within the College. The SLT's primary function is to implement the current Strategic Plan, to approve tactical/operational business plans (within the powers delegated from the Board of Governors to the Principal), and to consider reports and policy proposals to be made to the Board or its committees.

SLT meetings are supported by the Strategic Curriculum Development Group (SCDG), the Project Management and Implementation Group (PMIG) and the Green Group, who recommend tactical/operational matters to the SLT for decision, or for recommendation to the Board for decision as appropriate.

### **General Rules for Procurement**

As a rule of thumb, and within the limits of the overall annual budget set for the College, any transaction with a monetary value of over £100,000 requires the approval of the

Chairman of the Resources Committee; any transaction over £150,000 requires the approval of the Resources Committee. For purchases of individual items with a value between £2,000-10,000 three written quotations must be obtained and for purchases over £10,000 formal tenders will be required from three suppliers. (All figures exclude VAT.) Capital projects with a value above £100,000 will require the approval of the Board of Governors.

### **Review**

The Board will review this Corporate Governance Strategy and Scheme of Delegation annually and will publish a Statement of Corporate Governance and Internal Control within the Annual Report and Financial Statements.

## Scheme of Delegation

For the avoidance of doubt, the Board of Governors may determine any matter which has been delegated in accordance with the Scheme of Delegation. Furthermore a committee, the Chairman or the Principal may refer a matter to the Board rather than exercise the powers delegated.

Where College policy and procedural documents are in place to assist with governance, these are referenced.

### Part 1: Matters reserved for the Board of Governors

The following matters are reserved for determination by the Board of Governors:

#### Strategy

Approval of College Strategic Plan defining educational character and mission, Public Value Statement, ethos and values.	Strategic Plan
Approval of associated strategy and policy documents.	College Charters Admissions Policy Curriculum Plan Quality Strategy IT Strategy Commercial Development Strategy Environmental Policy International Strategy Risk Management Plan Single Equality Scheme
Publication of an annual overall assessment of College performance.	Annual Report and Financial Statements

#### Property

Approval of the strategy for development of the College's property and estates.	Property Strategy
Acquisition, construction, refurbishment and disposal of buildings (and acquisition and disposal of land).	Financial Regulations
Leasing of properties and land.	Financial Regulations

## Finance

Approval of the annual estimates of income and expenditure, and any major variations necessary to meet changed requirements or circumstances.	Financial Regulations
Ensuring the solvency of the College and the safeguarding of its assets, and to inform the Chief Executive of the Skills Funding Agency of any transactions that could jeopardise financial viability.	Financial Regulations Financial Memorandum
Approval of financial statements in respect of each financial year, after they have been audited by the appointed external auditors and in the light of the external auditor's management letter, the annual report of the Audit Committee and the recommendation of the Resources Committee.	Audit Committee Terms of Reference Resources Committee Terms of Reference
Proper use of funds, and the appointment of an accounting officer to assist with the discharge of this responsibility.	Financial Regulations The Principal is the appointed accounting officer.
Approval of the principles by which tuition and other fees are determined.	
Appointment of bankers, opening of bank accounts and designation of bank account signatories	Financial Regulations

## Audit

Appointment of auditors, terms of engagement (including any additional work) and audit plans.	Audit Committee Terms of Reference
The consideration of reports from the Audit Committee and the determination of action and issues arising from them.	Audit Committee Terms of Reference

## Governance

The determination of the Board's constitution and appointment of members of the Board of Governors in accordance with the Instrument & Articles of Government and the Foundation Code of Governance.	Board Constitution Governors Selection and Appointment Policy
The appointments or removal of the Chairman and Vice Chairman of the Board of Governors.	Succession plan for the appointment of Chairman of the Board of Governors and other offices. Financial Memorandum
The removal of any member of the Board of Governors.	Procedure for removal of a Governor or Committee Member from office.
The determination of policy in respect of any allowances to be paid to Governors.	Governors' Allowances Policy
The establishment of committees and membership of the committees.	Instrument & Articles of Government Committee terms of reference
The delegation or recovery of any powers, functions or duties to or from committees, the Chairman (or Vice Chairman) or the Principal.	Corporate Governance Strategy and Scheme of Delegation
Authentication of the application of the College Seal	Financial Regulations Standing Orders
The making of regulations concerning the conduct of the Board of Governors and its members, and attendance by people other than Governors and Committee members at meetings of the Board and Committees.	Standing Orders Code of Conduct for Governors and Committee Members
Modification or revocation of the Instrument & Articles of Government, including change of name of the Corporation.	Instrument & Articles of Government
Investigation of fraud or potential fraud and the prevention of fraud or bribery.	Duty to Act (Whistleblowing) Policy Financial Regulations Staff Code of Conduct

## Human Resources

The appointment, grading, pay and conditions, suspension or dismissal of the Principal.	Instrument & Articles of Government Disciplinary and Grievance Procedures for Senior Post Holders and the Clerk
The appointment, grading, pay and conditions, suspension or dismissal of the Clerk to the Corporation.	Disciplinary and Grievance Procedures for Senior Post Holders and the Clerk
The determination of which posts shall be defined as 'Senior Posts'.	
The appointment, grading, pay and conditions, suspension or dismissal of holders of Senior Posts.	Instrument & Articles of Government Disciplinary and Grievance Procedures for Senior Post Holders and the Clerk
Setting the framework of pay and conditions for all staff.	Pay structures Salary Review Policy Staff contracts Redeployment Policy Staff Charter
Setting the rules of the conduct of staff.	Staff Code of Conduct
Implementation of robust HR practices and procedures.	Health & Safety Policy (Staff) Staff Disciplinary Policy Staff Grievance Policy Capability
Publishing arrangements for obtaining the views of staff on the determination and periodic review of the educational character and mission of the College and the oversight of its activities.	Staff Involvement Strategy

## Students

The making of rules (after consultation with students) with respect to the conduct of students, including procedures for dealing with disciplinary matters.	Learner Conduct and Performance Procedures
The approval of the constitution of any Students' Union.	Instrument & Articles of Government
Ensuring arrangements for child protection and safeguarding are robust.	Safeguarding Learners Policy Health & Safety Policy (Learners) Social Media Policy

	Bullying and Harassment Policy eSafety Policy
Publishing arrangements for obtaining the views of students on the determination and periodic review of the educational character and mission of the College and the oversight of its activities.	Learner Involvement Strategy

## Part 2: Powers and Duties delegated by the Board of Governors

### Audit Committee

#### 1. Terms of Reference

- 1.1. To investigate any activity within the Committee's terms of reference.

#### Value for Money

- 1.2. To advise the Board of Governors how best to secure the proper, economic, efficient and effective use of resources and to safeguard the College's assets.

#### Internal Audit

- 1.3. To advise the Board of Governors on the appointment, reappointment, dismissal and remuneration of internal audit service providers, taking into account the specified requirements of the College's funding bodies.
- 1.4. To advise the Board of Governors on the level and focus of internal audit activity.
- 1.5. To monitor and review the adequacy and effectiveness of the College's internal audit service and recommend to the Board the annual internal audit plan linked to the College's risk register.

#### Financial Statements and Regularity Audit

- 1.6. To advise the Board of Governors on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors, taking into account the specified requirements of the College's funding bodies.
- 1.7. To review and monitor the independence and objectivity of the financial statements and regularity auditor and the adequacy and effectiveness of the audit process.
- 1.8. To review the College's regularity audit self-assessment questionnaire.
- 1.9. To review the College's Annual Report and Statement of Corporate Governance and Internal Control contained within the annual Financial Statements and to make a recommendation for approval to the Board of Governors based on this review.

#### Governance and Risk Management

- 1.10. To monitor and review the adequacy and effectiveness of the College's governance framework and risk management arrangements.
- 1.11. To review the risk register on a termly basis and contribute to the identification of risks for inclusion on the register approved by the Board of Governors annually.

### Board Assurance

- 1.12. To advise the Board of Governors on development and implementation of the Board Assurance framework, including policy for the engagement of other audit and assurance providers for the provision of any additional services.

### Internal Control

- 1.13. To advise the Board of Governors on matters of internal control and other issues included in the management letters and reports of the College's audit and assurance service providers and management's responses to these.
- 1.14. To monitor, within agreed timescales, the implementation of actions agreed in response to recommendations made by the College's audit and assurance service providers.

### Fraud, Irregularity and Whistleblowing

- 1.15. To oversee the College's policies on fraud and irregularity and whistleblowing.
- 1.16. To 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 appointed auditors have been informed; that appropriate follow-up action has been planned or actioned; and that all significant\* cases of fraud or irregularity are reported to the Chief Executive of the Skills Funding Agency.

### Annual Report

- 1.17. To produce an annual report for the Board of Governors and the Accounting Officer summarising the Committee's activities relating to the financial year under review, including:
  - 1.17.1. any significant issues arising up to the date of preparation of the report;
  - 1.17.2. the Committee's view of its own effectiveness and how it has fulfilled its terms of reference;
  - 1.17.3. the Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, risk management, control and governance framework, its processes for securing economy, efficiency and effectiveness, and the extent to which the Board of Governors and Accounting Officer can rely on them.

## **Curriculum, Employers & Market Requirements Committee**

### ***Terms of Reference***

1. To understand the College's impact in terms of economic and public value, student progression and future employability.
2. To scrutinise the information used to decide the direction and delivery of the College's curriculum.
3. To ensure that the College is listening to the needs of business and that it interprets messages relevant to the development of the College's offer.
4. To maintain an overview of marketing strategy and develop an understanding of

perceptions of the College, including those of business and potential future employers.

5. To monitor provision of Information, Advice and Guidance, and to receive data on student choices and destinations.
6. To advise the Board on how the College curriculum meets:
  - (a) the needs of new entrants to employment;
  - (b) the continuous professional development of the employed and the self-employed;
  - (c) the needs of employers, including those in the communities and sectors with which the College is or should be engaged.
7. To report termly to the Board of Governors through the minutes of each meeting.

### **Quality & Standards Committee**

1. To monitor and consider the effectiveness of the College's quality assurance systems in ensuring measurable gains in educational performance and any action in connection therewith.
2. To recommend to the Board of Governors and to keep under review methods for assessing educational quality.
3. To receive assessment reports on the quality of all of the educational services provided by the College and advise on any necessary action.
4. To report termly to the Board through the minutes of each meeting.
5. To contribute to the setting of educational performance indicators and targets for the College and to monitor and assess performance, using appropriate benchmarks, with a particular emphasis on equality of opportunity in recruitment, retention and achievement of students.
6. To oversee the College self-assessment processes seeking to ensure regular and rigorous assessment of educational performance which identifies strengths and weaknesses, informs strategic planning and leads to continued improvement and consistency.
7. To monitor the effectiveness of the College Charters and the standards of service that can be expected by students and other customers of the College.
8. To monitor the effectiveness of systems for teaching staff appraisal and professional development.
9. To monitor the effectiveness of systems for safeguarding learners, including the College's responsibilities in relation to the PREVENT duty.

### **Resources Committee**

1. to consider and advise the Board of Governors on any matter relating to college policy and strategy including:
  - strategic planning (including the accommodation strategy)
  - financial matters including investment and borrowing
  - land, buildings and estates
  - human resources

bearing in mind the College's duties to promote equality of opportunity and safeguard learners.

2. to monitor established College policies in relation to non-educational services (eg human resources policies), including monitoring the impact of the policies on equality of opportunity and safeguarding learners, and to recommend changes thereto as necessary.
3. to recommend the annual estimates of income and expenditure for approval by the Board.
4. to consider, at each meeting, a monitoring report on the revenue finances of the College and to advise the Board on progress towards achieving its financial objectives.
5. to consider proposals for major capital expenditure and to make recommendations thereon to the Board.
6. to monitor the deployment of non-financial resources, including human resources and property, with a view to advising the Board on the effectiveness of the use of such resources including the impact of such deployment on safeguarding learners.
7. to advise the Board on any course of action regarding the College in any respect or to consider and determine such action EXCEPT where it relates to
8. any matter referred to under Articles 9 and 10 of the Articles of Government of the College\*
9. any matters relating to the discipline of individual members of staff or students
10. any matters delegated to the Clerk or another committee of the Board
11. to deal with any matters specifically referred by the Board or by the Principal.

\*Articles 9 and 10 state that the following may not be delegated by the Board:

- (a) the determination of the educational character and mission of the institution
- (b) the approval of the annual estimates of income and expenditure
- (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets
- (d) the appointment of the Principal or holder of a senior post
- (e) the appointment of the Clerk to the Corporation
- (f) the modification or revocation of the Articles
- (g) the consideration of the case for dismissal, and the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

### **Remuneration Committee**

To advise on the remuneration (based on a review of appraisal) and conditions of service of the holders of senior posts and the Clerk to the Governing Body.

## Search Committee

### *Terms of Reference*

- 1 To advise the Board of Governors on the constitution of the Board. In providing their advice, the Committee shall take into account the parameters set by legislation and guidance available on good governance.
- 2 To consider proactively and on an ongoing basis the blend of skills required on the Board.
- 3 Before the expiry of the term of office of existing governors or co-opted committee members on the arising of a vacancy on the Board, to conduct the approved selection procedure and to recommend to the Board a person or choice of persons to fill the vacancy.
- 4 In the event that it appears to the Committee that there are grounds for removing a governor, to conduct the appropriate procedure and make a recommendation to the Board of Governors.
- 5 Before the expiry of the term of office of the College President or Vice President, to recommend to the Board of Governors whether or not the post holder should be appointed to serve for a further term of office, and to recommend to the Board a person to fulfil the role should a vacancy arise.
- 6 To consider the representation of the College on the Boards of Directors of subsidiary and associated companies, and to make recommendations on appointments to the Board of Governors for approval when required.

## Wellbeing Committee

### **Purpose:**

To report to the Board of Governors on the College's safeguarding record and the achievement of health and safety standards and equality and diversity impact measures.

To develop College policy with the aim of:

- meeting the requirements of equality legislation, which covers the promotion of equality of opportunity, the fostering of good relations and respect, and the elimination of unlawful discrimination, harassment and victimisation.
- meeting the requirements of health and safety legislation, which covers the promotion of safe working practices and protecting the health and safety of employees, learners and members of the public.
- meeting the requirements of Safeguarding legislation, which covers the promotion of comprehensive and effective practices, and the requirements of legislation to prevent radicalisation and terrorism, including promotion of respect and British values

## Terms of Reference:

1. To ensure the provision of effective communication and consultation between management, employees and the student community in order that health, safety, equality, wellbeing, welfare and safeguarding<sup>1</sup> policies are properly maintained and developed.
2. To monitor information relating to health, safety, equality, wellbeing welfare, and safeguarding<sup>1</sup> matters and to make recommendations/observations to the Board of Governors accordingly.
3. To consider and make recommendations to the Board of Governors regarding individual health & safety, wellbeing and safeguarding<sup>1</sup> problems which have not been resolved at operational management/safety representative level, or at College departmental level.
4. To examine health and safety and other equality, wellbeing and safeguarding<sup>1</sup> audit or other indicator reports.
5. To develop policy to improve and maintain health and safety, equality, wellbeing and safeguarding<sup>1</sup> for staff and students.
6. To encourage the implementation and maintenance of effective safety rules and practices at team/departmental level.
7. To impact assess capital or major works, prior to implementation, any major work or significant change in use of any part of the premises or property, where this might affect the health, safety, equality, wellbeing, welfare and safeguarding<sup>1</sup> of learners, staff or College visitors.
8. To develop policy with regard to health, safety, equality, wellbeing and safeguarding<sup>1</sup> training and have oversight of the effectiveness and impact of such training.
9. To consider any reports from the Health & Safety Executive, Fire Officers and Environmental Health Officers in relation to policy implications and have oversight of the relevance of and implementation of specific recommendations.
10. To delegate specific duties to the Safeguarding<sup>1</sup>, Equality & Diversity and Health & Safety working groups of both campuses.

<sup>1</sup> Safeguarding policy, training and other activities incorporate the College's Prevent duties

## Chairman of the Board of Governors

1. With the support of the Clerk, to ensure –
  - that appropriate issues are brought to the Board
  - that the business at Board meetings is conducted efficiently and effectively
  - that issues before the Board are debated fully and that all governors have the opportunity to contribute
  - that discussions and decisions are properly summarised and recorded
2. To exercise a second or casting vote where there is an equality of votes on any issue at a Board meeting.
3. To exercise any specific authority delegated by the Board together with a general delegated authority to act, after consultation with the Principal and the Clerk, on any issue arising which is both urgent and important which would normally be dealt with by

the Board but which cannot wait for the next meeting. Such action to be reported to the Board for information at the next available meeting.

4. To develop an effective working relationship with the Principal and the Clerk based on a full understanding of the role of the Board in the governance of the College.
5. To provide leadership for the Board.
6. Where appropriate to offer both general and specific support to the Principal where strategic, major or contentious issues are involved.
7. To appraise the Principal and to ensure appropriate opportunities for development and training for the Principal.
8. To instigate disciplinary action against holders of senior posts should the need arise.
9. To oversee and arrange appraisal of the work of the Clerk to the Corporation.
10. To represent the College and the Board on appropriate occasions and in particular to handle relations with the media on behalf of the Board.
11. To authenticate the College seal.

#### **Vice Chairman of the Board of Governors**

1. In the absence of the Chairman of the Board of Governors, to fulfil the functions of the Chairman's role, according to the College's Instrument and Articles of Government and the Standing Orders of the Board of Governors.
2. To develop an effective working relationship with the Chairman of the Board of Governors, the Principal and the Clerk, based on a full understanding of the role of the Board in the governance of the College.
3. Where appropriate to offer both general and specific support to the Chairman of the Board of Governors and the Principal where strategic, major or contentious issues are involved.

#### **Chairmen of Committees of the Board of Governors**

1. With the support of the Clerk, to ensure –
  - that appropriate issues are brought to the Committee
  - that the business at Committee meetings is conducted efficiently and effectively
  - that issues before the Committee are debated fully and that all committee members have the opportunity to contribute
  - that discussions and decisions are properly summarised and recorded
2. To invite the attendance of any person at a Committee meeting after having taken the advice of the Principal and the Clerk.
3. To rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The Committee Chair may also cancel a meeting if the Clerk advises that there is insufficient business requiring the Committee's attention to justify holding a meeting before the next scheduled meeting of the Committee.
4. To exercise a second or casting vote where there is an equality of votes on any issue at a Committee meeting.

5. To develop an effective working relationship with the Principal and the Clerk based on a full understanding of the role of the Committee and the Board in the governance of the College.
6. To provide leadership for the Committee.
7. Where appropriate to offer both general and specific support to the Principal where strategic, major or contentious issues within the Committee's terms of reference are involved.

### **Principal**

In addition to duties defined in the Principal's job description:

1. To sign on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the Board or its committees or any other matter in furtherance of the College's business.
2. To act as Health & Safety Director.
3. To act as Accounting Officer.
4. To oversee compliance with Data Protection legislation.
5. To oversee compliance with Freedom of Information legislation.

### **Clerk to the Corporation**

1. To promote the effective governance of the College.
2. To seek to ensure that the Board's proceedings are conducted in accordance with the provision of the statutory Instrument and Articles, the Education Acts (as modified or replaced from time to time) and the general law.
3. To organise the proper conduct of meetings of the Board and its committees, and ensure that correct procedures are followed.
4. To ensure that all appointments to the Board and committees have been validly made.
5. To be responsible for administering those procedures which have been approved by the Board for making certain information available to the public in accordance with the principle of transparent and open accountability, including registers of attendance, members, members' interests and rules and procedures made or authorised by the Board.
6. To ensure that the Registers and copies of the statutory Instrument and Articles of Government are made available for public inspection.
7. To be responsible for the proper use of the Corporation Seal, including keeping the Corporation Seal in safe custody, ensuring that all deeds and documents to which the Corporation Seal has been affixed have been properly authenticated and keeping a record of all documents to which the Corporation Seal has been affixed.
8. To be responsible for providing guidance and support to the Board and its committees on corporate governance issues, including giving independent guidance on statutory and constitutional matters to the Board, making available professional advice to the Board and, where necessary, to individual Governors in relation to the discharge of their responsibilities.

9. To take a leading role in the induction of new Governors and in planning and delivering Governor training.
10. To advise the Board of Governors on areas of policy and strategy to be determined.
11. To facilitate determination and approval of College policy and strategy documents in consultation with the Principal and relevant College Managers.
12. To maintain a record of the architecture of the College's policy and strategy framework.
13. To maintain a central document library of all current College policy and associated procedural documents.
14. To ensure that all College policy and strategy documents published on the College's websites are current.
15. To be responsible for administering the reimbursement of governors' expenses.
16. To act as an independent clerk to the Wellbeing Committee, which reports to the Board of Governors.
17. To act as Company Secretary for the College's subsidiaries.
18. To attend relevant meetings of the Strategic Leadership Team, in consultation with the College Principal, which facilitate for the Clerk an appropriate level of understanding of management issues and for the SLT to have an appropriate level of understanding of governance.

#### **Board members**

1. To contribute to achievement of the responsibilities of the Board of Governors as defined in the Instrument and Articles of Government (Article 3/1).
2. To assist in fostering an environment that enables the College to fulfil its mission, for the benefit of learners and the wider community.
3. To take part in overseeing the College's governance and internal control processes to ensure compliance with the College's regulatory and accountability framework.
4. To attend meetings of the Board of Governors, Committees and other occasional events arranged by the College.
5. To be a member of at least one committee of the Board and to attend the necessary meetings (in exceptional circumstances the Governance & Search Committee is sanctioned to waive this responsibility).
6. To be a member of ad hoc working groups as required.
7. To participate actively and constructively in meetings of the Board and the appropriate committees.
8. To participate in the Link Governor Scheme.
9. To take an active interest in post-16 education and training in general and in the College in particular.
10. To sign and abide by the Code of Conduct for governors as approved by the Board and to declare any relevant financial, business and personal interests in accordance with the Register of Interests approved by the Board.

11. To contribute to the strength of the Board by bringing an external perspective and experience to the Board's oversight of the College but to stop short of giving professional advice.
12. To act as an ambassador for the College and to foster good relations between the College and the local community.
13. Always to act in the best interests of the College and not to speak or vote as if mandated by other persons or bodies.
14. To be aware of and comply with the College's policies in all aspects of the duties and responsibilities of a governor, including but not limited to equality, safeguarding, health and safety, rules relating to visitors on College sites.
15. To respect the confidentiality of matters relating to the College, students and members of staff when required.

### **Subsidiary Companies**

Sparsholt College Hampshire has two wholly owned subsidiary companies: Westley Enterprises Limited and Andover Town Football Club Limited. The College's interests are safeguarded by the appointment of governors to the Boards of Directors of these companies and through the memoranda of understanding between the College and the companies.