



## UNITED COLLEGES GROUP

### POLICIES AND PROCEDURES FOR THE CONDUCT OF CORPORATION BUSINESS

#### STATEMENT OF GOVERNANCE

1. The manner in which the United Colleges Group is governed is a matter of great importance, affecting the quality of services it provides, public confidence in its activities, its financial security and the legality of its business.
2. The Corporation will conduct its business in accordance with the English and relevant European law, within its Instruments and Articles of Government; and the Financial Memorandum with the Funding Body. The requirements of the Instruments and Articles and Financial Memorandum will always take precedence over the Corporation's policies and practices on those issues which itself has the power to determine.
3. The Corporation will also observe relevant regulation and Codes of Practice issued by the Funding Body and those that it chooses to adopt including the English College's Code of Governance for Colleges. It will act within the Standards in Public Life published by the Nolan Committee (see annex A)
4. Corporation Members understand the different, but complementary responsibilities of the Corporation and the Executive. It is the Corporation's responsibility to decide the overall strategic direction and to monitor the performance of the CEO and other Senior Post Holders. It is the CEO's role to implement the Corporation's decisions and to manage the Group's affairs within the budgets and framework set by the Corporation.
5. A schedule for delegated authority is at annex B which concludes that:
  - The Corporation has a duty to ensure that the Executive performs effectively
  - The Executive needs to ensure that the Corporation is informed and appraised of issues on which Corporation decision and direction is required
  - The Corporation needs to be able to assess its own performance and those of individual members
  - Strategic Planning is a responsibility to be shared between the Corporation and the Executive.

#### PUBLIC VALUE STATEMENT

6. In accordance with the English Colleges' Code of Governance for Colleges, and the Charities Commission's guidance being accountable to learners, to the wider community it serves, and to wider stakeholders, the United Colleges Group's Public Values Statement sets out how it fulfils this public benefit responsibility.
7. The United Colleges Group's mission is to meet the diverse educational and skills needs of our students and the economy. The Group's values are to be student focussed, transparent, ambitious and respectful. In delivering its mission, the Group provides the following identifiable public benefits through the advancement of education:
  - Delivery of outstanding teaching, learning and assessment.
  - Provision of a broad and enriching programme of learning opportunities focused on helping students acquire essential work experience and employability skills.

- Embracing of the diversity and achievement of every individual to ensure that they are valued and respected.
- Responding to the needs of our local communities to bridge the gap to employment for adults and NEETs (Not in Education, Employment or Training).
- Promotion and active support of volunteering in the local community.

8. The public can access the public value added by the Group through:

- Public records of the Corporation and Committee meetings
- The Group's Strategic Plan
- Published Annual Reports and Financial Statements
- Ofsted Inspection Reports
- The Groups achievement and examination outcomes

## **STANDING ORDERS**

### **Purpose of the Standing Orders**

9. The purpose of the Standing Orders is to set out the policy on how the requirements of the Instruments and Articles will be carried out by the Corporation. It provides a further level of detail on the operations of the Corporation in how it conducts its business, in the areas where it has its own power to determine.

### **Composition of the Corporation**

10. The Corporation can determine its membership, and will have regard to the provisions in the Instruments of Government, the Recommendations of the Governance, Search and Remuneration Committee and custom and practice. The Corporation currently comprises of 13 independent members, 2 staff members, 2 student members and the CEO.
11. The Corporation endeavours to ensure that there is an appropriate balance of skills, experience, gender, ethnicity and disability amongst its members. Members are drawn from a range of backgrounds and aims to reflect the recommendations of the Macpherson Inquiry.

### **Appointment of members**

12. The Corporation has a Governance, Search and Remuneration Committee which is responsible for monitoring membership and for recommending new members to the Corporation following its consideration of nominations and applications received. The Director of Governance will maintain a register of the terms of office for each member, and an overview of skills to inform and advise the Governance, Search and Remuneration Committee. Independent members will be appointed according to the Corporation's skills requirements.
13. A member's term of office is four years. Members are eligible to stand for a further term of four years. Towards the end of the first term of office, members should indicate to the Director of Governance their intentions to stand for a second term. The Search Committee will consider the re-appointment based on the member's performance and attendance record, and recommend the re-appointment of a second term to the Corporation. The maximum length of service for any member is two consecutive terms totalling 8 years unless an extension is granted for a specific purpose which has been approved by the Corporation.
14. New members are asked to provide a CV and statement in application, and will be invited to an interview. These are considered by the Governance, Search and Remuneration Committee and recommendations made to the Corporation on appointments and the Committee on which they will serve.
15. Staff members are appointed by application and interview. Student members are elected by the relevant student body.
16. New members will be expected to attend various induction meetings and training events. All members are expected to take part in training and development opportunities. See separate Training and Development Policy.

### **Process for the election of Chair and Vice Chair**

17. The term of office for the Chair and Vice Chair(s) is one year. On expiration of this term they are eligible for reappointment. The Director of Governance will coordinate the election process (see annex D). The CEO, staff and student members are not eligible to stand as Chair or Vice Chair or to act as Chair or Vice Chair in their absence.

### **Co-opted members**

18. The Corporation may appoint co-opted members to serve on any committee. The procedure for the appointment and reappointment of co-opted members is the same as that of independent members.
19. Co-opted members to a committee may participate in discussions and the decision making process and are entitled to voting rights on the committee(s) to which they are appointed. Co-opted members are welcome to attend meetings of the Corporation, however, they will not be entitled to participate in decision making nor be entitled to a vote and may at times be requested to withdraw.
20. Co-opted members are not entitled to attend Special meetings of the Corporation.

### **Director of Governance**

21. The Corporation shall appoint a Director of Governance. The Director of Governance shall be directly responsible to the Corporation. He or she will hold the Group seal, the register of interests and the Corporation records. The policy on the independence of the Director of Governance is at annex F. The policy on the Director of Governance's powers where members act beyond their powers is at Annex G.

### **Member attendance**

22. The Director of Governance will record attendance for each Corporation and committee meeting, and report any poor attendance to the Governance, Search and Remuneration Committee. If any member has been absent from Corporation meetings for a period of six months, the Governance, Search and Remuneration Committee shall decide whether or not the member shall continue as a member of the Corporation.

### **Members with Special Responsibilities**

23. The Corporation shall appoint designated members with special responsibility for health and safety, safeguarding and equality and diversity. Their responsibilities will be to ensure that the Group has policies and procedures consistent with the statutory requirements and best practice, and to report on compliance of these to the Corporation.
24. Designated members will be invited to attend relevant committee and executive meetings or working groups and will receive all the papers for such meetings.
25. Designated members will receive appropriate training and support for their roles which will be arranged by the Director of Governance.

### **Eligibility criteria**

26. Clause 8 of the Instruments of Governance sets out the eligibility criteria for all Corporation members. All members on appointment and annually thereafter will be asked to sign a declaration of eligibility. It is the duty of each member to advise the Director of Governance at the earliest opportunity of any changes in circumstances which may have a bearing on this declaration. If the member no longer fulfils the eligibility criteria they should resign from office.
27. All member appointments (other than student governors) are subject to a satisfactory DBS disclosure.

### **Committee Terms of Reference**

28. Committees of the Corporation will have a terms of reference which specify any delegated responsibilities. Terms of reference will be reviewed annually and any changes will be approved by the Corporation.

### **Rules for the conduct of meetings**

29. A schedule of meetings for the forthcoming year is prepared by the Director of Governance and approved by the Corporation. Once the schedule is approved, the dates are only altered in exceptional circumstances by agreement with the Chair. Any additional meetings of Committees can be arranged as the need arises in agreement with the Director of Governance. A minimum of seven days' notice will normally be given. Exception may be considered if to delay a decision would be at a disadvantage to the Group and the issue in question could not be reasonably taken under Chair's Action.
30. The agenda and papers for meetings will normally be made available seven days prior to the meeting date. Papers and meeting information will be sent electronically. Hard copies of the papers will be available at the meeting on request only. The Corporation recognises that circumstances may not always allow papers being sent seven days in advance and that this will only be tolerated in exceptional circumstances. The late distribution of papers or the tabling of papers impairs the proper conduct of the Corporation's business and disrupts the flow of meetings. It should be avoided as far as possible.
31. The duration of meetings should not exceed 3 hours. If the meeting reaches 3 hours a short extension should be agreed with the members, or the option of deferring business to the next scheduled meeting should be considered, or to pursue the outstanding business by correspondence outside the meeting.
32. Agendas for all meetings of the Corporation and its committees are prepared by the Director of Governance in consultation with the CEO/ SLT member and the relevant chair. The Corporation can only consider agenda items within its powers. The agenda will indicate if the items are for approval, discussion or for information and who will lead the item.
33. Members may request an agenda item be included. Items should be submitted to the Director of Governance at least 10 working days before the date of the meeting. The Director of Governance will inform the relevant member of the Executive and the relevant chair of the items proposed before the agenda is finalised. The relevant Chair will make the final decision on the inclusion of items on the agenda.

34. The Director of Governance at the beginning of each meeting will state which members have submitted apologies for absence and advise on whether the meeting is quorate.
35. Quorum for the Corporation is determined in the Instruments of Government as 40% of appointed members. In the case of committees this shall be 50% of the current membership.
36. Draft minutes of meetings will be produced by the Director of Governance. Draft minutes are confidential to those members and officers present until they have been reviewed by the Chair/committee chair. Any dispute regarding the accuracy of the minutes will be settled by resolution at the next meeting under the relevant agenda item.
37. If the Director of Governance needs to withdraw from part of a meeting the Corporation shall appoint a person from amongst themselves to act as minute taker during this absence.
38. Confidential minutes will be taken of those parts of the meeting which are not to be disclosed under relevant Freedom of Information exemptions.

#### **Conduct of debate**

39. The Chair will introduce each item and will either lead the discussion or invite a member or official to lead the item. The Chair shall refer to any supporting papers and shall propose resolutions or actions as appropriate. Questions and comments will be directed through the Chair to create an open forum for discussion. The Chair and members may seek advice from the Director of Governance at any time it is needed; the Director of Governance shall offer guidance to the Chair whenever they believe it necessary.

#### **Items of Any Other Business**

40. Agendas for meetings will routinely include Any Other Business. Members intending to raise matters under Any Other Business should notify the Chair or Director of Governance at least two working days ahead of the meeting. The Chair at the start of the meeting will inform members of any such items which are to be considered.

#### **Special Meetings**

41. A Special Meeting of the Corporation or its committees shall be held if requested by at least five members of the Corporation or by the Chair. The request shall specify the nature of the business. The Director of Governance will make arrangements for the meeting for which the Chair may decide that the required length of notice is reduced. Normal rules concerning quorum, chairing and the taking of minutes shall apply.

#### **Access to meetings**

42. Access to meetings to anyone other than members of the Corporation or committee shall be at the discretion of the relevant chair. A written request should be made at least 7 days before the date of the meeting. At the start of the meeting the chair shall ask the members present for their views and if they are in agreement the person concerned shall be invited to join the meeting. The request may be done by email in advance of the meeting. The visitor will then be able to observe proceedings for the item or meeting requested. They must not take part in any aspect of the discussion unless invited to do so by the Chair. The visitor is expected to maintain confidentiality.

## **Voting**

43. A resolution of the Corporation is decided by a majority vote of the members present. If in the event it is evident that those members present are clearly unanimous then a vote will not be necessary. Where there is an equal division of votes the Chair shall have a second casting vote. A member may vote if joining the meeting by telephone or video conferencing. Voting will be by a show of hands or in the case of a member joining by telephone will be cast by oral statement to the Chair. A member may not vote by proxy. The Director of Governance shall record the outcome of the vote in the minutes. A dissenting member shall have the right to have their disagreement recorded in the minutes.
44. A student member who is under the age of 18 shall not vote at a meeting (or by written resolution) on any resolution concerning financial or contractual decisions from which the Corporation could incur debt or liability.
45. A secret ballot may take place if the majority of members present who are entitled to vote consider it necessary.
46. No resolution made by the Corporation or a committee may be rescinded or varied subsequently, or at a subsequent meeting unless it is considered as a specific item of business on the agenda for that meeting. Any change to a resolution requires the Corporation or relevant committee's agreement.

## **Chair's Action**

47. The Chair, or in the absence of the Chair the Vice Chair, has the authority, in consultation with the Director of Governance to act on behalf of the Corporation in dealing with routine matters in pursuance of policies and decisions already agreed by the Corporation or relevant committee.
48. The Chair, or in the absence of the Chair the Vice Chair, may also in exceptional circumstances take action in relation to more significant matters which are judged too urgent to await a meeting of members, or for members to be able to respond to a written resolution and where to delay a decision would significantly disadvantage the Group. In all such cases, the action will be recorded by the Director of Governance and reported to the Corporation at the earliest opportunity and recorded in the minutes of the next meeting of the Corporation or committee.
49. If there are more than one Vice Chair, the one who has served the longest as a Vice Chair shall have authority under paras above.
50. Should the decision involve finance, the Chair would be expected to consult the Chair of the Finance and General Purposes Committee, and the Chief Finance Officer ahead of taking the decision.

## **Written Resolutions**

51. A written resolution can be used in the circumstances that a Corporation decision is needed, but it would be impractical to arrange a Special Meeting, and there is sufficient time for members to consider and vote on the resolution without it disadvantaging the Group.

52. The Director of Governance will prepare the written resolution and include within it relevant evidence and additional information sufficient for members to make an informed decision. Members will normally be given five working days to respond. The resolution will be agreed by a majority vote of those eligible to vote had it been proposed at a meeting.
53. A report of the written resolution will be provided at the next Corporation meeting for information. The voting will be reported anonymously.

### **Collective Accountability**

54. Corporation members have collective accountability. No member has the authority to speak or act on the Corporation's behalf unless specifically authorised to do so. Members must be free at all times to speak and act in what they believe to be the best interests of the Group. They cannot be mandated by other influences and pursue their own agenda, or express views not held by them personally.

### **Conflicts of Interests**

55. In accordance with clause 11 of the Instruments of Government all members of the Corporation, together with holders of senior posts shall be required to sign a declaration of interests. See Conflicts of Interests Policy for further information. Members also need to declare the receipt of hospitality or gifts arising from their Corporation membership.
56. Staff governors, the Director of Governance and SPHs should withdraw from any part of a meeting which would be discussing their personal remuneration, conditions of service, promotion, conduct, dismissal or retirement.
57. Staff governors may be part of discussions regarding pay or conditions of service of all members of staff, or all members of staff in a particular class, but will not have a vote on these matters.
58. At the discretion of members present, staff governors may be asked to withdraw when discussing the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves or their successor.
59. A student governor shall withdraw from any discussion of their own conduct, suspension or dismissal and may be required to withdraw from discussions concerning the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of staff.
60. At the discretion of members present, the student governors and co-opted members may be asked to withdraw from any discussion which may be of a sensitive or commercial nature.

### **Senior Post Holders**

61. Advice on the recruitment, probation, capability, disciplinary and grievance procedures of senior post holders is available in separate policies available from the Director of Governance.

### **Access to Information**

62. Information about the Corporation and its committees is available on the United College's Group website. This is consistent with the Group's Publication Scheme and requirements of the Freedom

of Information Act 2000. The Instruments and Articles of Government are published on the United Colleges Group website and printed copies can be made available on request to the Director of Governance.

63. Approved minutes of the Corporation deemed to be non-confidential are published on the United Colleges Group website. Some information will remain confidential through exemptions for disclosure under the Freedom of Information Act. Non-confidential papers can be made available after the meeting on request.
64. Minutes which have been deemed to be confidential will be kept under review and the Corporation shall make available any such material if the reason for dealing confidentially no longer applies, or it is considered that the public interest is of greater importance.

#### **Code of Conduct**

65. All members are required to sign the Code of Conduct on appointment. Evidence of a breach of this code, where it may be deemed no longer in the Group's interest for the member to hold office, may be removed from office. This would be subject to Corporation approval.

#### **Members' remuneration**

66. Attendance allowances are not available to members of the Corporation (i.e. a payment for attending meetings) unless specifically agreed by the Corporation and subsequent approval of the Charities Commission.
67. Reasonable out of pocket expenses such as travel, subsistence and the costs of child care fees which are incurred as a result of attending a meeting will be offered. See Governors' expenses policy for more information.

#### **Members' access to additional independent advice**

68. A member seeking additional advice for an issue under consideration by the Corporation must do so in writing to the Director of Governance. The request will be copied by the Director of Governance to the CEO and Chair. The written request must summarise the issues and make a case for the request for independent advice. The Chair in consultation with the CEO and Director of Governance will determine whether the request and the financial cost of seeking the advice is reasonable. The request for advice will be noted in the minutes of the next committee/ Corporation meeting.

#### **Corporation self-assessment**

69. The Corporation will monitor and evaluate its performance using self-assessment techniques. Records of self-assessment will be held by the Director of Governance and analysis undertaken to identify areas for improvement and actions to be taken. This will be reviewed by the Governance, Search and Remuneration Committee.

#### **Governor liability insurance**

70. The Learning and Skills Act 2000 contains a clause covering liability for FE governors as non-executive directors. As the Corporation is a corporate body created by an act of parliament with its own legal status, members in principle cannot be held individually liable for the debts of the

statutory body. As long as members ensure that they exercise a duty of skill and care; act reasonably, honestly and prudently, in good faith in the interests of the Corporation individuals should not be held personally liable.

71. The Group's insurance provides cover to protect members in the event of an error or omission in good faith which may cause financial loss. The insurance does not protect against any intentional wrong doing and in this case, if proven, the member would be personally liable.

### **Whistleblowing Policy**

72. The Corporation wishes to promote throughout the Group the same principles of openness and integrity which form the members' Code of Conduct. The Whistleblowing policy allows employees and students to draw attention to malpractice for it to be addressed in the Group's interests.

73. The Director of Governance will prepare and keep under review the Group's Whistleblowing policy. The Director of Governance will be the lead assessor under the policy. The use of the policy will be reported in the Audit Committee's annual report.

### **Application of the Seal**

74. The application of the seal signatories shall be consistent with that of clause 20 of the Instruments of Government. The Director of Governance will be the keeper of the seal, and shall keep a record of its application and report this to the Corporation for information.

### **Amendments to the Standing Orders**

75. The Director of Governance will keep this document under review and will suggest amendments and improvements to the Corporation. Members are also able to suggest improvements to the Director of Governance. Any amendments will require the approval of the Corporation unless they are covered by statute and therefore will come into immediate effect.

### **Annexes**

- Annex A - Nolan Principles
- Annex B - Delegated authorities
- Annex C - Chair and Chair of Committee role descriptions
- Annex D - Election process for Chair/ VC
- Annex E - Policy for the appointment of Members
- Annex F - Policy on the independence of the Director of Governance.
- Annex G - Policy for the Director of Governance where Members act beyond their powers
- Annex H - Policy for Complaints against the Corporation / Director of Governance

ToR of each committee

## NOLAN PRINCIPLES OF PUBLIC LIFE

<b>Selflessness</b>	Holders of public office should take decisions solely in terms of public interest and not in the interests of themselves, their family or friends.
<b>Integrity</b>	Holders of public office should not place themselves under any obligation to a third party which might influence them in the performance of their public duties
<b>Objectivity</b>	All decisions involving awarding of contracts, benefits or rewards should be made on merit.
<b>Accountability</b>	Holders of public office are accountable to the public for their actions and should submit themselves to the appropriate scrutiny.
<b>Openness</b>	All decisions taken should be as open as possible.
<b>Honesty</b>	Holders of public office have a duty to declare any private interests relating to their public duty and resolve conflicts so as to protect the public interest.
<b>Leadership</b>	Holders of public office should promote and support these principles by leadership and example.

## DELEGATED AUTHORITIES

Responsible Body	Permitted Level of Delegated Authority
<b>Full Corporation</b>	<p>The Corporation may not delegate the following: (Article 9) of the Instrument and Articles of Government:</p> <ol style="list-style-type: none"> <li>1. the determination of the educational character and mission of the institution;</li> <li>2. the approval of the annual estimates of income and expenditure;</li> <li>3. ensuring the solvency of the institution and the Corporation and safeguarding their assets;</li> <li>4. the appointment or dismissal of the CEO or holder of a Senior Post;</li> <li>5. the appointment or dismissal of the Director of Governance;</li> <li>6. the modification or revocation of the Corporation's Instruments and Articles of Government.</li> </ol> <p>4 &amp; 5 may be delegated to a committee of members of the Corporation. The Corporation may delegate any of its functions not listed in Article 9 and not assigned elsewhere in the Articles to the CEO, Chair, Vice Chair or a Committee (Article 4). The Corporation may not appoint an Independent member as a member of the Corporation without first considering the advice of the Governance, Search and Remuneration Committee (Article 5). The Corporation must establish an Audit Committee to advise it on matters relating to the Corporation's audit arrangements and systems of internal control (Article 6).</p>
<b>The CEO</b>	<p>The CEO may take executive action on all matters except those specifically excluded by Article 9. Those matters specifically delegated to the CEO under Article 3 are as follows:</p> <ol style="list-style-type: none"> <li>1. for making proposals to the Corporation about the educational character and mission of the institution and for implementing the decisions of the Corporation;</li> <li>2. the determination of the institution's academic activities and the determination of its other activities</li> <li>3. preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation</li> <li>4. the organisation, direction and management of the institution and leadership of the staff</li> <li>5. the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Director of Governance, where the Director of Governance is also a member of the staff; and</li> <li>6. maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.</li> </ol>
<b>Chair</b>	<p>The Chair may deal with those matters delegated to him/her by the Corporation (Article 4). The Chair may not deal with any matters listed in Article 9 (see above), or those responsibilities specifically delegated to the CEO (see above).</p>
<b>Committees</b>	<p>Committees may deal with any matters delegated to them by the Corporation (Article 4). The Corporation may not delegate to Committees any matters listed in Article 9 or those matters delegated to the CEO under Article 3.</p> <p>The Corporation has agreed terms of reference for each Committee which set out those matters delegated to each Committee (see terms of reference)</p>

The Chair will lead United Colleges Group through Corporation Board. The Chair will work with all governors to ensure a successful transition and to establish highly effective non-executive leadership of the Group through a period of rapid change and development. The Chair will provide the leadership to ensure that:

- The Corporation delivers highly effective governance of the Group, fulfilling the highest standards of corporate governance at all times
- The Corporation functions as a unit and works closely with the Senior Executive Team to achieve the Group's strategy and objectives
- Accountability is maintained for the effective and efficient use of resources, and safeguarding the college students, staff, assets and estate
- the Corporation offers appropriate challenge and support to the Senior Executive Team
- As Chair, support, advice and guidance is provided to individual governors to assist their effective contributions to collective governance
- Governors are supported as powerful ambassadors for the Group in the wider community as well as to students and staff.

The Chair will develop strong working relationships with key stakeholders, including employers, local authorities and with Chairs of neighbouring colleges and other educational institutions.

**Responsibilities***Strategic governance:*

1. To facilitate any proposed merger of the Group through diplomatic and strategic negotiation between the two existing boards, following due processes, as well as to establish and chair a new Corporation which will have strategic oversight of the new organisation.
2. To ensure that the Corporation meets its external accountabilities and fulfils its duties in determining the Group's Mission, setting and monitoring corporate objectives, articulating the vision, and maintaining and developing its ethos.
3. To understand and focus on the main strategic issues bearing on the Group, keeping always as a lodestone the Group's responsiveness to the students, employers and communities it serves.
4. To work with the Corporation and Executive in setting the educational character of the Group; ensuring that students and the skills needs of the London economy are central to decision-making processes, with performance measures in place to drive up quality and standards, thereby enhancing the rates of retention and success.
5. To strive to ensure that all discussions, decisions, judgements and actions are underpinned and informed by the 'seven principles of public life' established by the Nolan Committee.
6. To serve as the principal ambassador for the Group, bringing enthusiasm and energy in promoting the Group's best interests and reputation, by representing the Group at external meetings, presentations, conferences in local, regional and national settings.

### *Operational Governance:*

7. To lead the Corporation in the effective and efficient fulfilment of its duties and responsibilities, as laid down in the Instrument & Articles of Government, the Financial Memorandum and the Audit Code of Practice.
8. To provide strong leadership for the Corporation and to chair its meetings, ensuring that business is conducted efficiently, effectively and in a timely manner ensuring that matters are debated fully, so that all Governors have opportunities to engage and contribute.
9. To ensure, in liaison with the CEO and Director of Governance, that appropriate issues are brought before the Corporation.
10. To ensure that the discussions and decisions of the Corporation are properly summarised and recorded in the minutes as well as following up actions to be taken.
11. To exercise any specific authority delegated by the Corporation and to act on the Corporation's behalf between meetings or, where necessary, in emergencies, in accordance with Standing Orders.
12. To build a team of governors with the right skills for the successful oversight of the Group
13. To develop a productive working relationship between the Chair, CEO, Director of Governance and Senior Post-holders, based on a full understanding of the role of the Corporation in the governance of the Group and the difference between governance and management.
14. To ensure that there is an active succession plan in place which fosters good governance and opportunities for individual governor development as laid out in the Code of Governance.
15. To delegate effectively, to provide opportunities for governor development and making best use of governors' areas of expertise.
16. To lead and to contribute to the annual self-assessment of governance.
17. To ensure that the Group's agreed procedures are punctiliously followed in any matter of staff discipline which falls to the Corporation to determine.
18. To discuss with the Director of Governance, where necessary, any matters relating to an individual Member's attendance, performance or conduct, and to agree on such action as should be taken.
19. To be willing to attend any necessary and appropriate professional development, whenever practicable.
20. To act as critical friend to the CEO in matters upon which s/he wishes to confer and, where appropriate, to offer both general and specific support to the CEO where strategic, major or contentious issues are concerned.
21. To lead the process of appointing, and setting the terms and conditions for, the Chief Executive/Principal/Accounting Officer and other designated senior post holders.
22. To be responsible for the annual appraisal of the CEO and Director of Governance
23. To promote good working relations between Members and staff through regular dialogue and engagement in specific Group activities such as Student or Staff Awards events.

### *Person Specification*

In addition to the skills and experience required by any Governor and charity Trustee, key strengths would include:

- Strategist - able to develop long term objectives and establish realistic plans for their achievement.
- Confident and effective public speaker.
- High level chairing skills.
- Exceptional leader demonstrating effective interpersonal skills and team working ability.
- Commitment to quality improvement and evidence of successful contribution in another role.

- The ability to understand and articulate the needs of the communities that the Group serves.

*Desirable:*

- Has experience of the performance management of senior professional staff.

## **ROLE DESCRIPTION FOR COMMITTEE CHAIRS**

On the recommendation of the Governance, Search and Remuneration Committee, the Corporation shall consider the appointment of each Committee Chair for a period until the term of office of that Governor expires.

The role of the committee chair is vital to the good governance of the Group. The committee chairs provide sources of advice to the Director of Governance and the CEO and senior postholders and, as well as steering their committees, serve as a link between the committees and the Corporation. In addition, committee chairs are an important source of advice and development for all members and, particularly, for new members.

Specific duties of each committee chair are:

- In liaison with the Director of Governance and the relevant member of the Group's SLT, to approve the draft agendas and minutes of the committee;
- In liaison with the Director of Governance, to ensure the cycle of committee business meets its terms of reference, the remit of the committee and those elements of the strategic and other plans which have been remitted to the committee;
- To ensure that the decisions and recommendations of the committee have been actioned properly;
- To present and move recommendations made by the committee for approval by the Corporation as appropriate. If the committee chair is unable to attend the appropriate meeting of the Corporation, he or she should arrange for another member of the committee to undertake this role;
- To assist with the development of the committee as a team and to contribute to the development of the committee and its members.
- To be a member of the Corporation's Governance, Search and Remuneration Committee, providing coherence, and co-ordination across the committees of the Corporation.

**PROCEDURES FOR THE ELECTION OF CHAIR AND VICE CHAIR**

Neither the CEO nor any staff or student member shall be eligible to be appointed Chair or Vice-Chair – (Instrument 6)

The election shall take place at the last Corporation meeting of the academic year for a period of office to run from 1 August to 31 July, i.e. for the subsequent academic year.

Not less than 21 days before the Corporation meeting at which the election will take place, the Director of Governance shall send each Member a Nomination Form for the election of the Chair and Vice-Chair(s), with a covering email explaining the procedures to be followed. Nominations should be approved by the nominee and be seconded by two members.

Nominations for the posts of Chair and Vice Chair(s) may be emailed to the Director of Governance. After the closing date for nominations, the Director of Governance shall prepare and circulate to all Members a list of those nominated for the posts of Chair and Vice Chair.

If no such nominations are received by the date specified for the receipt of written nominations, the Director of Governance will ask Members who are interested in standing for the position of Chair or Vice-Chair(s) to express their interest to the Director for Governance by a specified date. The Director of Governance will then notify Members of the expressions of interest received and invite them to nominate an interested party should they wish to do so by a specified date; and the names of nominated Members will be circulated by the Director of Governance in advance of the Corporation meeting at which the Chair or Vice Chair(s) are to be elected.

The election shall be by means of secret ballot. The Director of Governance shall prepare ballot papers to be issued to each Member at the Corporation during which the election is to take place. The Director of Governance shall act as Returning Officer.

A majority of votes of those present is required for a candidate to be successfully appointed. If the number of candidates is such that no candidate achieves an overall majority, the candidate with the fewest votes will be required to stand down and a further ballot shall take place between the remaining candidates. This process shall be repeated until a candidate achieves an overall majority of the votes of those present.

If there is a tied vote, a further ballot shall take place between the tied candidates.

## **POLICY FOR THE APPOINTMENT OF CORPORATION MEMBERS**

The Corporation comprises 18 members. 13 of these are independent volunteers external to the organisation. There are also two staff members, two student members and the CEO is also a member.

### **Appointment of Staff and Student members**

The appointment of the staff and student members are done in accordance with the Instruments and Articles of Government. Staff Governors are appointed through an application and interview process, and student governors through a nomination and election process by the relevant constituent bodies. The terms of office for student governors is one year, but they are eligible to stand for a second term. Staff governors' term of office is the same as that for independent governors, which is 4 years. All staff will have undertaken pre-employment checks and have an enhanced DBS.

### **Appointment of Independent Members**

For Independent members, various methods are used to promote and advertise vacancies. These may include the use of Inspiring Governance and other governance volunteering websites, use of the United Colleges Group website and the individual colleges' websites, contacts within the local community and from partnership working.

Once a potential candidate has expressed an interest in becoming an Independent Governor, they are requested to provide their Curriculum Vitae (CV) and a statement setting out why they would want to become a governor at the College and what attributes they would be able to bring. The Search and Governance Committee then review these documents and invite candidates as appropriate to an interview. A panel of governors interview the candidates and make a recommendation to the Corporation. Some may be appointed as co-opted governors initially.

There are a number of pre-appointment checks which are conducted. These include an enhanced DBS. Relevant checks are made to Companies House and the Charity Commission to ensure that no member is disqualified from holding office as a company director or trustee. Where relevant references are also taken up prior to appointment. As an exempt charity, all members are asked to make a declaration that they are eligible to serve as a Corporation member in line with the requirements set out by the Charity Commission and included in the Instruments and Articles of Government. This declaration is kept under review at reasonable intervals and members are made clear that they need to inform the Director of Governance immediately should there be a change to their eligibility status. Members also complete a declaration of interests on appointment.

**POLICY ON THE INDEPENDENCE OF THE DIRECTOR OF GOVERNANCE**

The means through which the Corporation ensures that the Director of Governance is independent of the management of the Group, has sufficient expertise and support to undertake the role and is able to provide the Corporation with independent advice, including independent legal advice, are as follows:

- The Corporation has approved a clear job description for the Director of Governance in which independence is identified.
- The job description specifies that the Director of Governance is directly responsible to the Corporation.
- The Chair undertakes the Director of Governance's appraisal and, when the appraisal has taken place, this is reported to the Corporation.
- The Corporation requires of and receives from the Director of Governance advice and guidance directly to itself and its Committees on all aspects of governance and related issues.
- The Director of Governance has direct and regular access to the Chair and Vice-Chair of the Corporation, Chairs of Committees and individual governors.
- The Director of Governance is authorised to take direct legal and professional advice for and on behalf of the Corporation.
- The Director of Governance is authorised to seek confidential advice from the Group's internal auditors subject to the reporting of this to the Chair, the Vice Chair, the CEO, the Chair of the Audit Committee and the Chair of the Finance and General Purposes Committee at the earliest opportunity.

The Corporation requires the Director Of Governance to undertake training and development opportunities such that it may satisfy itself by way of an annual review that the training and development needs of the Director of Governance are being met.

**THE DIRECTOR OF GOVERNANCE'S RESPONSIBILITIES WHERE MEMBERS ACT BEYOND THEIR POWERS**

The Financial Memorandum requires each Corporation to specify procedures it would expect the Director of Governance to follow if they believed that the Corporation or any of its members were seeking to act beyond their powers. In such circumstances the Corporation of the United Colleges group adopts the following policy.

If the Director of Governance feels that her advice is being disregarded or overruled, and because of this the proper conduct of the Corporation is being put at risk, the Director of Governance should make every effort to resolve the matter through the avenues open to them within the Group. The Director of Governance may also take some or all of the following steps:

- Ensure that the reasons for concern have been put in writing and sent by the Director of Governance to the Chair and CEO (or the Acting Accountable Officer in the absence of a CEO)
- Ensure that the Chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference
- Report the matter to the next meeting of the relevant committee or Corporation and ensure that the matter is placed in the publically available minutes
- Consult the Group's external auditors
- Obtain legal advice on such issues without the agreement of the Executive or Corporation

The Corporation adopt the advice of the Financial Memorandum and the specified procedures above should not provide grounds for disciplinary action or dismissal of the Director of Governance.

## PROCEDURE FOR COMPLAINTS AGAINST THE CORPORATION / DIRECTOR OF GOVERNANCE

### Introduction

1. A complaint against the Corporation; a Corporation Member; (including the CEO if the complaint relates to his/her role as a Board Member); or the Director of Governance may be made by an individual or an organisation in relation to his/her or their dealings with the Group. Complaints against a member of staff, by student and persons other than staff, should be made using the Group's Complaints Procedure. Complaints must relate to:
  - the performance by the Corporation, a Corporation Member or the Director of Governance of the functions respectively allocated to them under the Instruments and Articles of Government of the College;
  - the exercise by the Corporation of its powers; and/or
  - any other alleged breach or non-observance of the duties of the Corporation, individual Members or the Director of Governance under the Instrument or Articles of Government of the Group, its Code of Conduct for Corporation Members or the ESFA Financial Memorandum.

The Corporation can also consider a complaint that the management of the Group has not satisfactorily investigated a complaint against a staff member.

### Procedure

2. All complaints should be made in writing and addressed to the Director of Governance (save where the complaint is in relation to the Director of Governance, in which case it should be addressed to the Chair of the Corporation)
3. The complainant will be expected to state clearly the nature of and grounds for the complaint (see paragraph 1 above) and, if appropriate, provide copies of any related documentation. The complainant should also state the remedy s/he is seeking. It is not possible for a complainant to seek the disciplining of a member of staff or the removal of a Member or the Director of Governance since these are decisions for the CEO and the Corporation respectively, in accordance with the Instrument and Articles of Government.
4. The Director of Governance (Chair of the Corporation) will:
  - acknowledge receipt of the complaint within seven working days;
  - refer the complaint to one or more of the following for investigation: the Group's Audit Committee, one or more Corporation Members; a person (if warranted nominated by an external sector body) who has substantial experience of FE governance; provided in each case that they have not been involved in the matters subject to the complaint.
5. Such person(s) shall:
  - consider the complaint and, if necessary in order to determine disputed issues of fact, interview the complainant and those who are the subject of the complaint. They may refer issues to the Corporation's auditors (external and/or internal) or other independent advisers as they feel appropriate; and
  - produce a written report of their findings in relation to the complaint and provide the complainant and the Corporation with a copy of such report as soon as possible. In any event they shall produce an interim report within twenty-eight days of the complaint being referred to them.

6. The Corporation at its next scheduled Board meeting after receipt of the findings of the investigation shall consider the findings and determine whether they find the complaint substantiated in whole or part and, if so, what, if any, remedy should be granted to the complainant. Where the complaint relates to one or more specified Members or the Director of Governance, those persons shall withdraw and take no part in the discussion of the investigation.
7. The Director of Governance (Chair of the Corporation) shall within seven working days of the Corporation's determination of the complaint, provide a written response to the complainant and to those who are the subject of the complaint, confirming the decision of the Corporation in relation to the complaint, with reasons for its decision. The response will include details of any arrangements for pursuing the matter with any relevant external body (e.g. ESFA, Department of Education).

**DRAFT – TO BE APPROVED**

**COMMITTEE TERMS OF REFERENCE**

**SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE**

**Membership**

1. The Committee shall comprise the Chairs of the Corporation Committees, the Chair of the Corporation and the Vice-Chair(s) of the Corporation.
2. The membership is intended to provide a forum for all committee chairs, to cascade governance information and best practice, provide feedback, and coherence and consistency in the operations of the Corporation.
3. The Chair shall be nominated from the members and approved by the Corporation. The Chair of this committee shall not be the Chair of the Corporation.
4. The CEO shall not be a member of the Committee but shall be in attendance as shall other Group officers as required by the Chair or the members.
5. Staff governor or Student governor shall not be members of the Governance, Search and Remuneration committee.
6. In the absence of the Committee Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.
7. The Director of Governance shall act as Clerk to the committee

**FREQUENCY OF MEETINGS AND QUORUM**

8. The Committee shall meet at least three times per year.
9. The quorum for meetings of the Committee shall be three Corporation members. Where the number of members assembled for a meeting of the Committee does not constitute a quorum the meeting shall not be held. Where in the course of a meeting of the Committee the number of members present ceases to constitute a quorum the meeting shall be terminated forthwith.

**TERMS OF REFERENCE**

**Governance Responsibilities**

1. To keep under review the functioning of the Corporation and the contribution of its members.
2. To keep under review the role of committees of the Corporation and their terms of reference.
3. To periodically review the Corporation's policies and procedures for the process of governance (Standing Orders) in accordance with the Instrument and Articles of Governance and other external direction as may be required.
4. Review at intervals the Corporation's Conflict of Interests Policy, Expenses policy and Code of Conduct for Corporation members.
5. To advise the Corporation on matters relating to assessment of itself, with particular reference to the governance element of the Group's Self-Assessment Report and to monitor any action plan designed to address the Group's identified weaknesses and development opportunities.
6. To keep under review the arrangements for communications between the Group and its internal and external stakeholders.

7. To review the Governance elements of the risk register and make any recommendations to the Audit Committee as necessary.

### **Search Responsibilities**

8. To consider and make recommendations to the Corporation on the composition and balance of the Corporation and its committees.
9. To advise the Corporation on the appointment of members of the Corporation other than the SPH, and such other matters relating to membership and appointments as the Corporation shall remit to it having regard at all times to the provisions of the Instrument of Government and the policy of the Corporation.
10. To gather nominations in respect of vacancies on the Corporation and to determine and apply the processes whereby such nominations are screened and shortlisted.
11. When appropriate, to initiate searches for potential candidates through consultation with local authorities, local bodies and employers.
12. To undertake a regular skills audit in order to test the range of skills and experience on the Board of the Corporation and to use the skills audit to inform decisions about Board and Committee membership.
13. To interview independent candidates for vacancies on the Corporation. The Chair of the Committee, in conjunction with the Director of Governance, is given authority to co-opt any Corporation member to assist in the interview process. Three members of the Corporation are required to sit on an interview panel for new members.
14. To appoint members to special designated responsibilities such as safeguarding, health and safety and Equality and Diversity.
15. To oversee the induction of new members.
16. To carry out the requirements of Article 12 on the appointment of senior post holders and the Director of Governance.

### **Remuneration Responsibilities**

17. Following appraisal by the Chair and Vice-Chair of the Corporation, to agree and recommend to the Corporation the objectives for the CEO, Senior Post holders and the Director of Governance.
18. To consider and recommend to the Corporation a report on the achievement of the objectives for the CEO, Senior Post holders and the Director of Governance.
19. Having regard to the Remuneration Code, to recommend to the Corporation Board the remuneration and other terms and conditions of employment of the CEO, Senior Post holders and the Director of Governance.
20. Review at intervals the probation, capability, disciplinary, grievance and performance management policies for the CEO, Senior Post Holders and the Director of Governance.
21. To receive and consider suggested modifications to the staffing structure in relation to Senior Post holders.
22. Subject to the provisions of the Articles of Government, to recommend to the Corporation redundancy, premature retirement proposals and any other severance proposals for senior post holders.
23. To undertake an appraisal of the Chair, and where the Chair may be remunerated, monitor any payments and provide assurance.



## **TEACHING, LEARNING AND SKILLS COMMITTEE**

### **MEMBERSHIP**

1. The committee shall comprise at least five Corporation members, plus any co-opted members. The committee may invite the Corporation's advisers or other third parties to attend meetings of the committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
2. The Chair of the Committee shall be approved by the Corporation.
3. In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.
4. The quorum for meetings of the committee shall be three Independent Corporation members (excluding staff and student members).
5. Any governor not a member of the Committee may attend in a non-voting capacity.
6. The Group Principal and other SMT members will attend as necessary in agreement with the Director of Governance and Chair of the Committee.
7. The Director of Governance shall act as Clerk to the Committee
8. The Committee shall meet at least 3 times per year.

### **Quality**

1. To monitor the relevant KPIs and risks from the Group's Performance Dashboard and Risk Register assigned to the Committee.
2. To monitor the curricular elements of the Strategic Plan
3. To review and recommend to the Corporation the policy and Annual Report on Safeguarding Young People and Vulnerable Adults/ Prevent
4. To recommend to the Corporation the Group's Equality and Diversity Policy and monitor the achievement of the Group's Equality and Diversity Plan
5. To ensure that the College undertakes regular and rigorous self-assessment which is appropriately validated.
6. To consider and recommend to the Corporation the Group's annual Self-Assessment Report.
7. To consider the Quality Improvement Plan of the College's annual Self-Assessment Report and to advise the Corporation about any significant matters and recommendations arising from their review.
8. To monitor the achievement of the Group's Quality Improvement Plan
9. To monitor strategies to improve teaching, training and learning

### **Student Achievement and Retention**

10. To ensure that the Group sets appropriate targets for institutional performance and to recommend to the Corporation, on an annual basis, improved targets for retention and achievement for all aspects of its provision.
11. To ensure that standards of students' achievements are being monitored and maintained at a high level through monitoring of observation data, retention and attendance data, student progression, student surveys and engagement, equality and diversity, and value added

12. To monitor outcomes/ results in all areas of the Group's work and to make appropriate recommendations to the Corporation.
13. To consider, in conjunction with management, and in the context of local and national developments, changes to the Group's curriculum offer.
14. To review and approve the Group's Student Engagement Strategy and monitor its implementation across all areas including:
  - Careers advice and support
  - Enrichment
  - Progression
  - Enrolment / admissions
  - Student Union/ Council
  - Access to bursary and student support
15. To review and approve the Students' Complaints Policy and Procedure, and Freedom of Speech policy.
16. To review and monitor the Group's marketing campaigns and recommend improvements.

## **AUDIT COMMITTEE**

### **OBJECTIVES**

The Audit Committee shall undertake oversight of and advise the Corporation on all matters defined in the Post 16 Audit Code of Practice 2019/19. As a minimum the terms of reference for Audit Committees must reflect the Code of Practice outlined duties of an audit committee as reflected at 'Primary Duties' at point 4 below. In so doing the Committee shall ensure that the internal control systems, including audit activities, of the Corporation and any of its subsidiaries are monitored actively, independently and objectively.

To provide a medium for communication with the Corporation's auditors which is not controlled by College management.

To provide advice to the Corporation on matters of a financial nature which fall outside of the Code of Practice (as reflected at 'Other Duties') below.

### **MEMBERSHIP**

1. The Committee shall consist of four members, plus any co-opted members. The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
2. The CEO, the Chair of the Corporation and the student members may not sit on the Committee.
3. In order to maximise the Committee's independence and objectivity members of the Corporation's Finance and Resources Committee shall not be eligible to sit on the Committee.
4. The Committee shall not adopt an executive role.
5. The Chair of the Committee shall be approved by the Corporation and shall have relevant audit expertise.
6. Membership of the Committee shall include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively.
7. In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.
8. The Director of Governance shall act as Clerk to the Committee.

### **FREQUENCY OF MEETINGS AND QUORUM**

9. The Committee shall meet at least three times a year. Additional meetings may be called as necessary in agreement with the Chair. The internal or external auditors may request a meeting of the Committee if they consider that one is necessary and the Committee will endeavour to comply with such requests.
10. The quorum for meetings of the Committee shall be two Corporation members

### **DUTIES**

#### **Primary Duties**

The primary duties of the Committee shall reflect the Post 16 Audit Code of Practice 2018 -2019 which are to:

11. Assess and provide the Corporation with an opinion on the adequacy and effectiveness of the Group's audit arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
12. Advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.
13. To discuss and agree with the external auditor, reporting accountant and other assurance providers (as applicable) the scope and objectives of their work prior to commencement and to advise the Corporation.
14. To consider and approve the annual audit strategy and audit plans for the internal audit service.
15. Inform the Corporation of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded.
16. To consider and advise the Corporation on internal audit assignment reports and annual reports, on control issues including the management letters of the external auditor/ reporting accountant and on management's response to these. To monitor within agreed timescales the implementation of recommendations arising from internal audit reports and those of other assurance providers.
17. To consider and if appropriate commission investigations into any complaints relating to alleged fraud or other irregularity or malpractice at the Group in accordance at all times with relevant policies including Public Interest Disclosure and Freedom of Information Policies.
18. Oversee the Group'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 auditors where appointed) have been informed, and that appropriate follow-up action has been planned /actioned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the Chief Executive of the appropriate funding body.
19. Produce an annual report for the Corporation. The annual report must summarise the Committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the Committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include 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 promoting economy, efficiency and effectiveness. The annual report must be submitted to the Corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the Audit Committee's annual report must be submitted to the relevant funding body with the annual accounts.

### **Other Duties**

The other duties of the Committee shall be to:

20. Advise the Corporation on risk management by becoming familiar with the concepts and requirements of risk management.
21. Receive a report on the Group's risk register and management plan at each meeting and recommend the Group's risk register and management plan to the Corporation Board. The appraisal of relevant risks is delegated from the audit committee to the committee responsible for that risk. The Audit Committee oversees the risk register for the Redevelopment Project.
22. Recommend the Group's Business Continuity Plan to the Corporation Board.
23. Recommend the Group's Health and Safety Policy to the Corporation Board and receive termly Health and Safety reports.
24. Receive the full accounts of the Group and of its subsidiaries and, in conjunction with the Finance and General Purposes Committee, to recommend approval to the Corporation if appropriate.
25. Recommend to the Corporation the Group's Financial Regulations, in conjunction with the Finance and General Purposes Committee.
26. Receive and review reports relating to audit prepared by the ESFA and other regulatory bodies.
27. Recommend the Group's GDPR, data protection and Freedom of Information/ Publication Scheme policies to the Corporation, and receive reports on their implementation.

## **Property Development Project Group**

### **Terms of Reference**

1. The Group will comprise at least five members of the Corporation, including the CEO, the Chair of the Corporation, and the Chair of the Finance and General Purposes Committee. The Chair of the Group shall be the Chair of the Corporation or his/her appointee.
2. The Chair has the power to: a) co-opt members with expertise when necessary, and b) invite other individuals to attend any meeting, if deemed appropriate to the business. Co-opted members will have voting rights.
3. The quorum for meetings of the Group shall be 50% (or at least 3 members if the membership is 5 members).
4. The Chief Financial Officer, and Group Principal shall be in attendance at all meetings.
5. The Group shall meet at least once a term, but generally as and when required in accordance with the project plan to ensure that it is appraised of and can approve key decisions
6. The Director of Governance shall act as Clerk to the group. The minutes of the Group will be shared with all members of the Corporation so that they are kept informed on progress.
7. Any member of the Corporation can attend the meeting of the Group as an observer. Only members of the group will formally be able to vote.

### **Scope of the Group**

8. The Group is a formal committee of the Corporation with delegated powers from the Corporation, as set out below.
9. The Group will dissolve on completion of the development Project as determined by the Corporation.

### **Responsibilities**

10. To oversee and monitor the Willesden and Wembley development project throughout all its phases and to ensure that the Project is completed within budget and delivered on programme.
11. To receive and monitor reports from the main consultants, covering progress against timelines and expenditure against budget. Such reports would be expected to be provided monthly.
12. To receive reports from lawyers, consultants and contractors.
13. To receive the Project's Risk Register; to monitor key risks associated with the Redevelopment Project, and to report any concerns to the Corporation.

### **Powers of the Project Group**

The Project Group shall have the power, on behalf of the Corporation, to discuss, consider and approve the following:

14. Any amendments to the LEP Capital Funding Bid and related processes which are required to satisfy LEP deadlines on such a bid.
15. The appointment of consultants and contractors for Project works with a value of between [£150,000 and £1,000,000] provided that (a) any decisions and approvals made by the Project Group shall comply with the UCG's Financial Regulations, [DN: Fin Regs likely to need amendment] and (b) any decisions and approvals that fall with the agreed Project Budget, as agreed by the Corporation.
16. In conjunction with the Corporation, the appointment of the main contractor for each Phase, notwithstanding the fact that the contract value will exceed £1,000,000.
17. Any significant variations to any consultants' and contractors' contracts.
18. The implementation of the Communications and Marketing Strategy.
19. The broad strategy for decant and the transfer of business from the existing buildings to the new building.

#### **Powers Reserved to the Corporation**

The following powers are reserved to the Corporation:

- i. The overall strategy for the Development Project
- ii. Approval of the overall Project Budget
- iii. The design of the new buildings and the site (RIBA Stage 3).
- iv. The approval of any borrowing
- v. The decision to dispose of land
- vi. The overall Communications and Marketing Strategy including the opening arrangements for the new buildings.

## **FINANCE AND GENERAL PURPOSES COMMITTEE**

### **TERMS OF REFERENCE**

#### **MEMBERSHIP**

1. The Committee shall comprise five Corporation members. The Committee may invite the Corporation's advisers or other third parties to attend meetings of the committee as appropriate.
2. Members of the Finance and General Purposes Committee shall not serve on the Audit Committee.
3. The Chair of the committee shall be approved by the Corporation.
4. In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.
5. Any member not a member of the Committee may attend in a non-voting capacity.
6. The Chief Financial Officer shall be in attendance.
7. The quorum for meetings of the committee shall be three Corporation members.
8. The Director of Governance shall act as Clerk to the Committee.
9. The committee shall meet at least three times per year.

#### **Finance**

##### **Policies / Strategic Functions**

10. To review and approve for recommendation to the Corporation the Standing Financial Instructions, Subcontractor Fees and Charges Policy, and Fees and Charges Policy.
11. To approve the Group's Treasury Management Policy and the Treasury Management Annual Report.
12. To monitor key financial performance indicators (KPIs) and risks assigned to it within the Corporation's KPIs and risk register and to advise the Corporation as necessary.
13. To ensure that the Group secures, economy, efficiency and effectiveness, inclusive of a value for money strategy;
14. To ensure the observance of all financial regulations, and the Financial Memorandum.
15. To ensure the development of appropriate financial systems and in promoting the most effective dissemination and presentation of financial information both throughout the Group and to the Corporation and external agencies.

### **Primary Financial Statements**

16. To agree and recommend to the Corporation two year financial plans, the income and expenditure budgets, balance sheets, and cash flow projections
17. To analyse significant trends of income and expenditure in order to make recommendations to the Corporation to ensure the financial sustainability and solvency of the Group;
18. To approve expenditure within the annual estimates and in accordance with the Standing Financial Instructions, and to monitor actual expenditure.

All Corporation members will receive monthly up-dated actual and projected income and expenditure figures, together with cash flow statements.

### **Capital Budget**

19. To agree and recommend to the Corporation a capital budget and any capital proposals and possible financial routes in respect of all capital expenditure including, for example, finance, loans, purchase of large items of equipment or refurbishment of the buildings.
20. To approve capital expenditure within the annual estimates and in accordance with the Standing Financial Instructions, and to monitor actual expenditure.

### **Project Budgets**

21. To approve capital expenditure for the development Project Budget in accordance with the Standing Financial Instructions.
22. To agree fee levels and letting charges.
23. To receive the full accounts of the College and of its subsidiaries and, in conjunction with the Audit Committee, to recommend approval to the Corporation if appropriate.
24. To monitor the financial health of the Group's subsidiary companies/ International work and to report to the Corporation on their financial performance.
25. To consider expenditure proposals from other committees of the Corporation as appropriate.

### **Human Resources**

26. To review and advise the Corporation on the pay and conditions framework for all staff including pension provision (excluding the CEO, senior post holders and the Director of Governance).
27. To monitor the framework for the agreement of staff contracts and staffing policies, including those on grievance and discipline, bullying and harassment, and staff absence.
28. To receive a Workforce Composition Report on staffing and recruitment, which will include information about the percentage of turnover of teaching and support staff, equality and diversity, age profile and reasons for leaving.
29. To review the Group's Equality and Diversity Policy and Action Plan as they relate to staff and report to the Corporation on the implementation of those plans and objectives within the policy.

30. To monitor the implementation of the Group's Continuing Professional Development Plan.
31. To make recommendations to the Corporation on the human resources implications of the Group's strategic plan. To be consulted on any staff reduction exercises and cost saving measures.
32. To review and recommend to the Corporation performance management and staff development arrangements for all staff other than senior post-holders.
33. To oversee the development and implementation of the Group's Staff Voice Strategy and monitor its effectiveness

#### **IT and Estates**

34. To review the Group's IT Strategy before submission to the Corporation for approval.
35. To monitor the implementation of the Group's IT Strategy.
36. In collaboration with the Development Group, review the financial elements of the Group's property strategy before submission to the Corporation for approval.
37. To advise the Corporation and the Development Group on the budgetary and strategic implications of all matters related to the Property Strategy.
38. To keep under review issues relating to health and safety and to ensure that any new or improved building work meets health and safety regulations and provides access for those with special needs.
39. To consider and recommend to the Corporation any merger proposals at a strategic level.

#### **Community Engagement**

40. To oversee the development of the Group's Community Engagement Strategy and monitor its effectiveness.