

Standing Orders

and

Procedural Guidance

2018-19

These notes should be read in conjunction with the Board's revised Instrument and Articles of Government 2018. They seek to expand wherever necessary on the Instrument and Articles.

In the event of a conflict between the Standing Orders and Procedural Guidance and the Board's Instrument and Articles of Government, the provisions of the Instrument and Articles of Government apply.

The Standing Orders and Procedural Guidance will be subject to regular review as and whenever necessary but in any case at least annually.

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PART 1 THE INSTRUMENT OF GOVERNMENT

1. Composition of the Board

- 1.1 The agreed composition shall be:-
- (a) 15 College Governors
 - (b) 1 Staff Governor
 - (c) 1 Student Governor
(To be elected and nominated by the Student's Union)
 - (g) The Chief Executive
- 1.2 The membership number will be 18.
- 1.3 The procedures for how nominations are to be made for categories (b) and (c) are to be found at Annex 1 to this section.

2. Appointment of Chair and Vice Chair

- 2.1 The period of office of the Chair and Vice Chairs shall be up to four years. The maximum period that one individual can serve as Chair or a Vice Chair of the Board shall be four years.
- 2.2 The governors appointed as Chairs of the Local Boards (South Shields Marine School, Tyne Metropolitan College and South Tyneside College) will also fulfil the role of a Vice-Chair of the College Board.
- 2.3 In the absence of the Chair at a meeting of the Board, the chair for that meeting shall be selected from the Vice-Chairs on an alphabetical rotational basis.
- 2.4 The Board shall undertake an annual review of the Chair and make a decision as to whether they wish to re-appoint for the coming year. The Chair shall withdraw from the part of a meeting where this is discussed.
- 2.5 The Chair's annual review of performance will be managed by the Governance and Search Committee.

3. Eligibility

- 3.1 The Director of Governance will be responsible for checking the eligibility of Board members on their appointment and annually during their term of office.

4. Terms of Office

- 4.1 The length of the term of office of a Member of the Board shall be determined by the Governance & Search Committee, but shall not exceed four years.

- 4.2 All appointments and re-appointments for College Governors shall be made by the Board, taking the advice of the Governance & Search Committee.
- 4.3 Re-appointments will not be automatic and the maximum length of office in total is 8 years.

5. Termination of Membership

- 5.1 The Board has agreed a target of 75% attendance at Board meetings and 75% attendance at Committee meetings and an individual attendance target of 75%.
- 5.2 A Governor who has been absent from meetings for a period longer than six months should inform the Director of Governance in writing of the reason for this absence and seek the permission of the Board for any further absence. In considering this position any attendance at Committees, Local Boards or other College activities should be taken into account.
- 5.3 Any decision to act on any concerns about poor attendance, contravention of the Code of Conduct or a Governor being unfit or unable to carry out the functions of the role must be taken by the full Board.

6. Meetings

- 6.1 Board and Committee meetings will be held in accordance with an annual Governance Calendar which will be agreed at the last meeting of the preceding academic year.
- 6.2 The Board will meet at least once per term.
- 6.3 A meeting of the Board shall be quorate if 40% of governors are present.

7. Public Access to Meetings

- 7.1 People entitled to attend a meeting of the Board or its Committees are any of the College Governors, the Chief Executive and the Director of Governance. The Board or its Committees will decide who, other than the above, will be admitted to a meeting.
- 7.2 The Audit Committee reserves the right to meet with auditors in the absence of managers when necessary.
- 7.3 Currently, the Board does not allow public access to its meetings.

8. Allowances to Governors

- 8.1 A record of any allowances paid shall be kept by the Director of Governance and be reported annually to the Finance and Resources Committee. Expenses will be reimbursed in line with the Governor Expenses Policy as agreed by the Board in March 2013

Annex Procedures for Nominations

A1 Nominations and Election of Staff Governors of the Board

- A1.1 There will be one Staff Governor of the Board elected by the permanent staff to represent them.
- A1.2 In the event of a staff vacancy on the Board, or earlier if the incumbent Staff Governor is nearing his/her end of office, the Governance & Search Committee shall determine the procedure for nominations and elections.

A.2 Nomination and Election of the Student Governors of the Board

- A2.1 The procedure for electing the Student Governor is laid down by the College Students' Union and is to be found in the Union's Constitution.
- A2.2 The Student Governor shall be nominated and elected by and from the membership of the Students' Union.
- A2.3 The name of elected Student Governor shall be supplied by the Student Adviser to the Director of Governance.
- A2.4 For the purpose of carrying out duties as a Student Governor, it is desirable that persons elected are those who are following a course at the College which lasts a full academic year.

PART 2 THE ARTICLES OF GOVERNMENT

9. Interpretation

- 9.1 The senior post holders for the purposes of these Articles are:-
- (a) The Chief Executive
 - (b) The Deputy Chief Executive / Chief Operating Officer
 - (c) The Principal (Professional and Vocational)
 - (d) The Principal (SSMS)
 - (e) The Principal (TyneMet)
 - (f) The Executive Director of Human Resources

10. Delegation of Functions and Committees/Working Parties

- 10.1 The Board shall have the following Standing Committees:-

<u>Committee</u>	<u>Membership</u>	<u>Frequency of Meetings</u>
Audit	A minimum of 4 College Governors	At least once a term
Governance & Search Finance & Resources	A minimum of 4 College Governors A minimum of 4 College Governors	At least once per year At least once a term
SSMS Local Board	Specific membership as required (confirmed by Board)	At least once a term
STC Professional & Vocational Local Board	Specific membership as required (confirmed by Board)	At least once a term
TyneMet Local Board	Specific membership as required (confirmed by Board)	At least once a term
Performance, Appraisal & Review	A minimum of 3 College Governors	At least once per year

10.2 The Board may create a temporary Working Party or Task Group to deal with specific matters on behalf of the Board and then report back with recommended actions. Such Working Parties/Groups shall be agreed by the Board, together with agreed membership, terms of reference, and time limits, where required.

10.3 Membership of the Committees and Local Boards

10.3.1 The membership of the Committees and Local Boards will be reviewed annually with a view to encouraging rotation in conjunction with the Governor's own preferences.

10.3.2 The duration of service on the Committee/Local Boards for Board members will be such that it expires on the same date as full membership of the Board.

10.3.3 Non-members of the Board (Local Governors) are eligible to serve on Committees, Local Boards and Working Parties/Task Groups, subject to the approval of the Board and to annual confirmation at the last Board of the previous academic year.

10.3.4 In addition, on occasion Committees, Local Boards or Working Parties/Task Groups may wish to invite advisors (including former Governors) in a non-voting capacity on an ad hoc basis to assist them with their work when it is identified that the group is lacking in a particular expertise which cannot be addressed through existing College Governors or Local Governors. This role is to be limited for the duration of the task/project identified.

10.3.5 The attendance requirement will be that used for the Board as outlined in the Instrument of Government. Members have determined a target of 75%

attendance at committee meetings. Note: The Chief Executive is exempt as attendance at committees is optional (see terms of reference of committees).

- 10.3.6 The quorum for meetings of the Committees or Local Boards is defined within their respective terms of reference.
- 10.3.7 In the case of a vacancy, the Committee/Local Board shall have power to co-opt a temporary College Governor who must be eligible under the Articles and Instrument of Government until the next meeting of the Board when the vacancy shall be filled.
- 10.3.8 The Chair of the Board and the Chief Executive are not eligible for membership of the Audit Committee.
- 10.3.9 The Director of Governance shall act as Director of Governance to all the Committees and Working Parties/Task Groups and shall be responsible for the production of agendas, papers and minutes of those meetings.
- 10.4 Appointment of Chair and Vice Chair of Committees/Local Boards/Working Parties/Task Groups
- 10.4.1 The Chair and Vice Chair will be appointed by the Tyne Coast College Board.
- 10.4.2 The Chair of the Board shall not be eligible for appointment as Chair or Vice Chair of a Committee or a Local Board or Working Party/Task Group.
- 10.4.3 A temporary Chair may be elected for a single meeting from among College Governors attending that meeting (with the exception of the Chief Executive, Staff or Student Governors) in the absence of both Chair and Vice Chair.
- 10.5 Committee and Local Board Terms of Reference
- 10.5.1 The terms of reference of Committees / Local Boards are reviewed annually.
- 10.6 Attendance at Committee and Local Board meetings
- 10.6.1 The Board shall determine annually its policy on attendance of non-Committee members at Committee and Local Board meetings
- 10.7 Publication of the Minutes of Committee and Local Board Meetings
- 10.7.1 The minutes of Committee and Local Board meetings are submitted to the Board and are published with the papers of the Board subject to the restrictions itemised in the Instrument.

11. Suspension of Staff

11.1 Procedures for the suspension of staff other than senior post holders are detailed in the College's Disciplinary Procedure. Procedures for the suspension of senior post holders shall be as detailed in the Articles of Government.

12. Dismissal of Staff

12.1 Procedures for the dismissal of staff other than a senior post holder are detailed in the College's Staff Disciplinary Procedure. Procedures for the dismissal of senior post holders shall be as detailed in the Articles of Government.

13. Staff Grievance Procedures

13.1 Procedures to enable staff to raise any grievances relating to their employment are detailed in the College's Grievance Procedure.

14. Student Code of Conduct and Disciplinary Procedure

14.1 Expected standards of behaviour and procedures for dealing with poor student discipline are detailed in the College's Student Code of Conduct and Disciplinary Procedure.

15. Tuition Fees

15.1 The Finance and Resources Committee shall consider the level of tuition and other fees on an annual basis for Board approval.

15.2 The setting of marine tuition fees shall take into account national recommendations.

15.3 Any fees will be subject to the terms and conditions set by the relevant funding body.

PART 3 ADDITIONAL GUIDANCE

Standing Orders and Procedures Guidance relating to issues other than those specified in the Instrument and Articles of Government.

16. Code of Conduct for Governors

16.1 The College Code of Conduct is intended as a guide for College Governors / Local Governors to indicate the standards of conduct which are expected of them, to enable them to understand their legal duties and to assist them in carrying out duties in their relationship with the Board and the Chief Executive.

16.2 The Board requires that its Governors must agree to be bound by the Code of Conduct, which is reviewed annually.

16.3 On appointment, the Director of Governance shall ensure that two copies of the Code are issued to all Governors. Governors shall be asked to sign both copies, retaining one copy and returning the other to the Director of Governance. Acceptance of appointment as a member of the Board / Local Board will be construed as acceptance of the Code of Conduct.

17. Notes on Agenda, Minutes and Papers

17.1 The Director of Governance shall be responsible, in conjunction with the Chief Executive or appropriate Officer and the appropriate Chair, for the drawing up of the Board/Committee/Local Board agenda.

17.2 The agenda and supporting papers for Board, Local Board and appropriate Committees shall be sent to Governors/Local Governors at least 7 days in advance. Normally all supporting papers shall be sent out with the agenda. Papers to be sent out after the agenda or tabled at the meeting shall be kept to a minimum.

17.3 Supporting papers for Board meetings, other than those deemed confidential, will be available on request from the Director of Governance

17.4 The Director of Governance shall be responsible for the drawing up of draft minutes for the approval of the relevant chairperson.

17.5 The approved draft minutes shall then be held by the Director of Governance until the next meeting of the Board/Committee/Local Board, and shall be available for inspection.

17.6 Any confidential minutes shall be kept within the control of the Director of Governance and be only made available to appropriate.

17.7 Public access to agendas, papers and minutes (except those considered confidential) shall be provided during normal office hours from the Director of Governance. Approved minutes will be published on the Governance web site which is accessible globally.

17.9 All agendas, papers and minutes shall normally be circulated to relevant senior post holders.

18. Confidentiality

18.1 Confidential matters shall be identified at the preparation of the agenda.

18.2 Papers concerning confidential matters as defined under the Instrument of Government shall only be circulated to those members of the Board, Committee or Local Board who are entitled to remain at the meeting.

18.3 Confidential agendas, papers and minutes shall be clearly marked as such.

- 18.4 Separate minutes shall be taken of those parts of the meeting which are treated as confidential and shall remain in the safe custody of the Director of Governance.
- 18.5 The Board or relevant Committee or Local Board shall determine whether and to what extent, agendas, draft minutes approved by the Chair, signed minutes and other reports or papers considered by meetings should be excluded from public availability on the grounds of confidentiality.
- 18.6 When considering confidentiality members should take into account the following criteria:-
- (a) Matters relating to an individual member of staff or student.
 - (b) Matters relating to a commercial transaction which, if known, would disadvantage the college.
 - (c) Matters relating to a negotiating position with a trade union or legal advice which, if known, would disadvantage the college.
- 18.7 The Director of Governance will, at the end of each academic year, review all items deemed confidential, and review whether they can then be reclassified and made accessible to the public.

19. Decision Making of the Board

- 19.1 Governors of the Board recognise that all decisions must be made by a meeting of the Board unless a Committee or Local Board has been delegated to deal with a specific issue.
- 19.2 Decisions will be made after a full discussion and by a simple majority by a show of hands unless any one College Governor, or more, requests a secret ballot. Written resolutions can be used in accordance with the Articles of Government (Article 11.7).
- 19.3 A decision of the Board is binding upon all College Governors.
- 19.4 If there is a tied vote at the end of a discussion, the Chair may vote a second time to determine the issue.
- 19.5 Decisions of the Board may only be amended or rescinded at a subsequent meeting of the Board when the proposal to amend or rescind appears as a separate agenda item.

20. Powers of Delegation

- 20.1 The Board stresses that no action may be taken by an individual College Governor unless authority to do so has been delegated formally by resolution of the Board in accordance with the Articles of Government.

- 20.2 The Board shall delegate to the Chair (or a Vice Chair in his/her absence, on the basis of relevance as determined by the Director of Governance) authority to:
- (a) authorise urgent action to be taken on behalf of the Board in circumstances where it is impractical to call a Board meeting and the interests of the College would be prejudiced by having to wait for such a meeting;
 - (b) authorise actions of a routine nature giving effect to decisions which have already been approved in principle by the Board.
- 20.3 Where the Chair authorises any urgent action between meetings the facts will be reported to the next meeting of the Board.
- 20.4 The Board shall delegate to a Chair of one of the Committees/Local Boards (or Vice Chair in his/her absence) authority to authorise urgent action between meetings on matters which have been delegated to that committee/Local Board, as per its terms of reference, in circumstances where it is impractical to call a committee meeting and the interests of the College would be prejudiced by having to wait for such a meeting;
- 20.5 Where the Chair of a Committee or Local Board authorises any urgent action between meetings in accordance with 20.4 the facts will be reported to the next meeting of the Committee or Local Board and the Board.

21. Register of Members' Interests

- 21.1 Members of the Board and Local Governors shall complete a Register of their interests on the prescribed form which is held by the Director of Governance.
- 21.2 The Director of Governance shall annually contact every College Governor/Local Governor to ascertain if there are any changes to their previous declaration of Interests.
- 21.3 It is the individual Member's responsibility to advise the Director of Governance of any changes or amendments to the register of Interests.
- 21.4 It is the individual Member's responsibility to draw attention in meetings to their declared financial or personal interest. The Director of Governance is responsible for identifying any potential conflicts in advance of the meeting and raising them with the individual Member and the relevant chairperson.
- 21.5 A Governor may be required to withdraw from a meeting if he/she:-
- (a) stands to gain financially from a matter under discussion
 - (b) has a personal interest in a matter under consideration
 - (c) is a relative of a student or an employee being discussed
- 21.6 The Register of Interests shall be available to members of the public during normal office hours through the Director of Governance.

MEMBERS' CODE OF CONDUCT 2015-16

1. INTRODUCTION

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected from College Governors, to enable them to understand their legal and ethical duties, and to assist them, both in carrying out those duties, and in their relationship with the Board and Chief Executive. This Code is therefore aimed at promoting effective, well informed and accountable College governance, and is not intended to be a definitive or authoritative statement of the law or good practice.
- 1.2 Ultimate responsibility for the appropriateness of conduct as a Governor of the College and for any act or omission in that capacity rests with the individual Governor.
- 1.3 This Code applies to every committee or working party of the Board and to any subsidiary company or joint venture of the College to which Governors may be appointed.
- 1.4 By accepting appointment to the Board, each Governor agrees to accept the provisions of this Code.¹

2. DUTIES

- 2.1 Governors owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests. Each Governor should act honestly, diligently and act independently. The actions of Governors should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.
- 2.2 Decisions taken by Governors at meetings of the Board, its committees and Local Boards must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds. Accordingly, Governors must not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 2.3 Governors must observe the provisions of the College's Instrument and Articles of Government and in particular the responsibilities given to the Board by the College's Articles of Government. Those responsibilities are set out in Appendix 1.
- 2.4 Governors should comply with the standing orders to ensure that the Board conducts itself in an orderly, fair, open and transparent manner and must keep those standing orders under periodic review.

¹ This Code also applies to Local Governors, i.e. members of Local Boards.

- 2.5 Governors should also have regard to the different, but complementary, responsibilities given to the Chief Executive. Whereas it is the Board's function to decide strategic policy, overall direction, and to monitor the performance of the Chief Executive and other senior potholders, it is the Chief Executive's role to implement the Board's decisions, and to manage the College's affairs within the budgets and framework fixed by the Board. Governors should work together so that the Board and the Chief Executive perform their roles effectively.

3. STATUTORY ACCOUNTABILITY

- 3.1 Governors are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the relevant funding bodies as a condition of receiving public funds.
- 3.2 Although the Skills Funding Agency is the main provider of funds to the College, Governors should note that they are also responsible for the proper use of income derived from other sources, such as the Higher Education Funding Council for England (HEFCE) and the European Union (EU) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit.
- 3.3 As accounting officer for the Skills Funding Agency, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the Agency puts its funds are consistent with the purposes for which the funds were given, and comply with the conditions attached to them. The Chief Executive, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The Chief Executive may be required to appear before the Committee of Public Accounts, alongside the Chief Executive of the Skills Funding Agency, to give an account of the use made by the College of such funds. The Board is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

4. PUBLIC SERVICE VALUES

Public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in the Committee on Standards in Public Life (Nolan Committee) – see Appendix 2 – and the recognition that students and other users of the College's services come first, are a requirement of being a Governor, and should underpin all decisions taken by the Board.

5. SKILL, CARE AND DILIGENCE

A Governor should, in all his or her work for the College, exercise such skill as he or she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Governors act as agents of the College, for example, when functions are delegated

to a committee of the Board, or a Local Board or to the Chair. Governors should be careful to act within the terms of reference of any committees or Local Boards on which they serve.

6. POWERS

Governors are responsible for taking decisions which are within the powers given to the Board by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992 (amended by Learning & Skills Act 2000). If a Governor thinks that the Board is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Director of Governance for advice.

7. CONFLICTS OF INTEREST

7.1 Like other persons who owe a fiduciary duty, Governors should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Board. They should not allow any conflict of interest to arise which might interfere with exercise of their independent judgement.

7.2 Governors are reminded that, under the College's Instrument of Government, they must not take or hold any interest in any of the College's properties or receive any remuneration for their services (save as a member of the College's staff) without the written approval of the Secretary of State for Education.

7.3 Governors are reminded that, under the College's Instrument of Government, they must disclose to the Board any direct or indirect financial interest they have, or may have, in the supply of work or goods to or for the purposes of the College or in any contract or proposed contract concerning the College or in any other matter relating to the College or any duty which is material and which conflicts or may conflict with the interests of the Board.

7.4 If an interest is likely, or would, if publicly known, be reasonably perceived as being likely to interfere with the exercise of a Governor's independent judgement, then the interest, financial or otherwise, should:-

7.4.1 be reported to the Director of Governance; and

7.4.2 be fully disclosed to the Board before the matter giving rise to the interest is considered.

Governors may withdraw from that part of the meeting at which the matter giving rise to the interest is considered, if they or the other Board Members feel it is appropriate, but on no account may they vote in relation to the matter.

7.5 Governors must not receive gifts, hospitality, or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Director of Governance.

- 7.6 The Director of Governance will maintain a Register of Interests which will be open for public inspection. College Governors/ Local Governors must disclose routinely to the Board all business interests, financial or otherwise, which they and their immediate family members may have, and the Director of Governance will enter such interests on the Register. Governors must give sufficient details to allow the nature of the interests to be understood by enquirers. Governors should inform the Director of Governance whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Governors should have regard to the meaning given to “interest” in paragraph 7.4 of this Code.

8. COLLECTIVE RESPONSIBILITY

- 8.1 The Board operates by Governors taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the Board collectively and each individual Governor has a duty to stand by it, whether or not he or she was present at the meeting of the Board when the decision was taken.
- 8.2 If a Governor disagrees with a decision taken by the Board, his or her first duty is to have any disagreement discussed and minuted. If the Governor strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Board when it next meets. If no meeting is scheduled, the Governor should refer to the power of the Chair or any five Governors under the College’s instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Director of Governance to circulate the Governor’s views in advance to the other Governors. Alternatively, as a final resort, the Governor may decide to offer his or her resignation from office, after consulting the Chair.

9. CONFIDENTIALITY

- 9.1 Because of the Board’s public accountability, Governors should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Board. Accordingly, agendas, minutes and other papers relating to meetings of the Board are normally available for public inspection when they have been approved for publication by the Chair.
- 9.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, where individuals are being discussed, or where commercially sensitive information is disclosed. Such excluded items, will be filed by the Director of Governance, and will be circulated in confidence to Governors. However, Staff and Student Governors have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College’s Instrument of Government.
- 9.3 It is important that the Board and its Committees and Local Boards have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Board or Local Board are satisfied should be dealt with on a confidential basis.

- 9.4 Governors should not make statements to the press or media or at any public meeting relating to the proceedings of the Board, its Committees or its Local Boards without first having obtained the approval of the Chair or, in his or her absence, the Vice Chairs. It is unethical for Governors to publicly criticise, canvass or reveal the views of the other Governors which have been expressed at meetings of the Board or its Committees or Local Boards.

10. ATTENDANCE AT MEETINGS

A high level of attendance at meetings of the Board is expected so that Governors can perform their functions properly. A target for attendance at Board meetings has been set at 75%, Committees at 75% and each individual Governor at 75%.

Governors should present their apologies in advance of the meeting via the Chair or the Director of Governance with the reason for absence explained together with a comment(s) about the matters under consideration, where appropriate. The Board/Committee/Local Board must consider whether or not to approve any apology for absence received.

A Governor may be removed from office if they have been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation.

11. GOVERNOR DEVELOPMENT

- 11.1 Governors must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and development events.
- 11.2 The Board shall seek to ensure that all Governors are appointed on merit, in accordance with an open selection procedure carried out by the Board's Governance & Search Committee, and are drawn widely from the community which the College serves, having regard to provisions relating to the membership of the Board in the College's Instrument of Government and the need for continuity, balance and a range of appropriate skills and interests.

As a Governor of the College, I agree to observe this Code of Conduct to the best of my abilities.

Name of Governor

Date

APPENDIX 1

EXTRACT FROM THE COLLEGE'S ARTICLES OF GOVERNMENT

Responsibilities of the Corporation, the Principal and the Director of Governance

- (1) The Corporation will be responsible for the following functions:
 - (a) The determination and preservation and development review of the Educational Character and Mission of the College and the oversight of its activities.
 - (b) Approval of the College's overarching strategic direction and strategy.
 - (c) Publishing arrangements for obtaining the views of staff and students on the determination and preservation and development review of the Educational Character and Mission of the College.
 - (d) Approving the Quality Strategy.
 - (e) Effective and efficient use of resources, the solvency of the College and the Corporation and safeguarding their assets.
 - (f) Approving annual estimates of income and expenditure.
 - (g) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Senior Postholders and the Director of Governance, including, where the Director of Governance is, or is to be appointed as, a member of staff, the Director of Governance's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
 - (h) Setting a framework for the pay and conditions of service of all other staff including Senior Postholders and the Director of Governance.
- (2) Subject to the responsibilities of the Corporation, the Principal / Chief Executive will be the Chief Executive of the College, and will be responsible for the following functions:
 - (a) Making proposals to the Corporation about the Educational Character and Mission of the College and implementing the decisions of the Corporation.
 - (b) The determination of the College's academic and other activities.

- (c) 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.
 - (d) The organisation, direction and management of the College and leadership of the staff.
 - (e) 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 Senior Postholders or Director of Governance, where the Director of Governance is also a member of the staff.
 - (f) Maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- (3) The Director of Governance will be responsible for advising the Corporation on the operation of its powers, procedural matters, conduct of its business and matters of governance practice.

APPENDIX 2

**Principles laid down by the Committee on Standards in Public Life
(Nolan Committee) for those holding public office, namely:-**

- **selflessness**
- **integrity**
- **objectivity**
- **accountability**
- **openness**
- **honesty**
- **leadership**